



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December 31, 2022**
2. SEC Identification Number **CS200613870**
3. BIR Tax Identification No. **006-346-689-000**
4. Exact name of issuer as specified in its charter **AREIT, INC.**
5. **Makati City, Philippines**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **28F, Tower One, Ayala Triangle, Ayala Avenue, Makati City** **1226**
Address of principal office Postal Code
8. **(632) 7908-3804**
Issuer's telephone number, including area code
9. **Not applicable**
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	Provide information or link/reference to a document containing information on the following:	
2. Board has an appropriate mix of competence and expertise.	Compliant	1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors	
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><i>The AREIT Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the property sector.</i></p> <p><i>Ref: pg 22 to 29 > AREIT 2022 Integrated Report > Our Leaders > Board of Directors</i> https://www.aret.com.ph/media/pages/investor-relations/annual-reports/64d3732aef-1682470889/aret-2022-integrated-report-pt.-1.pdf</p> <p><i>Designation, years appointed and expertise of the Board of Directors</i></p> <p><i>Ref pg 64 > AREIT 2022 Integrated Report > Corporate Governance > AREIT Board of Directors 2022 Table</i> https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-</p>	

[1682470887/aret-2022-integrated-report-pt.-2.pdf](https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf)

Relevant Trainings of Directors

Ref: pg 66 > AREIT 2022 Integrated Report > Corporate Governance > Training and Continuous Education

<https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf>

2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance

Qualification standards for directors to facilitate the selection of potential nominees in the Board.

Ref: pg 7 to 10 > AREIT Website > Governance > Manual on Corporate Governance (CG Manual) > 1.3

Qualifications; 1.5 Disqualifications; 1.6 Temporary Disqualification of Directors

<https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf>

Process and criteria for nominations to the Board

Ref: pg 70 > 2022 Integrated Report > Corporate Governance > Process and Criteria for Nominations, Election, and Re-Appointments to the Board

		<p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 4 > AREIT Website > Governance > Board Committees > Corporate Governance and Nominations Committee Charter (CGNC Charter) > Process and Criteria for Nominations to the Board</p> <p>https://www.aret.com.ph/media/pages/governance/board-committees/ea018a0a55-1684912962/aret-cgnomination-comm-charter-1.pdf</p>	
Recommendation 1.2'			
1. Board is composed of a majority of non-executive directors.	Compliant	<p>Identify or provide link/reference to a document identifying the directors and the type of their directorships</p> <p>AREIT's Board is composed of a majority of Non-Executive Directors.</p> <p>Ref: pg 63 to 64 > 2022 Integrated Report > Corporate Governance > Board Matters > Board Composition; AREIT Board of Directors 2022 table</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	Provide link or reference to the company's Board Charter and Manual on Corporate	

<p>2. Company has an orientation program for first time directors.</p>	<p>Compliant</p>	<p>Governance relating to its policy on training of directors.</p> <p>AREIT provides in its Manual on Corporate Governance (CG Manual) a policy on training of directors</p>	
<p>3. Company has relevant annual continuing training for all directors.</p>	<p>Compliant</p>	<p>Ref: pg 22 > AREIT CG Manual > 1.14 Specific Responsibilities of each Director > item j Ref: pg 23 > AREIT CG Manual > 1.17 Policy on Training of Directors https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>AREIT provides in its Charter of the Board of Directors (Board Charter) a policy on training of directors</p> <p>Ref: pg 4 > AREIT Website > Our Company > Board of Directors, Management Team, and Executive Officers > Board of Directors > Charter of the Board of Directors (AREIT Board Charter) > 2.6 Training of Directors https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors-compressed.pdf</p> <p>Training and Continuous Education of AREIT Directors</p> <p>Ref: pg 66 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > Training and Continuous Education https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-</p>	

		1682470887/areit-2022-integrated-report-pt.-2.pdf	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy. Indicate gender composition of the board.</p> <p>Board Diversity Ref: pg 7 > AREIT CG Manual > Article II Governance Structure > 1. The Board of Directors > 1.2 Diversity https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>Ref: pg 63 > 2022 Integrated Report > Board Matters > Skills, Competency, and Diversity https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 1 > AREIT Board Charter > 2. Membership > 2.1 Composition https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors-compressed.pdf</p> <p>Ref: pg 63 > 2022 Integrated Report > Corporate Governance > Board Matters > Skills, Competency, and Diversity</p>	

		<p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 23, 26, 29 > 2022 Integrated Report > Our Leaders > Profiles of Carol T. Mills, Mariana Beatriz Zobel de Ayala, Jessie D. Cabaluna</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/64d3732aef-1682470889/aret-2022-integrated-report-pt.-1.pdf</p>	
Optional: Recommendation 1.4			
<p>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.</p> <p>Provide link or reference to a progress report in achieving its objectives.</p> <p><i>"Careful attention must be given to ensure that there is independence and diversity in background, gender, and other relevant factors, and appropriate representation of women.</i></p> <p><i>The Corporation shall strive that its Board shall be composed of, and maintain, at least two (2) female directors."</i></p> <p><i>Currently, one-third of the AREIT Board are female.</i></p>	

		<p>Board Diversity Ref: pg 7 > AREIT CG Manual > Article II Governance Structure > 1. The Board of Directors > 1.2 Diversity https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>Board Composition Ref: pg 1 to 2 > AREIT Board Charter > 2. Membership > 2.1 Composition https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors-compressed.pdf</p> <p>AREIT Board Skills Matrix Ref: pg 64 > 2022 Integrated Report > Corporate Governance > Board Matters > AREIT Board of Directors 2022 table https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.	
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		<p>The Board is assisted by a Corporate Secretary that is a separate individual from</p>

		<p>the Chief Compliance Officer and is not a member of the Board.</p> <p>Ref: pg 31 > AREIT 2022 Integrated Report > Management Team > Solomon M. Hermosura > Corporate Secretary https://www.aret.com.ph/media/pages/investor-relations/annual-reports/64d3732aef-1682470889/aret-2022-integrated-report-pt.-1.pdf</p> <p>Ref: pg 62 > AREIT 2022 Integrated Report > AREIT's Corporate Governance Structure https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: AREIT Website > Our Company > Board of Directors, Management Team, and Executive Officers > Solomon M. Hermosura https://www.aret.com.ph/our-company/board-of-directors-management-team-and-executive-officers</p> <p>Ref: pg 36 to 37 > AREIT CG Manual > 3.4 The Corporate Secretary https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	Provide information or link/reference to a document containing information on the corporate governance training attended,	

		<p>including number of hours and topics covered</p> <p>The Corporate Secretary attends training/s on corporate governance. Ref: pg 8 > AREIT Website > Governance > CG Trainings and Seminars > AG CGRMS Summit – AREIT Corporate Officers Certificate of Attendance https://areit.com.ph/media/pages/governance/cg-training-and-seminars/44849c1fc4-1685404134/ag-cgrms-2022-summit-areit-corporate-officers-certificate-of-attendance.pdf</p>	
Optional: Recommendation 1.5			
<p>1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.</p>	Compliant	<p>Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting</p> <p>Board materials are distributed to the Board of Directors at least five business days prior to the meeting. Ref: pg 65 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > Meetings and Attendance https://www.areit.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/areit-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 36 to 37 > AREIT CG Manual > 3.4 The Corporate Secretary > Item f https://www.areit.com.ph/media/pages/governance/manual-on-corporate-</p>	

		governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3. Compliance Officer is not a member of the board.	Compliant	<p><i>The Board is assisted by a Chief Compliance Officer whose position is accorded adequate stature and authority in the corporation, and is not a member of the Board.</i></p> <p>Ref: pg 62 > AREIT 2022 Integrated Report > AREIT's Corporate Governance Structure https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 30 > AREIT 2022 Integrated Report > Management Team > Chief Finance Officer, Treasurer, and Chief Compliance Officer > Ma. Teresa R. Famy https://www.aret.com.ph/media/pages/investor-relations/annual-reports/64d3732aef-1682470889/aret-2022-integrated-report-pt.-1.pdf</p> <p>Ref: AREIT Website > Our Company > Board of Directors, Management Team, and Executive Officers > Ma. Teresa R. Famy https://www.aret.com.ph/our-company/board-of-directors-management-team-and-executive-officers</p>	

		<p>Duties and responsibilities of the Compliance Officer Ref: pg 46 > AREIT CG Manual > Article V Audit, Risk Oversight and Compliance > 4. Compliance System https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p>The Chief Compliance Officer attends trainings on corporate governance. Ref: pg 12 > AREIT Website > Governance > CG Trainings and Seminars > AG CGRMS Summit – AREIT Corporate Officers Certificate of Attendance https://www.aret.com.ph/media/pages/governance/cg-training-and-seminars/44849c1fc4-1685404134/ag-cgrms-2022-summit-aret-corporate-officers-certificate-of-attendance.pdf</p>	
<p>Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company’s articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.</p>			
<p>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.	Compliant	Provide information or reference to a document containing information on how the directors performed their duties (can	

	<p>include board resolutions, minutes of meeting)</p> <p>Duties and Responsibilities of Board of Directors Ref: pg 20 to 22 > AREIT CG Manual > Article II Governance > 1.2 Specific Duties of the Board of Directors and 1.14 Specific Responsibilities of each Director https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>Board Committees</p> <p>Executive Committee <i>The Executive Committee had no meetings in 2022, as all matters were brought before the Board of Directors. Nevertheless, duties and responsibilities of the committee is indicated in the Integrated Report and the Charter of the Executive Committee.</i> Ref: pg 67 > AREIT 2022 Integrated Report > Board Committees > Executive Committee https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Audit Committee Ref: pg 67 to 68 > AREIT 2022 Integrated Report > Board Matters > Board Committees > Audit Committee https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-</p>	
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[1682470887/aret-2022-integrated-report-pt.-2.pdf](https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf)

Risk Management and Related Party Transactions Review Committee

Ref: pg 68 to 69 > AREIT 2022 Integrated Report > Board Matters > Board Committees > Risk Management and Related Party Transactions Review Committee
<https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf>

Corporate Governance and Nomination

Ref: pg 69 > AREIT 2022 Integrated Report > Board Matters > Board Committees > Corporate Governance and Nomination Committee
<https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf>

Sustainability Committee

Ref: pg 70 > AREIT 2022 Integrated Report > Board Matters > Board Committees > Sustainability Committee
<https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf>

Recommendation 2.2

1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting).	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<p>Indicate frequency of review of business objective and strategy.</p> <p><i>The Board oversees the development, review and approval of the company's business objectives and strategy on an annual basis.</i></p> <p><i>Ref: pg 15 > AREIT CG Manual > Article II Corporate Governance > 1. The Board of Directors > 1.11 General Responsibility of the Board for Good Governance</i></p> <p><i>Ref: pg 16 > AREIT CG Manual > Article II Corporate Governance > 1. The Board of Directors > 1.13 Specific Duties of the Board of Directors > item a</i></p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cq-manual-1.pdf</p> <p><i>Ref: pg 6 > AREIT Board Charter > 4. Powers, Duties and Responsibilities> Item b and v.</i></p> <p>https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors-compressed.pdf</p>	

		<p>The Board held at least six regular meetings in 2022.</p> <p>Ref: pg 65 to 66 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > Meetings and Attendance; 2022 Board Meeting Attendance https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
Supplement to Recommendation 2.2			
<p>1. Board has a clearly defined and updated vision, mission and core values.</p>	<p>Compliant</p>	<p>Indicate or provide link/reference to a document containing the company's vision, mission and core values. Indicate frequency of review of the vision, mission and core values.</p> <p>AREIT's Vision, Mission and Core Values Ref: AREIT Website > Our Company > Mission and Vision https://aret.com.ph/our-company/mission-and-vision</p> <p>Ref: pg 5 > AREIT 2022 Integrated Report > About the Company > Mission and Vision https://www.aret.com.ph/media/pages/investor-relations/annual-reports/64d3732aef-1682470889/aret-2022-integrated-report-pt.-1.pdf</p> <p>The Board reviews the Vision and Mission annually. Ref: pg 5 > AREIT Board Charter > Article 4 Powers, Duties, and Responsibilities > Item b</p>	

		https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors-compressed.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>Provide information on or link/reference to a document containing information on the strategy execution process.</p> <p>The Board provides sound written policies and strategic guidelines on key capital expenditures, and periodically evaluates and monitors implementation of such strategies.</p> <p>Ref: pg 17 > AREIT CG Manual > Article II Corporate Governance > 1. The Board of Directors > 1.13 Specific Duties of the Board of Directors> item k</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications</p> <p>The Board is headed by a competent and qualified Chairperson.</p> <p>Ref: pg 22 > AREIT 2022 Integrated Report > Board of Directors > Jose Emmanuel H. Jalandoni</p>	

		https://www.aret.com.ph/media/pages/investor-relations/annual-reports/64d3732aef-1682470889/aret-2022-integrated-report-pt.-1.pdf	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	<p>The Board ensures and adopts an effective succession planning program for directors and key officers. Ref: pg 15 to 16, 24 to 26 > AREIT CG Manual > Article II Corporate Governance > 1. The Board of Directors > 1.11 General Responsibility of the Board for Good Governance > item d (iv) and (v); 1.13 Specific Duties of the Board of Directors > item j; 2.2 Corporate Governance and Nomination Committee > items d, m https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>The Board adopts a policy on the retirement for directors and key officers. Ref: pg 7 and 16 > AREIT CG Manual > Article II Corporate Governance > 1. The Board of Directors > 1.4 Retirement Age; 1.13 Specific Duties of the Board of Directors> Item p https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	

		<p>governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>The Corporate Governance and Nomination Committee reviews and discloses the successions plans for members of the Board, and officers for the position of Group Directors to the President/CEO. Ref: pg 25 > AREIT CG Manual > Board Committees > Article II Corporate Governance > 2. Board Committees > 2.2 Corporate Governance and Nomination Committee > item m https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>Ref: pg 3 > AREIT CGNC Charter > 2. Powers, Duties and Responsibilities of the Committee > 2.1 Duties and Responsibilities > Item m https://www.aret.com.ph/media/pages/governance/board-committees/ea018a0a55-1684912962/aret-cgnomination-comm-charter-1.pdf</p>	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		

<p>3. Directors do not participate in discussions or deliberations involving his/her own remuneration.</p>	<p>Compliant</p>	<p><i>The Corporate Governance and Nomination Committee of the Board shall fix the remuneration packages of corporate officers and Directors ensuring that a performance-based compensation is provided for and consistent with the Corporation's culture, strategy, and control environment.</i></p> <p><i>Ref: pg 24 to 26 > AREIT CG Manual > Board Committees > Article II Corporate Governance > 2. Board Committees > 2.2 Corporate Governance and Nomination Committee > items o to s</i> https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p><i>Ref: pg 3 > AREIT CGNC Charter > 2. Powers, Duties, and Responsibilities of Committee; 2.1 Duties and Responsibilities > items o to s</i> https://www.aret.com.ph/media/pages/governance/board-committees/ea018a0a55-1684912962/aret-cgnomination-comm-charter-1.pdf</p> <p><i>Ref: pg 66 > 2022 Integrated Report > Corporate Governance > Board Matters > Remuneration; Independent Directors Gross Remuneration in 2022</i> https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
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Ref: pg 16 to 17 > Definitive Information Statement> Item 6. Compensation of Directors and Executive Officers
https://www.aret.com.ph/media/pages/company-disclosures/notice-of-annual-and-special-stockholders-meetings/3c74dc5829-1682472006/aret-dis-asm-sec-form-20-is-2023_vf-1- compressed-1.pdf

AREIT shall formulate and adopt a policy specifying the relationship between remuneration and performance.

Ref: pg 17 > AREIT CG Manual > Article II Governance Structure > 1. The Board of Directors > 1.13 Specific Duties of the Board of Directors > Item f
<https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf>

No Director is involved in deciding his or her own remuneration.

Ref: pg 23 and 26 > AREIT CG Manual > Article II Corporate Governance > 1. The Board of Directors > 1.16 Compensation and Liability Insurance Coverage of Directors > Item b; Board Committees > 2.2 Corporate Governance and Nomination Committee
<https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf>

Optional: Recommendation 2.5

<p>1. Board approves the remuneration of senior executives.</p>	<p>Compliant</p>	<p>Provide proof of board approval</p> <p>All directors and key officers of AREIT are seconded from Ayala Land, Inc. (ALI). Nevertheless, the Board of Directors through the Corporate Governance and Nomination Committee shall establish a formal and transparent procedure for developing and for fixing the remuneration packages of corporate officers and directors.</p> <p>Ref: pg 26 > AREIT CG Manual > Article II Corporate Governance > 2. Board Committees > 2.2 Corporate Governance and Nomination Committee</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
<p>2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.</p> <p>All of AREIT's executives and non-independent directors are seconded from ALI. Based on ALI's existing policies, ALI's senior executives are rewarded based on their performance through bonuses and stock ownership (ESOWN) as part of ALI's compensation policy. These are based on individual key deliverables which are established at the start of the year. The ESOWN is awarded to high-potential</p>	

		<p>officers who consistently exceed their key performance indicators. The ESOWN is a deferred stock ownership program which allows employees to pay for their grants over a multi-year period, and hence, aligns their performance with that of the company's over the long term.</p> <p>Ref: pg 98 > 2022 ALI Integrated Report > Social Engagement > Employees and Workers > Compensation and Rewards https://ir.ayalaland.com.ph/wp-content/uploads/2023/04/ALI-Integrated-Report-2022.pdf</p>	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	<p>1. The Board has a formal and transparent nomination and election policy.</p> <p>Ref: pg 2 to 3 > AREIT Board Charter > 2. Membership > 2.3 Election of Directors https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors-compressed.pdf</p> <p>Ref: pg 7 to 8 > Definitive Information Statement > Item 5. Directors and Executive Officers > (a) Information Required of Directors and Executive Officers > i. Directors</p>	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		

<p>5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</p>	<p>Compliant</p>	<p>and Executive Officers; pg 34 to 38 > Definitive Information Statement > Item 19. Voting Procedures; Item 20. Participation of Shareholders by Remote Communication; Annex A – Requirements and Procedure for Electronic Voting in Absentia by Remote Communication</p>	
<p>6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.</p>	<p>Compliant</p>	<p>https://www.aret.com.ph/media/pages/company-disclosures/notice-of-annual-and-special-stockholders-meetings/3c74dc5829-1682472006/aret-dis-asm-sec-form-20-is-2023_vf-1-compressed-1.pdf</p> <p>2. The Board, through the Corporate Governance and Nomination Committee, determines the nomination and election process as disclosed in the company's CG Manual.</p> <p>Ref: pg 24 to 26 > AREIT CG Manual > Article II Governance > 2. Board Committees > 2.2 Corporate Governance and Nomination Committee > Items g – j; Article VII Stockholders' Rights and Protection of Minority Stockholders' Interests > 1. Shareholder Rights > 1.1 Voting Right</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>Provide proof if minority shareholders have a right to nominate candidates to the board</p> <p>3. The Board nomination and election policy includes how the company accepted nominations from minority shareholders.</p>	

	<p>Ref: pg 2 to 3 > AREIT Board Charter > 2. Membership > 2.3 Election of Directors https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors-compressed.pdf</p> <p>Nominations from minority shareholders is discussed in the CG Manual under Shareholders Rights – Voting right and in the Charter of Board of Directors under Election of Directors.</p> <p>Ref: pg 49 > AREIT CG Manual > Article VII Stockholders’ Rights and Protection of Minority Stockholders’ Interests > 1. Shareholder Rights > 1.1 Voting Right https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>Ref: pg 7 to 8 > Definitive Information Statement > Item 5. Directors and Executive Officers > (a) Information Required of Directors and Executive Officers > i. Directors and Executive Officers https://www.aret.com.ph/media/pages/company-disclosures/notice-of-annual-and-special-stockholders-meetings/3c74dc5829-1682472006/aret-dis-asm-sec-form-20-is-2023-vf-1-compressed-1.pdf</p> <p>Provide information if there was an assessment of the effectiveness of the</p>	
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	<p>Board's processes in the nomination, election or replacement of a director.</p> <p>4. The Board, through the Corporate Governance and Nomination Committee, determines the shortlisting of candidates. <i>Ref: pg 24 to 26 > AREIT CG Manual > Article II Governance > 2. Board Committees > 2.2 Corporate Governance and Nomination Committee > Items g – I</i> https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p><i>Ref: pg 2 to 3 > AREIT CGNC Charter > 2. Powers, Duties, and Responsibilities of Committee > 2.1 Duties and Responsibilities > items g to I</i> https://www.aret.com.ph/media/pages/governance/board-committees/ea018a0a55-1684912962/aret-cgnomination-comm-charter-1.pdf</p> <p>5. The Board, through the Corporate Governance and Nomination Committee, assess the effectiveness of the Board's processes in the nomination, election or replacement of a director. <i>Ref: pg 25 > AREIT CG Manual > Article II Governance > 2. Board Committees > 2.2 Corporate Governance and Nomination Committee > Items k -n</i> https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
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[governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf](https://www.aret.com.ph/media/pages/governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf)

Ref: pg 2 to 3 > AREIT CGNC Charter > 2. Powers, Duties, and Responsibilities of Committee > 2.1 Duties and Responsibilities > items k to n

<https://www.aret.com.ph/media/pages/governance/board-committees/ea018a0a55-1684912962/aret-cgnomination-comm-charter-1.pdf>

6. The Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.

The company ensures that the board possesses the required knowledge, skills and competencies, and experience in general business, real estate, industry, law, and finance to properly perform its duties.

Ref: pg 64 > 2022 Integrated Report > Corporate Governance > Board Matters > AREIT Board of Directors Matrix 2022
www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf

Ref: pg 6 to 7 > AREIT CG Manual > Article II Governance > 1. Board of Directors > 1.1 Composition, 1.2 Diversity and 1.3 Qualifications

<https://www.aret.com.ph/media/pages/governance/manual-on-corporate->

		governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf	
		<p>Ref: pg 1 to 2 > AREIT Board Charter > 2. Membership > 2.1 Composition</p> <p>https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors-compressed.pdf</p>	

Optional: Recommendation to 2.6

<p>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.</p>	Compliant	<p>Identify the professional search firm used or other external sources of candidates</p> <p><i>The Board, through the Corporate Governance and Nomination Committee, may likewise identify and recommend qualified individuals for nomination and election to the Board. For this purpose, the Committee considers using professional search firms or other external sources of candidates to search for qualified candidates to the Board.</i></p> <p>Ref: pg 70 > 2022 Integrated Report > Corporate Governance > Process and Criteria for Nominations, Election, and Re-appointments to the Board</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
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Recommendation 2.7

<p>1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing</p>	Compliant	<p>Provide information on or reference to a document containing the company's policy</p>	
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related party transactions (RPTs) and other unusual or infrequently occurring transactions.		on related party transaction, including policy on review and approval of significant RPTs	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	<i>The Board has an overall responsibility in ensuring that there is a group-wide policy system in governing RPTs and other unusual or infrequently occurring transactions through the Related-Party Transactions Review Committee.</i>	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	<p><i>Ref: pg 16, 30 > AREIT CG Manual > Article II > 1. Board of Directors > 1.13 Specific Duties of the Board of Directors > item c; 2.4 Risk Management and Related Party Transactions Review Committee > items k to p</i></p> <p><i>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</i></p> <p><i>Ref: pg 2 > AREIT Website > Governance > Board Committees > Risk Management and Related Party Transactions Review Committee > Risk Management and Related Party Transactions Review Committee Charter (RMRPT Charter) > 2. Authority, Roles and Responsibilities of the Committee > items k to p</i></p> <p><i>www.aret.com.ph/media/pages/governance/board-committees/dc4c28af85-1684372444/aret-risk-management-and-rpt-review-committee-charter.pdf</i></p> <p><i>AREIT's RPT Policy includes appropriate review and approval of material RPTs</i></p>	

	<p>which guarantee fairness and transparency of the transactions. Ref: pg 7 to 9 > AREIT Related Party Transactions Policy (RPT Policy) > 6 > 6.1 Identification, Review and Approval of the Related Party Transactions www.aret.com.ph/media/pages/governance/company-policies/related-party-transactions-policy/80198c578e-1684368451/aret-related-party-transactions-policy.pdf</p> <p>AREIT's RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile, and complexity of operations. Ref: pg 5 to 9 > AREIT RPT Policy > 3. Definitions www.aret.com.ph/media/pages/governance/company-policies/related-party-transactions-policy/80198c578e-1684368451/aret-related-party-transactions-policy.pdf</p> <p>Identify transactions that were approved pursuant to the policy.</p> <p>In 2022, the RPT Review Committee reviewed, discussed, approved and endorsed one transaction. Ref: pg 69 > AREIT 2022 Integrated Report > Board Matters > Board Committees > Related-Party Transactions Review Committee > Item 2 https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-</p>	
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		1682470887/areit-2022-integrated-report-pt.-2.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>Provide information on a materiality threshold for RPT disclosure and approval, if any.</p> <p>Provide information on RPT categories</p> <p><i>The RPT Policy clearly defines pre-approved RPTs which are in the nature of normal transactions in the ordinary course of business and RPT transactions that require the review of the committee for endorsement to the Board for approval. All RPTs approved by the Board are disclosed in the relevant financial reports required under IAS 24 on Related Party Disclosures and other applicable disclosure requirements.</i></p> <p><i>Ref: pg 5 to 9 > AREIT RPT Policy > 4. Identification, Review and Approval of Related Party Transactions, 5. Related Party Transactions Delegated to Management, 6. Identification and Review of Material RPTs, and, 7. Approval of RPTs and Material RPTs</i></p> <p>https://www.aret.com.ph/media/pages/governance/company-policies/related-party-transactions-policy/80198c578e-1684368451/areit-related-party-transactions-policy.pdf</p>	
2. Board establishes a voting system whereby a majority of non-related party shareholders	Compliant	Provide information on voting system, if any.	

<p>approve specific types of related party transactions during shareholders' meetings.</p>		<p>All RPTs and Material RPTs shall be reviewed by the RPT Review Committee whose majority membership must be composed of independent directors who shall vote unanimously, and approved by at least two-thirds (2/3) vote of the Board of Directors, including the unanimous vote of all the majority of the independent directors voting to approve the same. Ref: pg 8 to 9 > AREIT RPT Policy > 7. Approval of RPTs and Material RPTs > Paragraph 2 https://www.aret.com.ph/media/pages/governance/company-policies/related-party-transactions-policy/80198c578e-1684368451/aret-related-party-transactions-policy.pdf</p>	
Recommendation 2.8			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>The Board is primarily responsible for approving the selection of the President, CEO and other senior officers. Ref: pg 17 and 24 > AREIT CG Manual > Article II Governance > 1. The Board of Directors > 1.13 Specific Duties of the Board of Directors > item i; 2.2 Corporate Governance and Nomination Committee > item I https://www.aret.com.ph/media/pages/governance/manual-on-corporate-</p>	

		<p>governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>Identify the Management team appointed</p> <p>For 2023, appointed members of the Management Team as approved by the Board is contained in the disclosure of the results of the Annual and Special Stockholders' Meetings and Organizational Meeting of the Board on April 26, 2023. Ref: pg 3 > AREIT Website > Company Disclosures > SEC Filings > Results of the 2023 Annual and Special Stockholders' Meetings and Organizational Board Meeting, 26 April 2023 https://www.aret.com.ph/media/pages/company-disclosures/disclosures/sec/08e61d1dd0-1682671301/aret-sec-pse-pdex-result-of-asm-and-org-bod_4.26.23.pdf</p>	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p>The Board shall conduct an annual performance assessment of its members, the President and CEO, and Management. Ref: pg 18 > AREIT CG Manual > Article II Governance > 1. The Board of Directors ></p>	

		<p>1.13 Specific duties of the Board of Directors > item s https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cq-manual-1.pdf</p> <p>Ref: pg 6 > AREIT Board Charter > 4. Powers, Duties, and Responsibilities > item s https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors- compressed.pdf</p> <p>The CEO, Chief Compliance Officer, and Chief Audit Executive all report directly to the Board.</p> <p>Ref: pg 62 to 63 > 2022 Integrated Report > Corporate Governance > AREIT'S Corporate Governance Structure https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
Recommendation 2.9			
<p>1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.</p>	Compliant	<p>Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.</p>	
<p>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the</p>	Compliant	<p>The Board establishes the Vision and Mission, strategic objectives, key policies and procedures for the management of the corporation, as well as the mechanism for</p>	

<p>standards set by the Board and Senior Management.</p>		<p>monitoring and evaluating Management's performance. Ref: pg 15 > AREIT CG Manual > Article II Governance > 1. The Board of Directors > 1.11 General Responsibility of the Board for Good Governance > item b https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cq-manual-1.pdf</p> <p>Ref: pg 5 > AREIT Board Charter > 4. Powers, Duties, and Responsibilities > items b and s https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors-compressed.pdf</p> <p>AREIT, through its Corporate Governance and Nomination Committee, is tasked to establish a formal and transparent procedure for developing a policy on remuneration ensuring that a performance-based compensation is provided for and consistent with AREIT's culture, strategy and control environment. Ref: pg 26 > AREIT CG Manual > Article II Governance Structure > 2. Board Committees > 2.3 Corporate Governance and Nomination Committee > Items o to s https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cq-manual-1.pdf</p>	
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Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	<p>Provide information on or link/reference to a document showing the Board’s responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system</p> <p><i>The Board has an internal control system in place which includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</i></p> <p>Ref: pg 16 > AREIT CG Manual > Article II Governance > 1. The Board of Directors > 1.11 General Responsibility of the Board for good governance > item d(ii)</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cq-manual-1.pdf</p>	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<p><i>AREIT has a Conflict of Interest Policy that includes internal control mechanisms for monitoring and managing potential conflicts of interest</i></p> <p>Ref: AREIT Website > Governance > Company Policies > Conflict of Interest Policy</p> <p>www.aret.com.ph/media/pages/governance/company-policies/conflict-of-interest-policy/0f0fb543ca-1685405294/aret-conflict-of-interest-policy.pdf</p>	

3. Board approves the Internal Audit Charter.	Compliant	<p>Provide reference or link to the company's Internal Audit Charter</p> <p>AREIT's Internal Audit Charter Ref: pg 3 > Internal Audit Charter https://www.aret.com.ph/media/pages/governance/board-committees/20e961428e-1684314081/aret-internal-audit-charter_compressed.pdf</p>	
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	<p>Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.</p>	
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>Provide proof of effectiveness of risk management strategies, if any.</p> <p>The Board oversees that AREIT has in place a sound ERM framework. Ref: pg 46 > AREIT CG Manual > Article V > Risk Oversight > item a to d https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>AREIT management and its Risk Oversight Committee will develop a formal ERM plan that will guide the Board in identifying risk exposures, as well as the effectiveness of risk management strategies.</p>	

		<p>Ref: pg 75 > AREIT 2022 Integrated Report > Risk Management</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
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	Provide link to the company's website where the Board Charter is disclosed.	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	<p><i>The Board has a charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role and serves as a guide to the directors in the performance of their functions. It is publicly available on AREIT's IR website.</i></p> <p>Ref: AREIT Website > Our Company > Board of Directors, Management Team, and Executive Officers > AREIT Charter of the Board of Directors</p> <p>https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors-compressed.pdf</p>	
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>Provide information on or link/reference to a document showing company's insider trading policy.</p> <p><i>The Board has a clear insider trading policy which also covers key officers of AREIT.</i></p> <p>Ref: AREIT Website > Governance > Company Policies > Insider Trading Policy</p>	

		www.aret.com.ph/media/pages/governance/company-policies/insider-trading-policy/89c0dfdf75-1684313299/aret-insider-trading-policy.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>Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.</p> <p><i>None of the directors in his or her personal capacity has been contracted by AREIT for services other than those provided as a director. AREIT has no other arrangement regarding the remuneration of its directors and officers aside from the compensation as stated in the CG Manual.</i></p> <p>Ref: pg 66 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters> Remuneration</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	<p>Indicate the types of decision requiring board of directors' approval and where there are disclosed.</p> <p><i>AREIT discloses the list of items that require Board approval under its powers, duties and responsibilities.</i></p> <p>Ref: pg 5 to 8 > AREIT Board Charter > 4. Powers, Duties and Responsibilities > items a to v</p>	

<https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors-compressed.pdf>

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

Recommendation 3.1

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on all the board committees established by the company.</p> <p><i>The AREIT Board established Board Committees to support it in the performance of its functions and in accordance with the By-Laws of the Corporation and to aid in good governance.</i> <i>Ref: pg 23 > AREIT CG Manual > 2. Board Committees</i> https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p><i>Ref: AREIT Website > Governance > Board Committees</i> https://www.aret.com.ph/governance/board-committees</p> <p><i>Ref: pg 62, 67 to 70 > AREIT 2022 Integrated Report > Corporate Governance and Risk Management</i></p>	
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Recommendation 3.2			
<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company’s financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</p> <p>Indicate if it is the Audit Committee’s responsibility to recommend the appointment and removal of the company’s external auditor.</p> <p>The AREIT Board established the Audit Committee to assist fulfill its responsibility for oversight of the company’s corporate governance processes with duties as stated in its charter and the CG Manual.</p> <p>Ref: pg 26 to 30 > AREIT CG Manual > Article II Governance > 2. Board Committees > 2.3 Audit Committees</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	

		<p>Ref: pg 5 > AREIT Audit Committee Charter > 3. Roles and Responsibilities > 3.3 Oversight on Independent Audit > item a</p> <p>https://www.aret.com.ph/media/pages/governance/board-committees/4379d802c1-1684313831/aret-charter-of-the-audit-committee_compressed.pdf</p>	
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.</p> <p>AREIT's Audit Committee is composed of a majority of independent directors including the Chairman.</p> <p>Ref: pg 67 > AREIT 2022 Integrated Report > Corporate Governance > Board Committees</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 67 to 68 > AREIT 2022 Integrated Report > Corporate Governance > Board Committees > Audit Committee</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</p>	

		<p>All the members of AREIT’s Audit Committee have the background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance. Ref: pg 25, 27 to 28 > AREIT 2022 Integrated Report > Board of Directors > Profiles of Augusto D. Bengzon, Omar T. Cruz, and Enrico S. Cruz https://www.aret.com.ph/media/pages/investor-relations/annual-reports/64d3732aef-1682470889/aret-2022-integrated-report-pt.-1.pdf</p> <p>Ref: pg 64, 67 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > AREIT Board of Directors https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee</p> <p>The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee. Ref: pg 3 > AREIT Website > Company Disclosures > SEC Filings > Results of the 2022 Annual and Special Stockholders’ Meetings and Organizational Board Meeting, 26 April 2023 https://www.aret.com.ph/media/pages/co pany-</p>	

		<p>disclosures/disclosures/sec/08e61d1dd0-1682671301/aret-sec-pse-pdex-result-of-asm-and-org-bod_4.26.23.pdf</p> <p>Ref: pg 67 > AREIT 2022 Integrated Report > Corporate Governance > Board Committees > 2022 Board Committee Memberships https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 8 > AREIT Audit Committee Charter > 4. Membership > item e https://www.aret.com.ph/media/pages/governance/board-committees/4379d802c1-1684313831/aret-charter-of-the-audit-committee_compressed.pdf</p>	
Supplement to Recommendation 3.2			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p>Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.</p> <p>AREIT's Audit Committee approved all non-audit services conducted by the external auditor.</p> <p>Ref: pg 80 > AREIT 2022 Integrated Report > Corporate Governance > Board Committees > Audit Committee https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	

		<p>Ref: pg 67 to 68 > AREIT 2022 Integrated Report > Financial Review > Report of the Audit Committee to the Board of Directors</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
<p>2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.</p>	<p>Compliant</p>	<p>Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.</p> <p>The Committee met with the external auditors without the presences of the management team to discuss issues or concern</p> <p>Ref: pg 67 to 68 > AREIT 2022 Integrated Report > Corporate Governance and Risk Management > Board Committees > Audit Committee</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
<p>Optional: Recommendation 3.2</p>			
<p>1. Audit Committee meet at least four times during the year.</p>	<p>Compliant</p>	<p>Indicate the number of Audit Committee meetings during the year and provide proof</p> <p>AREIT's Audit Committee held four (4) regular meetings in 2022.</p> <p>Ref: pg 66 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > 2022 Board Meeting Attendance;</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	

		estor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf	
<p>2. Audit Committee approves the appointment and removal of the internal auditor.</p>	<p>Compliant</p>	<p>Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.</p> <p>AREIT's Audit Committee approves the appoint and removal of the internal auditor.</p> <p>Ref: pg 27, 44 > AREIT CG Manual > Article II Governance Structure > 2. Board Committees > 2.3 Audit Committee > Internal Audit > item b; Article V. Audit, Risk Oversight and Compliance > 1. Internal Audit https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>Ref: pg 67 to 68 > AREIT 2022 Integrated Report > Corporate Governance > Board Committees > Audit Committee https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 5 > AREIT Audit Committee Charter > 3. Roles and Responsibilities > 3.3 Oversight on Internal Audit > item b https://www.aret.com.ph/media/pages/governance/board-committees/4379d802c1-1684313831/aret-charter-of-the-audit-committee_compressed.pdf</p>	

Recommendation 3.3			
<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions</p> <p>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</p> <p><i>AREIT's Corporate Governance and Nominations Committee assists the Board in the performance of its corporate governance responsibilities, including the functions previously assigned to the Personnel and Compensation Committee. On May 26, 2021, AREIT's Board approved the Charter of the Corporate Governance and Nomination Committee to comply with the Code of Corporate Governance for Publicly-Listed Companies, and amended the same on September 09, 2022.</i></p> <p><i>Ref: AREIT Website > Governance > Board Committees > Corporate Governance and Nomination Committee > Corporate Governance and Nomination Charter</i> https://www.aret.com.ph/media/pages/governance/board-committees/ea018a0a55-1684912962/aret-cgnomination-comm-charter-1.pdf</p> <p><i>Ref: pg 69 > AREIT 2022 Integrated Report > Corporate Governance and Nomination Committee</i></p>	

	<p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 24 to 26 > AREIT CG Manual > Article II Governance > 2. Board Committees > 2.2 Corporate Governance and Nomination Committee</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>AREIT's Board established a Corporate Governance and Nomination Committee.</p> <p>Ref: pg 24 to 26 > AREIT CG Manual > Article II Governance > 2. Board Committees > 2.2 Corporate Governance and Nomination Committee</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>Ref: pg 3 > AREIT Website > Company Disclosures > SEC Filings > Results of the 2023 Annual and Special Stockholders' Meetings and Organizational Board Meeting, 26 April 2023</p> <p>https://www.aret.com.ph/media/pages/company-disclosures/disclosures/sec/08e61d1dd0-1682671301/aret-sec-pse-pdex-result-of-asm-and-org-bod-4.26.23.pdf</p>	
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<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.</p> <p><i>AREIT's Corporate Governance and Nomination Committee is composed of independent directors.</i> <i>Ref: pg 24 > AREIT CG Manual > Article II Governance > 2. Board Committees > 2.2 Corporate Governance and Nomination Committee</i> https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p><i>Ref: pg 3 > AREIT Website > Company Disclosures > SEC Filings > Results of the 2023 Annual and Special Stockholders' Meetings and Organizational Board Meeting, 26 April 2023</i> https://www.aret.com.ph/media/pages/company-disclosures/disclosures/sec/08e61d1dd0-1682671301/aret-sec-pse-pdex-result-of-asm-and-org-bod_4.26.23.pdf</p> <p><i>Ref: pg 67 > AREIT 2022 Integrated Report > Corporate Governance > 2021 Board Committee Memberships</i> https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
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		<p><i>Ref: pg 69 > AREIT 2022 Integrated Report > Corporate Governance > Board Committees Corporate Governance and Nomination Committee</i></p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p><i>Ref: pg 64 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > AREIT Board of Directors</i></p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.</p> <p><i>The Chairman of AREIT's Corporate Governance and Nomination Committee is an independent director.</i></p> <p><i>Ref: pg 24 > AREIT CG Manual > Article II Governance > 2. Board Committees > 2.2 Corporate Governance and Nomination Committee</i></p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	

		<p>Ref: pg 67, 69 > AREIT 2022 Integrated Report > Corporate Governance > Board Committees Corporate Governance and Nomination Committee</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 3 > AREIT Website > Company Disclosures > SEC Filings > Results of the 2023 Annual and Special Stockholders' Meetings and Organizational Board Meeting, 26 April 2023</p> <p>https://www.aret.com.ph/media/pages/company-disclosures/disclosures/sec/08e61d1dd0-1682671301/aret-sec-pse-pdex-result-of-asm-and-org-bod_4.26.23.pdf</p>	
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Optional: Recommendation 3.3.

1. Corporate Governance Committee meet at least twice during the year.	Compliant	<p>Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.</p> <p>The Corporate Governance and Nomination Committee held four (4) meetings in 2022.</p> <p>Ref: pg 66 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > 2022 Board Meeting Attendance</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
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Recommendation 3.4

<p>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.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions</p> <p><i>AREIT's Board established a Risk Management and Related Party Transactions Review Committee.</i> <i>Ref: pg 30 > AREIT CG Manual > Article II Governance > 2. Board Committees > 2.4 Risk Management and Related Party Transactions Review Committee</i> https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p><i>Ref: pg 68 to 69 > AREIT 2022 Integrated Report > Corporate Governance > Board Committees > Risk Management and Related Party Transactions Review Committee</i> https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p><i>Ref: pg 3 > AREIT Website > Company Disclosures > SEC Filings > Results of the 2023 Annual and Special Stockholders' Meetings and Organizational Board Meeting, 26 April 2023</i> https://www.aret.com.ph/media/pages/company-disclosures/disclosures/sec/08e61d1dd0-</p>	
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<p>2. BROCC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the BROCC, including their qualifications and type of directorship</p> <p><i>AREIT's Risk Management and Related Party Transactions Review Committee is composed of a majority of independent directors, including the Chairman.</i></p> <p>Ref: pg 68 > AREIT 2022 Integrated Report > Corporate Governance > Board Committees > Risk Management and Related Party Transactions Review Committee</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 64 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > AREIT Board of Directors</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 67 > AREIT 2022 Integrated Report > Corporate Governance > Board Committees > 2022 Board Committee Membership</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	

		<p>Ref: pg 30 > AREIT CG Manual > Article II Governance > 2. Board Committees > 2.4 Risk Management and Related Party Transactions Review Committee https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>Ref: pg 3 > AREIT Website > Disclosures > SEC Filings > Results of the 2022 Annual Stockholders' Meetings and Organizational Board Meeting, 26 April 2023 https://www.aret.com.ph/media/pages/company-disclosures/disclosures/sec/08e61d1dd0-1682671301/aret-sec-pse-pdex-result-of-asm-and-org-bod_4.26.23.pdf</p>	
<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Chairman of the BROC</p> <p>The Chairman of AREIT's RMRPT is not the Chairman of the Board or any other committee.</p> <p>Ref: pg 30 > AREIT CG Manual > Article II. Governance > 2. Board Committees > 2.4 Risk Management and Related Party Transactions Review Committee https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	

		<p>Ref: pg 3 > AREIT Website > Disclosures > SEC Filings > Results of the 2022 Annual Stockholders' Meetings and Organizational Board Meeting, 26 April 2023 https://www.aret.com.ph/media/pages/company-disclosures/disclosures/sec/08e61d1dd0-1682671301/aret-sec-pse-pdex-result-of-asm-and-org-bod_4.26.23.pdf</p> <p>Ref: pg 67 > AREIT 2022 Integrated Report > Corporate Governance > Board Committees > 2022 Board Committee Membership https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
<p>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.</p> <p>At least one member of AREIT's BROC has relevant thorough knowledge and experience on risk and risk management. Ref: pg 27 to 29 > AREIT 2022 Integrated Report > Board of Directors > Profiles of Omar T. Cruz, Enrico S. Cruz, and Jessie D. Cabaluna https://www.aret.com.ph/media/pages/investor-relations/annual-reports/64d3732aef-1682470889/aret-2022-integrated-report-pt.-1.pdf</p>	

		<p>Ref: pg 64 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > AREIT Board of Directors</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
Recommendation 3.5			
<p>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</p> <p>AREIT's Board established a Risk Management and Related Party Transactions Review Committee.</p> <p>Ref: pg 30 > AREIT CG Manual > Article II Governance > 2. Board Committees > 2.4 Risk Management and Related Party Transactions Committee</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cq-manual-1.pdf</p> <p>Ref: pg 68 to 69 > AREIT 2022 Integrated Report > Corporate Governance > Board Committees > Risk Management and Related Party Transactions Review Committee</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	

<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.</p> <p>AREIT's RMRPT Review Committee is composed of three non-executive, independent directors. <i>Ref: pg 30 > AREIT CG Manual > Article II Governance > 2. Board Committees > 2.4 Risk Management and Related Party Transactions Committee</i> https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p><i>Ref: pg 3 > AREIT Website > Disclosures > SEC Filings > Results of the 2022 Annual Stockholders' Meetings and Organizational Board Meeting, 26 April 2023</i> https://www.aret.com.ph/media/pages/company-disclosures/disclosures/sec/08e61d1dd0-1682671301/aret-sec-pse-pdex-result-of-asm-and-org-bod_4.26.23.pdf</p> <p><i>Ref: pg 64 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > AREIT Board of Directors</i> https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
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		<p>Ref: pg 67 > AREIT 2022 Integrated Report > Corporate Governance > Board Committees > Risk Management and Related Party Transactions Review Committee</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
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	Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	<p>All established committees have adopted charters that provide standards for evaluating the performance of the committee and are fully disclosed in the AREIT website.</p> <p>Ref: AREIT Website > Governance > Board Committees</p> <p>https://aret.com.ph/governance/board-committees</p> <p>AREIT Board Charter (pg 8)</p> <p>https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors-compressed.pdf</p> <p>AREIT Audit Committee Charter (pg 1)</p>	

		<p>https://www.aret.com.ph/media/pages/governance/board-committees/4379d802c1-1684313831/aret-charter-of-the-audit-committee_compressed.pdf</p> <p><i>AREIT Corporate Governance and Nomination Committee Charter (pg 1)</i> https://www.aret.com.ph/media/pages/governance/board-committees/ea018a0a55-1684912962/aret-cgnomination-comm-charter-1.pdf</p> <p><i>AREIT Executive Committee Charter</i> https://www.aret.com.ph/media/pages/governance/board-committees/1a285ff2b7-1684313380/aret-charter-of-the-executive-committee.pdf</p> <p><i>AREIT Risk Management and Related Party Transaction Review Committee Charter</i> https://www.aret.com.ph/media/pages/governance/board-committees/dc4c28af85-1684372444/aret-risk-management-and-rpt-review-committee-charter.pdf</p> <p><i>AREIT Sustainability Committee Charter</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=ed1ba7399442d7245d542af6f1e997b9</p>	
<p>3. Committee Charters were fully disclosed on the company's website.</p>	<p>Compliant</p>	<p>Provide link to company's website where the Committee Charters are disclosed.</p> <p><i>The adopted charters of the committees are disclosed on the company's website. See</i></p>	

		<i>above response for Recommendation 3.6, items 1-2.</i>	
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>Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.</p> <p>Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.</p> <p><i>AREIT's Board of Directors attend and actively participate in all meetings, in person or through tele/videoconferencing conducted in accordance with the rules and regulations of the SEC.</i></p> <p><i>Ref: pg 66 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > 2022 Board Meetings Attendance</i> https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p><i>Ref: pg 14 > AREIT CG Manual > Article II Governance > 1. The Board of Directors > 1.10 Board Meetings and Quorum Requirements</i></p>	

		<p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cq-manual-1.pdf</p> <p>Ref: pg 9 > AREIT Board Charter > 5. Resolutions and Actions > 5.1 Meetings, Quorum and Actions</p> <p>https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors-compressed.pdf</p>	
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>Compliant</p>	<p>Board materials are distributed to AREIT's Board of Directors at least five business days to give the directors ample time to review the meeting materials prior to the meeting date.</p> <p>Ref: pg 65 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > Meetings and Attendance</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 9 > AREIT Board Charter > 5. Resolutions and Actions > 5.1 Meetings, Quorum and Actions > Item d.</p> <p>https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors-compressed.pdf</p>	

<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</p> <p>Board of Directors act judiciously before deciding on any matter by evaluating the issues, asking relevant questions and seeking clarifications as appropriate. Ref: pg 20 to 21 > AREIT CG Manual > Article II Governance > Item 1.14 Specific Responsibilities of each Director > Item e. https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
Recommendation 4.2			
<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management’s proposals/views, and oversee the long-term strategy of the company.</p>	<p>Compliant</p>	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company’s directors in both listed and non-listed companies.</p> <p>AREIT has a policy on multiple board seats indicating that no independent director shall hold no more than five board seats in any group of PLCs and executive directors shall hold no more than two board seats in listed companies outside the Ayala group. Ref: pg 14 > AREIT CG Manual > Article II Governance > 1. The Board of Directors > 1.9 Policy on Multiple Board Seats</p>	

		<p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cq-manual-1.pdf</p> <p>Ref: pg 24 to 29 > AREIT 2022 Integrated Report > Board of Directors Profiles of Bernard Vincent O. Dy, Augusto D. Bengzon, Mariana Zobel de Ayala, Omar T. Cruz, Enrico S. Cruz, and Jessie D. Cabaluna https://www.aret.com.ph/media/pages/investor-relations/annual-reports/64d3732aef-1682470889/aret-2022-integrated-report-pt.-1.pdf</p> <p>Ref: pg 65 > Integrated Report > Guidance on Directorship https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 3 > AREIT Board Charter > 2. Membership > 2.2 Policy on Multiple Board Seats https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors-compressed.pdf</p>	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.	

		<p><i>In the AREIT CG Manual, all directors are required to notify the Board before accepting a directorship in another company.</i></p> <p>Ref: pg 22 > AREIT CG Manual > Article II Governance > 1. The Board of Directors > 1.14 Specific responsibilities of each director > item m.</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	<p><i>The Chairman, Jose Emmanuel H. Jalandoni and the President and CEO, Ms. Carol T. Mills does not serve in more than two boards of listed companies outside of the group.</i></p> <p>Ref: pg 22 to 23 > AREIT 2022 Integrated Report > Board of Directors Profiles</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/64d3732aef-1682470889/aret-2022-integrated-report-pt.-1.pdf</p>	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	<p><i>AREIT schedules the Board of Directors' meetings before the start of the financial year and are held at least once every quarter.</i></p> <p>Ref: pg 65 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > Meetings and Attendance</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-</p>	

		1682470887/aret-2022-integrated-report-pt.-2.pdf	
3. Board of directors meet at least six times during the year.	Compliant	<p>Indicate the number of board meetings during the year and provide proof</p> <p>The Board held six (6) regular and two (2) special meetings in 2022. Ref: pg 66 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > 2022 Board Meeting Attendance https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Compliant	<p>Indicate the required minimum quorum for board decisions</p> <p>AREIT requires two-thirds (2/3) of the number of AREIT directors as fixed in the Articles of Incorporation to constitute a quorum. Ref: pg 14 > AREIT CG Manual > Article II Governance > 1. The Board of Directors > 1.10 Board Meetings and Quorum Requirements https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	

Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs

Recommendation 5.1

<p>1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the number of independent directors in the board</p> <p><i>The Board has 3 independent directors, constituting one-third (1/3) of its composition.</i></p> <p><i>Ref: pg 2 to 3 > AREIT Website > Company Disclosures > SEC Filings > Results of the 2023 Annual and Special Stockholders' Meetings and Organizational Board Meeting, 26 April 2023</i></p> <p>https://www.aret.com.ph/media/pages/company-disclosures/disclosures/sec/08e61d1dd0-1682671301/aret-sec-pse-pdex-result-of-asm-and-org-bod_4.26.23.pdf</p> <p><i>Ref: pg 64 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > AREIT Board of Directors</i></p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p><i>Ref: pg 4 > AREIT's Amended Articles of Incorporation > Article 6</i></p> <p>https://www.aret.com.ph/media/pages/our-company/articles-of-incorporation-and-by-laws/1516238e8e-1633921490/aret-sec-cert.-of-filing-of-amended-aoi-and-aoi-7oct21.pdf</p>	
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Recommendation 5.2

<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the qualifications of the independent directors.</p> <p>AREIT's independent directors possess all the qualifications and none of the disqualifications to hold the position. Ref: pg 27 to 29 > AREIT 2022 Integrated Report > Our Leaders > Board Profiles > Omar T. Cruz , Enrico S. Cruz and Jessie D. Cabaluna https://www.aret.com.ph/media/pages/investor-relations/annual-reports/64d3732aef-1682470889/aret-2022-integrated-report-pt.-1.pdf</p> <p>Ref: Annex G > 2032 Definitive Information Statement > AREIT Website > Disclosures > PSE Disclosures > Notice of Annual and Special Stockholders' Meetings > 2023 Annual Stockholders' Meeting – Definitive Information Statement > Certification of Independent Directors https://www.aret.com.ph/media/pages/company-disclosures/notice-of-annual-and-special-stockholders-meetings/3c74dc5829-1682472006/aret-dis-asm-sec-form-20-is-2023_vf-1-compressed-1.pdf</p>	
Supplement to Recommendation 5.2			
<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	<p>Compliant</p>	<p>Provide link/reference to a document containing information that directors are not constrained to vote independently.</p> <p>AREIT has a governance policy on conflict of interest to ensure that the personal interest</p>	

		<p>of directors and officers should never prevail over the interest of the company, so that they may not directly or indirectly derive any personal profit or advantage by reason of their position in the company and must promote the common interest of all shareholders and the company without regard to their own personal and selfish interests.</p> <p>Ref: pg 42 to 43 > AREIT CG Manual > Article IV Governance Policy on Conflict of Interest https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>Ref: AREIT Website > Governance > Company Policies > Conflict of Interest Policy www.aret.com.ph/media/pages/governance/company-policies/conflict-of-interest-policy/0f0fb543ca-1685405294/aret-conflict-of-interest-policy.pdf</p> <p>Ref: pg 12 > AREIT's By-Laws > Article III Board of Directors > Section 13 https://www.aret.com.ph/media/pages/our-company/articles-of-incorporation-and-by-laws/4b2939074e-1633921513/aret-security-certificate-of-filing-of-amended-by-laws-7oct21.pdf</p>	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Provide information or link/reference to a document showing the years IDs have served as such.	

AREIT's independent directors serve for a cumulative term of nine years.

Ref: pg 64 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > Independent Directors; AREIT Board of Directors

<https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf>

An independent director, after serving nine years, shall be perpetually barred from being elected as such in the company, without prejudice to being elected as independent director in other companies outside of the business conglomerate, where applicable, under the same conditions provided for in the rules and regulations of the SEC. AREIT's independent directors may serve for a period of not more than nine years.

Ref: pg 1 > AREIT Board Charter > 2. Membership > 2.1 Composition

<https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors-compressed.pdf>

Ref: pg 9 > AREIT CG Manual > II Governance > 1. The Board of Directors > 1.5

Disqualifications > item i

<https://www.aret.com.ph/media/pages/governance/manual-on-corporate->

		governance/8a3ac444e3-1685413415/aret-revised-cq-manual-1.pdf	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	<p>Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director</p> <p><i>An independent director, after serving nine years, shall be perpetually barred from being elected as such in the company, without prejudice to being elected as independent director in other companies outside of the business conglomerate, where applicable, under the same conditions provided for in the rules and regulations of the SEC.</i></p> <p>Ref: pg 9 > AREIT CG Manual > II Governance > 1. The Board of Directors > 1.5 Disqualifications > item i</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cq-manual-1.pdf</p>	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	<p>Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.</p> <p><i>AREIT's CG Manual only allows for independent directors to serve a maximum term of nine years. In the event that an independent director shall be retained beyond this, AREIT's Board will have to</i></p>	

		<p>provide meritorious justification and seek shareholders' approval during the ASM. Ref: pg 9 > AREIT CG Manual > II Governance > 1. The Board of Directors > 1.5 Disqualifications > item i https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
Recommendation 5.4			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>Compliant</p>	<p>Identify the company's Chairman of the Board and Chief Executive Officer</p> <p>AREIT's Chairman of the Board and Chief Executive Officer are held by separate individuals. Ref: pg 64 > AREIT 2022 Integrated Report > Corporate Governance > AREIT Board of Directors https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 22 to 23 > AREIT 2022 Integrated Report > Corporate Governance > AREIT Board of Directors > Profiles of Jose Emmanuel H. Jalandoni and Carol T. Mills https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 3 > AREIT Website > Company Disclosures > SEC Filings > Results of the</p>	

		<p>2023 Annual and Special Stockholders' Meetings and Organizational Board Meeting, 26 April 2023</p> <p>https://www.aret.com.ph/media/pages/company-disclosures/disclosures/sec/08e61d1dd0-1682671301/aret-sec-pse-pdex-result-of-asm-and-org-bod_4.26.23.pdf</p>	
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	Compliant	<p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <p>Identify the relationship of Chairman and CEO.</p> <p>AREIT's Chairman of the Board and CEO have clearly defined responsibilities. Ref: pg 10, 33 to 35 > AREIT CG Manual > Article II Governance > 1.7 Chairman of the Board; Article III Management > 2. Executive Officers of the Corporation ; 3. Roles of the Executive Officers of the Corporation; 3.1 President and Chief Executive Officer</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
Recommendation 5.5			
<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	Compliant	<p>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</p>	

	<p>Indicate if Chairman is independent.</p> <p><i>Even prior to its registration as a real estate investment trust (REIT) company, AREIT already appointed Mr. Omar T. Cruz as lead independent director</i></p> <p>Ref: pg 352 > AREIT REIT Plan > AREIT Website > Investor Relations > REIT Offering https://areit.com.ph/media/pages/investor-relations/initial-public-offering/bbce442fff-1614881628/final-reit-plan-24-jul-2020.pdf</p> <p>Ref: pg 63 to 64 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > Independent Directors https://www.areit.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/areit-2022-integrated-report-pt.-2.pdf</p> <p><i>On 26 April 2023, Mr. Omar T. Cruz was appointed as lead independent director.</i></p> <p>Ref: pg 3 > AREIT Website > Company Disclosures > SEC Filings > Results of the 2023 Annual and Special Stockholders' Meetings and Organizational Board Meeting, 26 April 2023, Item 8. Election of Directors https://www.areit.com.ph/media/pages/company-disclosures/disclosures/sec/08e61d1dd0-1682671301/areit-sec-pse-pdex-result-of-asm-and-org-bod_4.26.23.pdf</p> <p><i>Roles and responsibilities of the Lead Independent Director</i></p>	
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		<p>Ref: pg 14 > AREIT CG Manual > Article II Governance > 1. The Board of Directors > 1.8 Independent Directors > item f</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
Recommendation 5.6			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>Compliant</p>	<p>Provide proof of abstention, if this was the case</p> <p><i>There have been no cases of directors with material interest in a transaction affecting the company and AREIT's directors and key management personnel are required to abstain and/or inhibit themselves from participating in discussions on a particular agenda item where they are conflicted.</i></p> <p>Ref: pg 66 > AREIT 2022 Integrated Report > Corporate Governance > Disclosure of Conflict of Interest</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p><i>AREIT has a governance policy on conflict of interest to ensure that the personal interest of directors and officers should never prevail over the interest of the company, so that they may not directly or indirectly derive any personal profit or advantage by reason of their position in the company and must promote the common interest of all shareholders and the company without</i></p>	

		<p>regard to their own personal and selfish interests.</p> <p>Ref: pg 42 to 44 > AREIT CG Manual > Article IV Governance Policy on Conflict of Interest https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>Ref: AREIT Website > Governance > Company Policies > Conflict of Interest Policy www.aret.com.ph/media/pages/governance/company-policies/conflict-of-interest-policy/0f0fb543ca-1685405294/aret-conflict-of-interest-policy.pdf</p>	
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	<p>Provide proof and details of said meeting, if any.</p> <p>Provide information on the frequency and attendees of meetings.</p>	
2. The meetings are chaired by the lead independent director.	Compliant	<p>AREIT's Board Charter provides that NEDs shall hold meetings semi-annually without the presence of executive directors, external auditor and/or heads of internal audit, compliance and risk units, which meetings shall be chaired by the lead independent director.</p> <p>Ref: pg 15 > AREIT CG Manual > Article II Governance > 1. The Board of Directors > 1.10 Board Meetings and Quorum Requirements > item c https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	

		governance/8a3ac444e3-1685413415/areit-revised-cg-manual-1.pdf	
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	Provide name/s of company CEO for the past 2 years Ms. Carol T. Mills, the current President and CEO was appointed last February 5, 2020.	
Principle 6: The best measure of the Board’s effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees AREIT’s CG Manual provides that the Board, the Chairman, individual members, and each committee shall conduct a self-assessment. For 2022, the self-assessment was conducted in December 2022 to February 2023, the results of which will be disclosed in due course. The CG Manual likewise provides that the Board will engage an external facilitator to conduct the process every three years. Ref: pg 16 > AREIT CG Manual > Article II Governance > 1. The Board of Directors > 1.12 Board Self-Assessment https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/areit-revised-cg-manual-1.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		

<p>5. Every three years, the assessments are supported by an external facilitator.</p>	<p>Compliant</p>	<p>Identify the external facilitator and provide proof of use of an external facilitator.</p> <p>The CG Manual provides that the Board will engage an external facilitator to conduct the process every three years.</p> <p>Ref: pg 16 > AREIT CG Manual > Article II Governance > 1. The Board of Directors > 1.12 Board Self-Assessment</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
Recommendation 6.2			
<p>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.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders</p> <p>AREIT's CG Manual provides that the Board should have a performance appraisal system that determines the performance of the Board, individual directors, and each committee, which includes the self-assessment exercise.</p> <p>Ref: pg 16 > AREIT CG Manual > Article II Governance > 1. The Board of Directors > 1.13 Board Self-Assessment; 1.12 Specific Duties of the Board of Directors</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	

		governance/8a3ac444e3-1685413415/aret-revised-cq-manual-1.pdf	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<p>Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders</p> <p>AREIT's Board allows for a feedback mechanism from shareholders during the Q&A session of the Annual Stockholders' Meeting.</p> <p>Ref: pg 10 > Minutes of the 2023 Annual Stockholders' Meeting > AREIT Website > Disclosures > Minutes of All General and Special Stockholders Meetings > Minutes of the 2023 Annual Stockholders Meeting > item 12. Other Matters</p> <p>https://www.aret.com.ph/media/pages/company-disclosures/minutes-of-all-general-and-special-stockholders-meetings/b28d6d808a-1683265870/minutes-of-the-2023-annual-stockholders-meeting.pdf</p> <p>AREIT has a Contact Us section and published the emails of the respective contact persons on the website for shareholders and the public.</p> <p>AREIT Website > Contact Us link on Header</p> <p>https://aret.com.ph/contact-us/inquire</p>	

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

Recommendation 7.1

<p>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.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company’s Code of Business Conduct and Ethics.</p> <p>AREIT has Code of Conduct and Business Integrity Program <i>Ref: AREIT Website > Company Policies > Code of Conduct; Business Integrity Program</i> https://www.aret.com.ph/governance/company-policies/code-of-conduct https://www.aret.com.ph/governance/company-policies/business-integrity-program</p>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>Compliant</p>	<p>Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.</p> <p>AREIT’s Code of Conduct and Business Integrity Program are properly disseminated to its Board, senior management, and employees, including those seconded to AREIT. <i>Ref: AREIT Website > Company Policies > Code of Conduct; Business Integrity Program</i> https://www.aret.com.ph/governance/company-policies/code-of-conduct https://www.aret.com.ph/governance/company-policies/business-integrity-program</p>	
<p>3. The Code is disclosed and made available to the public through the company website.</p>	<p>Compliant</p>	<p>Provide a link to the company’s website where the Code of Business Conduct and Ethics is posted/ disclosed.</p>	

		<p>AREIT's Code of Conduct and Business Integrity Program are available to the public through the company website.</p> <p>https://www.aret.com.ph/governance/company-policies/code-of-conduct</p> <p>https://www.aret.com.ph/governance/company-policies/business-integrity-program</p>	
Supplement to Recommendation 7.1			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.</p>	Compliant	<p>Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery</p> <p>AREIT has an Anti-Corruption Program. Ref: pg 73 to 74 > AREIT 2022 Integrated Report > Corporate Governance > Policies and Practices > Anti-Corruption Programs and Procedures</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: AREIT Website > Governance > Company Policies > Anti-Bribery and Corruption Policy</p> <p>https://www.aret.com.ph/governance/company-policies/anti-bribery-and-corruption-policy</p>	
Recommendation 7.2			
<p>1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.</p>	Compliant	<p>Provide proof of implementation and monitoring of compliance with the Code of</p>	

<p>2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.</p>	<p>Compliant</p>	<p>Business Conduct and Ethics and internal policies.</p> <p>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</p> <p>AREIT's Board ensures the proper and efficient implementation and monitoring of compliance with its Code of Ethical Behavior and internal policies.</p> <p>Ref: pg 73 to 74 > AREIT 2022 Integrated Report > Corporate Governance > Policies and Practices > Anti-Corruption Programs and Procedures https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 59 to 60 > AREIT 2022 Integrated Report > Social Engagement > Ethical Behavior https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: AREIT Website > Governance > Company Policies > Whistleblowing Policy; Business Integrity Program; Code of Conduct; Anti-Bribery and Corruption Policy; Employee Investigation Policy https://www.aret.com.ph/governance/company-policies/anti-bribery-and-corruption-policy</p>	
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		<p>Duties and responsibilities of the Audit Committee</p> <p>Ref: pg 27 to 28 > AREIT CG Manual > 2. Board Committees > 2.4 Audit Committee > items c, m to o, q</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
<p>Disclosure and Transparency</p>			
<p>Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.</p>			
<p>Recommendation 8.1</p>			
<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders</p> <p>Management, through the Investor Relations function, shall be responsible for public and timely disclosure of all material information about the company.</p> <p>Ref: pg 48 > AREIT CG Manual > Article VI Communication and Information > 1. Management's Responsibility for Information and 2. The Investor Relations Function</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>AREIT 2022 Integrated Report</p>	

		<p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/64d3732aef-1682470889/aret-2022-integrated-report-pt.-1.pdf</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Company Disclosures https://www.aret.com.ph/company-disclosures/disclosures</p>	
Supplement to Recommendations 8.1			
<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>Compliant</p>	<p>Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</p> <p>For 2022 FS, AREIT was able to publicly disclose its consolidated financial statement on February 28, 2023, 59 days from end of reporting period.</p> <p>Ref: AREIT Audited Financial Statements as of year ended December 31, 2021 > PSE Edge Website > AREIT > Company Disclosures > Annual Report Feb. 28, 2022 https://edge.pse.com.ph/openDiscViewer.do?edge_no=bf39383db4bdee2b9e4dc6f6c9b65995</p> <p>AREIT publicly discloses its interim quarterly reports are submitted within 45 days from the end of the reporting period.</p>	

		<p>For 1Q 2022, interim quarterly report was submitted May 10, 2022, 40 days from end of reporting period. Ref: AREIT SEC 17Q 1Q 2022 > PSE Edge Website > AREIT > Company Disclosures > Quarterly Report May 10, 2022 https://edge.pse.com.ph/openDiscViewer.do?edge_no=6aca9c83c40caa1e3470cea4b051ca8f</p> <p>For 2Q 2022, interim quarterly report was submitted August 15, 2022, 45 days from end of reporting period. Ref: AREIT SEC 17Q 2Q 2022 > PSE Edge Website > AREIT > Company Disclosures > Quarterly Report August 15, 2022 https://edge.pse.com.ph/openDiscViewer.do?edge_no=a9cedc8a2c1ae9173470cea4b051ca8f</p> <p>For 3Q 2022, interim quarterly report was submitted November 10, 2022, 40 days from end of reporting period. Ref: AREIT SEC 17Q 3Q 2022 > PSE Edge Website > AREIT > Company Disclosures > Quarterly Report November 10, 2022 https://edge.pse.com.ph/openDiscViewer.do?edge_no=58699f8acce11ba73470cea4b051ca8f</p>	
<p>2. Company discloses in its annual report the principal risks associated with the identity of the company’s controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between</p>	<p>Compliant</p>	<p>Provide link or reference to the company’s annual report where the following are disclosed:</p> <ol style="list-style-type: none"> principal risks to minority shareholders associated with the identity of the company’s controlling shareholders; 	

<p>the controlling shareholders' voting power and overall equity position in the company.</p>		<p>2. cross-holdings among company affiliates; and</p> <p>3. any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p> <p>AREIT discloses the shareholdings of controlling shareholders. <i>Ref: pg 12 > AREIT SEC 17-A 2022 > PSE Edge Website > AREIT > Company Disclosures > Annual Report April 14, 2023</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=30603b4e9b44ad749e4dc6f6c9b65995</p> <p>AREIT upholds and protects the rights of minority shareholders. <i>Ref: pg 49 to 51 > AREIT CG Manual > Article VII Stockholders Rights and Protection of Minority Stockholders' Interests > 1. Shareholder Rights > 1.1 Voting Right</i> https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
Recommendation 8.2			
<p>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.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.</p>	
<p>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.</p>	<p>Compliant</p>	<p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p>	

All AREIT directors and officers are required to disclose/report any dealings in the company's shares within three business days.

Ref: pg 73 > AREIT 2022 Integrated Report > Corporate Governance > Policies and Practices > Anti-Corruption Programs and Procedures > Trading Blackout Policy
<https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf>

Ref: pg 4 to 5 > AREIT Board Charter > 3. Board Independence and Conflict of Interest > par. 3
<https://www.aret.com.ph/media/pages/our-company/board-of-directors-management-team-and-executive-officers/1a0f984c4b-1684380656/aret-charter-of-the-board-of-directors-compressed.pdf>

Ref: AREIT Website > Governance > Company Policies > Insider Trading Policy
<https://www.aret.com.ph/governance/company-policies/insider-trading-policy>

Actual dealings of directors involving the corporation's shares

Ref: AREIT Website > Disclosures > SEC Filings
<https://aret.com.ph/company-disclosures/disclosures/sec>
https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=679

Supplement to Recommendation 8.2

<p>1. Company discloses the trading of the corporation’s shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the shareholdings of directors, management, and top 100 shareholders.</p> <p>Provide link or reference to the company’s Conglomerate Map. Does not apply to AREIT</p> <p>AREIT discloses the trading of the corporation’s shares by directors, officers and controlling shareholders. Ref: AREIT Website > Disclosures > SEC Filings https://areit.com.ph/company-disclosures/disclosures/sec</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=679</p> <p>AREIT discloses the shareholdings of its directors, management and top 100 shareholders. Ref: AREIT Top 100 Shareholders as of March 18, 2023 > PSE Edge Website > Company Disclosures > List of Top 100 Stockholders https://edge.pse.com.ph/openDiscViewer.do?edge_no=dece84eebf22385f9e4dc6f6c9b65995</p> <p>Ref: AREIT Website > Disclosures > SEC Filings > AREIT Amended General Information Sheet December 2022 https://areit.com.ph/media/pages/company-disclosures/disclosures/sec/f4cc06c219-1682475063/areit-inc.-2nd-amended-gis.pdf</p>	
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		https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=679	
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>Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>AREIT fully discloses the profile of its directors. Ref: pg 22 to 29 > AREIT 2022 Integrated Report > Board of Directors Profiles https://www.aret.com.ph/media/pages/investor-relations/annual-reports/64d3732aef-1682470889/aret-2022-integrated-report-pt.-1.pdf</p> <p>Ref: pg 62 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > AREIT Board of Directors https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: AREIT Website > Disclosures > SEC Filings > AREIT Amended General Information Sheet December 2022 https://aret.com.ph/media/pages/company-disclosures/disclosures/sec/f4cc06c219-1682475063/aret-inc.-2nd-amended-gis.pdf</p>	

		<p><i>Ref: pg 39 to 44 > 2022 Definitive Information Statement > AREIT Website > Disclosures > Notice of Annual and Special Stockholders' Meetings > 2023 Annual Stockholders' Meeting – Definitive Information Statement > Annex B Directors and Key Officers</i></p> <p>https://www.aret.com.ph/media/pages/company-disclosures/notice-of-annual-and-special-stockholders-meetings/3c74dc5829-1682472006/aret-dis-asm-sec-form-20-is-2023_vf-1- compressed-1.pdf</p>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>AREIT fully discloses the profile of its key executives.</p> <p><i>Ref: pg 39 to 44 > 2022 Definitive Information Statement > AREIT Website > Disclosures > Notice of Annual and Special Stockholders' Meetings > 2023 Annual Stockholders' Meeting – Definitive Information Statement > Annex B Directors and Key Officers</i></p> <p>https://www.aret.com.ph/media/pages/company-disclosures/notice-of-annual-and-special-stockholders-meetings/3c74dc5829-1682472006/aret-dis-asm-sec-form-20-is-2023_vf-1- compressed-1.pdf</p>	

		<p>Ref: pg 30 to 33 > AREIT 2022 Integrated Report > Management Team</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/64d3732aef-1682470889/aret-2022-integrated-report-pt.-1.pdf</p>	
Recommendation 8.4			
<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	Compliant	<p>Disclose or provide link/reference to the company policy and practice for setting board remuneration</p> <p>AREIT provides a clear disclosure on Board remuneration.</p> <p>Ref: pg 66 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > Remuneration</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 22 to 23 > AREIT CG Manual > Article II Governance > 2. Board Committees > 1.16 Compensation and Liability Insurance Coverage of Directors</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	Compliant	<p>Disclose or provide link/reference to the company policy and practice for determining executive remuneration</p>	

		<p>AREIT has policies and procedures in place for setting executive remuneration. Ref: pg 22 to 23 > AREIT CG Manual > Article II Governance Structure > 2. Board Committees > 1.16 Compensation and Liability Insurance Coverage of Directors https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>Ref: pg 59 > AREIT 2022 Integrated Report > Social Engagement > Compensation and Rewards https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 66 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > Remuneration https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>Compliant</p>	<p>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</p> <p>Board of Directors 2022 Gross Remuneration Ref: pg 66 > AREIT 2022 Integrated Report > Corporate Governance and Risk</p>	

		<p>Management > Board Matters > Remuneration https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>AREIT discloses on its Definitive Information Statement the remuneration of its top five most highly compensated executives, including the CEO.</p> <p>Ref: pg 16 to 17 > 2022 Definitive Information Statement > AREIT Website > Disclosures > Notice of Annual and Special Stockholders' Meetings > 2023 Annual Stockholders' Meeting – Definitive Information Statement > Item 6 Compensation of Directors and Executive Officers https://www.aret.com.ph/media/pages/company-disclosures/notice-of-annual-and-special-stockholders-meetings/3c74dc5829-1682472006/aret-dis-asm-sec-form-20-is-2023_vf-1-compressed-1.pdf</p>	
Recommendation 8.5			
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>Disclose or provide reference/link to company's RPT policies</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p>AREIT discloses its RPT Policy on its website.</p>	

		<p><i>Ref: AREIT Related Party Transactions Review Policy > AREIT Website > Governance > Company Policies</i> https://www.aret.com.ph/governance/company-policies/related-party-transactions-policy</p> <p><i>There have been no cases wherein a director in conflict of interest is involved in any of the related party transactions disclosed in the Sec Form No. 17-A.</i></p>	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> 1. name of the related counterparty; 2. relationship with the party; 3. transaction date; 4. type/nature of transaction; 5. amount or contract price; 6. terms of the transaction; 7. rationale for entering into the transaction; 8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and 9. other terms and conditions <p><i>AREIT discloses the material and significant RPTs reviewed and approved during the year.</i> <i>Ref: pg 68 to 69 > AREIT 2022 Integrated Report > Corporate Governance > Board</i></p>	

		<p><i>Committees > Related Party Transactions Review Committee</i> https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p><i>Ref: pg 16 to 17 > 2022 Definitive Information Statement > AREIT Website > Disclosures > Notice of Annual and Special Stockholders' Meetings > 2023 Annual Stockholders' Meeting – Definitive Information Statement > Item 5 Directors and Executive Officers (b) Certain Relationships and Related Transactions</i> https://www.aret.com.ph/media/pages/company-disclosures/notice-of-annual-and-special-stockholders-meetings/3c74dc5829-1682472006/aret-dis-asm-sec-form-20-is-2023-vf-1-compressed-1.pdf</p>	
Supplement to Recommendation 8.5			
<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>Compliant</p>	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p><i>AREIT requires its directors to disclose their interests.</i> <i>Ref: pg 66 > AREIT 2022 Integrated Report > Corporate Governance and Risk Management > Board Committees > Disclosure of Conflict of Interest</i> https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	

		<p>Ref: pg 11 > Related Party Transaction Policy > 10. Conflicts of Interest and Disclosure Requirements for Directors, Officers and Employees https://www.aret.com.ph/governance/company-policies/related-party-transactions-policy</p> <p>AREIT has a governance policy on conflict of interest to ensure that the personal interest of directors and officers should never prevail over the interest of the company, so that they may not directly or indirectly derive any personal profit or advantage by reason of their position in the company and must promote the common interest of all shareholders and the company without regard to their own personal and selfish interests.</p> <p>Ref: pg 42 to 44 > AREIT CG Manual > Article IV Governance Policy on Conflict of Interest https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>Ref: AREIT Website > Governance > Company Policies > Conflict of Interest Policy www.aret.com.ph/media/pages/governance/company-policies/conflict-of-interest-policy/0f0fb543ca-1685405294/aret-conflict-of-interest-policy.pdf</p>	
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Optional : Recommendation 8.5

<p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p>	<p>Compliant</p>	<p>Provide link or reference where this is disclosed, if any</p> <p>AREIT ensures that all RPTs are conducted on an arms' length basis, at normal prices, and will inure to the best interest of the company.</p> <p>Ref: pg 1 > AREIT RPT Policy > 2. Statement of Policy and Coverage > AREIT Website > Governance > Company Policies https://www.aret.com.ph/governance/company-policies/related-party-transactions-policy</p> <p>Ref: pg 68 to 69, 73 > AREIT 2022 Integrated Report > Corporate Governance > Anti-Corruption Programs and Procedures > Related Party Transactions Policy https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
<p>Recommendation 8.6</p>			
<p>1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.</p>	<p>Compliant</p>	<p>Provide link or reference where this is disclosed</p> <p>AREIT Disclosures</p> <p>Ref: AREIT Website > Disclosures https://aret.com.ph/company-disclosures/disclosures</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=679</p>	

<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	<p>Compliant</p>	<p>Identify independent party appointed to evaluate the fairness of the transaction price</p> <p>Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.</p> <p><i>In case of mergers, acquisitions and/or takeovers requiring shareholders' approval, the Board of Directors may appoint an independent party to evaluate the fairness of the terms of the transaction.</i></p> <p>Ref: pg 73 > AREIT 2022 Integrated Report > Corporate Governance > Policies and Practices > Fairness Evaluation in Cases of Mergers, Acquisitions and/or Takeovers https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 18 > AREIT Definitive Information Statement> C. Issuance and Exchange of Securities > i. Issuance of shares to Ayala Land, Inc. https://www.aret.com.ph/media/pages/company-disclosures/notice-of-annual-and-special-stockholders-meetings/3c74dc5829-1682472006/aret-dis-asm-sec-form-20-is-2023_vf-1_compressed-1.pdf</p>	
Supplement to Recommendation 8.6			
<p>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</p>	<p>Compliant</p>	<p>Provide link or reference where these are disclosed.</p> <p><i>AREIT does not have any shareholder agreements, voting trust agreements, and</i></p>	

control, ownership, and strategic direction of the company.		<p>the like. All material transactions/information are disclosed on the IR website.</p> <p>Ref: AREIT Website > Disclosures https://areit.com.ph/company-disclosures/disclosures</p>	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	<p>Provide link to the company's website where the Manual on Corporate Governance is posted.</p> <p>AREIT's corporate governance policies, programs and procedures are contained in its CG Manual. It is submitted to the SEC and PSE and is posted on its website.</p> <p>Ref: AREIT Website > Governance > Manual on Corporate Governance https://www.areit.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/areit-revised-cg-manual-1.pdf</p>	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant	<p>Ref: AREIT Website > Governance > Manual on Corporate Governance https://www.areit.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/areit-revised-cg-manual-1.pdf</p> <p>Ref: AREIT Website > Governance > Manual on Corporate Governance https://www.areit.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/areit-revised-cg-manual-1.pdf</p>	
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.	Compliance	<p>Provide proof of submission.</p> <p>AREIT's proof of submission of the CG Manual to the PSE. The CG Manual was submitted to the SEC upon registration of</p>	

		<p>AREIT as a real estate investment trust company. Ref: AREIT CG Manual > PSE Edge > AREIT > Other SEC Forms, Reports and Requirements https://edge.pse.com.ph/openDiscViewer.do?edge_no=a55fadf04609dacf3470cea4b051ca8f</p>	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	Compliant	Provide link or reference to the company's Annual Report containing the said information.	
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant	AREIT 2022 Integrated Report > AREIT Website > Investor Relations > Annual Report	
c. Non-financial performance indicators	Compliant	https://www.aret.com.ph/media/pages/investor-relations/annual-reports/64d3732aef-1682470889/aret-2022-integrated-report-pt.-1.pdf	
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	https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf	
f. Attendance details of each director in all directors' meetings held during the year	Compliant	Corporate Objectives Ref: pg 5, 39	
g. Total remuneration of each member of the board of directors	Compliant	Financial and non-financial performance indicators Ref: pg 11, 76 to 90 Dividend Declaration Ref: pg 72	

		<p>Biographical Details Ref: pg 22 to 29</p> <p>Attendance of each director Ref: pg 66</p> <p>Remuneration Ref: pg 66</p>	
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	<p>Provide link or reference to where this is contained in the Annual Report</p> <p>Statement confirming the company's full compliance with the Code of Corporate Governance Ref: pg 61 to 74 > AREIT 2022 Integrated Report > Corporate Governance https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
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>Provide link or reference to where this is contained in the Annual Report</p> <p>"Based on the Audit Committee's review of the Internal Auditors and Independent Auditor reports, including Management's representations, the Committee confirmed that the Company's governance, risk management, and internal controls system are adequate and effective."</p> <p>Ref: pg 81, 92 > AREIT 2022 Integrated Report https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	

		1682470887/aret-2022-integrated-report-pt.-2.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	Provide link or reference to where this is contained in the Annual Report Report of the Audit Committee to the Board of Directors Ref: pg 80 > AREIT 2022 Integrated Report > Report of the Audit Committee to the Board of Directors https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Provide link or reference to where these are contained in the Annual Report Key Risks Ref: pg 77 > AREIT 2022 Integrated Report > Risk Management https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf	
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	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.	

		<p>The Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal and fees of the external auditor.</p> <p>Ref: pg 7 > AREIT Audit Committee Charter > 3. Roles and Responsibilities > 3.4 Oversight on Independent Audit > items a, and g https://www.aret.com.ph/media/pages/governance/board-committees/4379d802c1-1684313831/aret-charter-of-the-audit-committee_compressed.pdf</p> <p>Ref: pg 29 to 30 > AREIT CG Manual > 2.3 Audit Committee> Independent Audit > Items cc & ii. https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	<p>Compliant</p>	<p>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</p> <p>The Board, through the Audit Committee, recommends to the stockholders a duly accredited external auditor who shall undertake an independent audit and shall provide an objective assurance on the preparation of AREIT's financial statements.</p> <p>Ref: pg 45 > AREIT CG Manual > Article V Audit, Risk Oversight and Compliance > 2. External Audit > Item a https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	

		<p>governance/8a3ac444e3-1685413415/aret-revised-cq-manual-1.pdf</p> <p>Ref: pg 9 > Minutes of the 2022 Annual Stockholders' Meeting > AREIT Website > Disclosures > Minutes of All General and Special Stockholders Meetings > Minutes of the 2023 Annual Stockholders Meeting > item 11. Other Matters</p> <p>https://www.aret.com.ph/media/pages/company-disclosures/minutes-of-all-general-and-special-stockholders-meetings/769031f22a-1651210610/minutes-of-the-2022-annual-stockholders-meeting-21apr22.pdf</p>	
<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.</p> <p><i>The reason/s for the resignation, dismissal or cessation from service and date thereof of an external auditor shall be reported in AREIT's annual and current reports. Since its incorporation, AREIT has not removed nor changed its external auditor.</i></p> <p>Ref: pg 45 > AREIT CG Manual > Article V Audit, Risk Oversight and Compliance > 2. External Audit > Item e</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cq-manual-1.pdf</p>	

		https://edge.pse.com.ph/openDiscViewer.do?edge_no=8f50cdf5853cc8679e4dc6f6c9b65995	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	<p>Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years.</p> <p><i>The Partner-in-charge is rotated every five years or earlier.</i> Ref: pg 45 > AREIT CG Manual > Article V Audit, Risk Oversight and Compliance > 2. External Audit > Item d https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
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>Provide link/reference to the company's Audit Committee Charter</p> <p><i>AREIT's Audit Committee Charter</i> Ref: pg. 7 > AREIT Charter of the Audit Committee > AREIT Website > Governance > Board Committees > Audit Committee > 3.4 Oversight on Independent Audit https://www.aret.com.ph/media/pages/governance/board-committees/4379d802c1-1684313831/aret-charter-of-the-audit-committee_compressed.pdf</p>	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and	Compliant	Provide link/reference to the company's Audit Committee Charter	

monitoring the external auditor's suitability and effectiveness on an annual basis.		Refer to response provided in Recommendation 9.2, item 1.	
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	Provide link/reference to the company's Audit Committee Charter Refer to response provided in Recommendation 9.2, item 1.	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Provide link/reference to the company's Audit Committee Charter Refer to response provided in Recommendation 9.2, item 1.	
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	Disclose the nature of non-audit services performed by the external auditor, if any. AREIT discloses the nature of non-audit services performed by the external auditor in the Annual Report. Ref: pg 70 > AREIT 2022 Integrated Report > Corporate Governance and Risk Management > Policies and Practices > External Audit, Audit and Audit-related Fees https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be	Compliant	Provide link or reference to guidelines or policies on non-audit services	

<p>viewed as impairing the external auditor's objectivity.</p>		<p>Guidelines on Non-Audit Services Ref: pg 26 > AREIT CG Manual > Article II Governance Structure > 2. Board Committees > 2.3 Audit Committee > Item ii, jj https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>Ref: pg 6 > AREIT Charter of the Audit Committee > item g https://www.aret.com.ph/media/pages/governance/board-committees/4379d802c1-1684313831/aret-charter-of-the-audit-committee_compressed.pdf</p>	
Supplement to Recommendation 9.3			
<p>1. Fees paid for non-audit services do not outweigh the fees paid for audit services.</p>	<p>Compliant</p>	<p>Provide information on audit and non-audit fees paid.</p> <p>AREIT discloses the nature of non-audit services performed by the external auditor in the Annual Report and in 2022, fees paid for non-audit services do not outweigh the fees paid for audit services. For 2020 and 2021, non-audit fees outweigh the fees paid for audit services because of the requirements for the registration of AREIT as a real estate investment trust company, and its initial public offering, as well as its maiden bond offering last 2021 listed with the Philippine Dealing and Exchange Corp. Ref: pg 70 > AREIT 2022 Integrated Report > Corporate Governance and Risk</p>	

		<p><i>Management > Policies and Practices > External Audit, Audit and Audit-related Fees</i> https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
Additional Recommendation to Principle 9			
<p>1. Company’s external auditor is duly accredited by the SEC under Group A category.</p>	<p>Compliant</p>	<p>Provide information on company’s external auditor, such as:</p> <ol style="list-style-type: none"> 1. Name of the audit engagement partner; 2. Accreditation number; 3. Date Accredited; 4. Expiry date of accreditation; and 5. Name, address, contact number of the audit firm. <p>Audit Engagement Partner: <i>Maria Antoniette L. Aldea</i> Firm Accreditation number: 0001-SEC (Group A) SEC Accreditation number: 116330-SEC (Group A) Firm Accreditation: Valid to cover audit of 2021 to 2025 financial statement of SEC covered institutions Partner Accreditation: Valid to cover audit of 2022 to 2026 financial statements of SEC covered institutions Name, address, contact number of audit firm: SyCip Gorres Velayo & Co. 6760 Ayala Avenue 1226 Makati City Philippines Tel (632) 8910307 Website https://www.ey.com/ph/en/home</p>	

		<p>Ref: pg 70 > AREIT 2022 Integrated Report > Corporate Governance > Policies and Practices > External Audit, Audit and Audit-related Fees > Independent Auditor's Report https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
<p>2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).</p>	Compliant	<p>Provide information on the following:</p> <ol style="list-style-type: none"> 1. Date it was subjected to SOAR inspection, if subjected; 2. Name of the Audit firm; and 3. Members of the engagement team inspected by the SEC. <p><i>SGV & Co. agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program. The inspection was done from Nov 12 – 28, 2018. The names of the members of the engagement team were provided to the SEC during the inspection.</i></p>	
<p>Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.</p>			
<p>Recommendation 10.1</p>			
<p>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.</p>	Compliant	<p>Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.</p> <p><i>The Board commits at all times to full disclosure of material information,</i></p>	

		<p>including non-financial information, with emphasis on the management of economic, environment, social and governance issues of the business, which underpin sustainability. It shall cause the filing of all required information through the appropriate Exchange mechanisms for listed companies and submissions to the Commission for the interest of its stockholders and other stakeholders. Ref: pg 47 > AREIT CG Manual > Article VI Communication and Information > 1. Management’s Responsibility for Information > last paragraph https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>About the AREIT Integrated Report Ref: pg 3 > AREIT 2022 Integrated Report > About this Report https://www.aret.com.ph/media/pages/investor-relations/annual-reports/64d3732aef-1682470889/aret-2022-integrated-report-pt.-1.pdf</p>	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>Compliant</p>	<p>Provide link to Sustainability Report, if any. Disclose the standards used.</p> <p>The sustainability initiatives of the company are an integral part of its Annual Report.</p> <p>About the AREIT Integrated Report</p>	

		<p>Ref: pg 92 to 96 > AREIT 2022 Integrated Report > About this Report; Statement of Management Responsibility in the preparation of the 2022 Integrated Report; Independent Assurance Statement</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>https://aret.com.ph/company-disclosures/disclosures</p>	
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
<p>1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p>	<p>Compliant</p>	<p>Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any.</p> <p>AREIT holds media and analyst briefings to ensure timely and accurate dissemination of public, material and relevant information to its shareholders</p> <p>Ref: pg 60 > AREIT 2022 Integrated Report > Social Engagement > Shareholders and Analysts > Analysts' Briefings, Investor Meetings, Roadshows and Conferences and Media</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	

		1682470887/aret-2022-integrated-report-pt.-2.pdf	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	Compliant	Provide link to company website	
a. Financial statements/reports (latest quarterly)	Compliant	AREIT Website https://aret.com.ph/	
b. Materials provided in briefings to analysts and media	Compliant	Financial Statements https://aret.com.ph/investor-relations/financial-performance	
c. Downloadable annual report	Compliant	Analyst Briefing Materials https://aret.com.ph/presentations	
d. Notice of ASM and/or SSM	Compliant	Downloadable Annual Report https://www.aret.com.ph/investor-relations/annual-reports	
e. Minutes of ASM and/or SSM	Compliant	Notice of ASM https://aret.com.ph/investor-relations/investor-relations-program	
f. Company's Articles of Incorporation and By-Laws	Compliant	Minutes of ASM https://aret.com.ph/company-disclosures/minutes-of-all-general-and-special-stockholders-meetings Articles of Incorporation and By-laws https://aret.com.ph/our-company/articles-of-incorporation-and-by-laws	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	AREIT Website https://aret.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

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>Compliant</p>	<p>List quality service programs for the internal audit functions. Indicate frequency of review of the internal control system</p> <p><i>AREIT has an adequate and effective internal control system.</i> Ref: pg 26 > AREIT CG Manual > Article II Governance Structure > 2. Board Committees > 2.3 Audit Committee https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Compliant</p>	<p>Identify international framework used for Enterprise Risk Management</p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> 1. Company's risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks <p>Indicate frequency of review of the enterprise risk management framework.</p>	

		<p>AREIT has an adequate and effective risk management framework. Ref: pg 75 > AREIT 2022 Integrated Report > Risk Management https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 30 > AREIT Corporate Governance Manual > Article II > Item 2.4 Risk Management and Related Party Transactions Committee https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/44a0e7513f-1684312130/aret-revised-cg-manual.pdf</p>	
Supplement to Recommendations 12.1			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	<p>Compliant</p>	<p>Provide information on or link/ reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p> <p>Indicate frequency of review.</p> <p>AREIT has a formal compliance system in place. Ref: pg 46 > AREIT CG Manual > Article V Audit and Compliance > 4. The Compliance System https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	

		<p>Ref: pg 66 > AREIT 2022 Integrated Report > Corporate Governance > Board Matters > Training and Continuous Education</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
Optional: Recommendation 12.1			
<p>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.</p>	Non-Compliant	Provide information on IT governance process	AREIT has yet to adopt a governance process on IT issues.
Recommendation 12.2			
<p>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.</p>	Compliant	<p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p> <p>Internal audit is in-house with specific responsibilities on Independent Audit.</p> <p>Ref: pg 4 to 8 > AREIT Charter of the Audit Committee > 3. Roles and Responsibilities</p> <p>https://www.aret.com.ph/media/pages/governance/board-committees/4379d802c1-1684313831/aret-charter-of-the-audit-committee_compressed.pdf</p> <p>Ref: pg 44 > AREIT CG Manual > Article V. > Audit, Risk Oversight and Compliance > 1. Internal Audit</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	

Recommendation 12.3

<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	<p>Compliant</p>	<p>Identify the company’s Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.</p> <p>AREIT has a qualified Chief Audit Executive.</p> <p>AREIT’s CAE is Ms. Rowena P. Libunao, who was appointed on February 24, 2021.</p> <p>Ref: pg 31, 62 to 63 > AREIT 2022 Integrated Report > Corporate Governance > Our Governance Structure > Chief Audit Executive; Board Matters > AREIT’s Internal Audit</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
<p>2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third-party service provider.</p>	<p>Compliant</p>	<p>Refer to the response on Recommendation 12.3, item 1.</p>	
<p>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.</p>	<p>Compliant</p>	<p>Identify qualified independent executive or senior management personnel, if applicable.</p> <p>AREIT’s internal audit function is done 100% internally. However, in the event that the audit function should be outsourced, AREIT has a qualified senior management personnel who can oversee the activity. Ms. Rowena P. Libunao was appointed Chief Audit Executive of AREIT in February 2021 and can assume this function if needed.</p>	

		<p>Ref: pg 63 > AREIT 2022 Integrated Report > Corporate Governance > Our Governance Structure > Chief Audit Executive; Board Matters > AREIT's Internal Audit</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
Recommendation 12.4			
<p>1. Company has a separate risk management function to identify, assess and monitor key risk exposures.</p>	Compliant	<p>Provide information on company's risk management function.</p> <p>AREIT has a separate risk management function.</p> <p>Ref: pg 75 > AREIT 2022 Integrated Report > Risk Management</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 30 > AREIT CG Manual > Article II > Item 2.4 Risk Management and Related Party Transactions Committee</p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
Supplement to Recommendation 12.4			
<p>1. Company seeks external technical support in risk management when such competence is not available internally.</p>	Compliant	<p>Identify source of external technical support, if any.</p> <p>AREIT, through the ALI Group, seeks external technical support in risk management from various consultants and</p>	

		<p>third parties. As an affiliate of ALI, the risks associated with AREIT are likewise included in the program.</p> <ol style="list-style-type: none"> 1. KPMG Singapore for the development of AREIT's Enterprise-Wide Risk Management (EWRM) framework which raised AREIT's program comparable to regional peers 2. Marsh Risk Consulting for risk identification and review of key sites as well as risk mitigation and control for operational and physical hazards 3. Local and regional insurers and reinsurers for catastrophe analysis and total portfolio exposure analysis 4. Sy2 Co. and Mr. Bryan Tan for geotechnical and structural analysis 5. Philippine Institute of Volcanology and Seismology (PhiVolcS) for natural hazards and the Philippine National Police (PNP) and the Armed Forces of the Philippines (AFP) for man-made risks 6. Aon Singapore for the risk tolerance and maturity study along with the other companies in the network of the Ayala Group 	
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Recommendation 12.5

1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.	
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		<p>Mr. Maphilindo S. Tandoc was elected as AREIT's Chief Risk Officer Ref: pg 3 > AREIT Website > Disclosures > SEC Filings > Results of 2023 ASM & Organizational Board Meeting > item 3 Election of Officer https://areit.com.ph/media/pages/company-disclosures/disclosures/sec/08e61d1dd0-1682671301/areit-sec-pse-pdex-result-of-asm-and-org-bod_4.26.23.pdf</p>	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	<p>Mr. Maphilindo S. Tandoc was elected as AREIT's Chief Risk Officer Ref: pg 3 > AREIT Website > Disclosures > SEC Filings > Results of 2023 ASM & Organizational Board Meeting > item 3 Election of Officer https://areit.com.ph/media/pages/company-disclosures/disclosures/sec/08e61d1dd0-1682671301/areit-sec-pse-pdex-result-of-asm-and-org-bod_4.26.23.pdf</p> <p>Ref: 31 and 63 > Integrated Report https://www.areit.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/areit-2022-integrated-report-pt.-2.pdf</p>	
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, control and compliance system is in place and working effectively.	Compliant	<p>The Chief Executive Officer, Chief Audit Executive and Chief Finance Officer issued an attestation in writing that sound internal audit, control and compliance system is in place and working effectively. https://www.areit.com.ph/media/pages/governance/integrated-annual-corporate-</p>	

		governance-report-acqr/54ce8ae1ae-1685413583/areit-ceo-attestation.pdf	
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	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed. Shareholders' rights are disclosed in the CG Manual. Ref: pg 49to 51 > AREIT CG Manual > Article VII Stockholders' Rights and Protection of Minority Stockholders' Interests https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/areit-revised-cq-manual-1.pdf	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Provide link to company's website Shareholders' rights are disclosed on the AREIT Website. Ref: pg 49 > AREIT CG Manual > Article VII Stockholders' Rights and Protection of Minority Stockholders' Interests https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/areit-revised-cq-manual-1.pdf	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	Each common share of AREIT entitles the person, in whose name the share is	

		<p>registered in the books of the Corporation, to one vote.</p> <p>Ref: pg 60 > AREIT 2022 Integrated Report > Social Engagement> Shareholders and Analysts > Shareholders Voting Rights https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
<p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	<p>Compliant</p>	<p>Provide information on all classes of shares, including their voting rights if any.</p> <p>Each common share of AREIT entitles the person, in whose name the share is registered in the books of the Corporation, to one vote.</p> <p>Ref: pg 60 > AREIT 2022 Integrated Report > Social Engagement> Shareholders and Analysts > Shareholders Voting Rights https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>AREIT’s Board ensures that all shareholders are treated equally with respect to their rights.</p> <p>Ref: pg 51 > AREIT CG Manual > Article VII Stockholders’ Rights and Protection of Minority Stockholders’ Interests > 2. Duty of Directors to Promote Shareholder’s Rights https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	

<p>3. Board has an effective, secure, and efficient voting system.</p>	<p>Compliant</p>	<p>Provide link to voting procedure. Indicate if voting is by poll or show of hands.</p> <p><i>The Board has an effective, secure, and efficient voting system.</i> Ref: pg 71 to 72 > AREIT 2022 Integrated Report > Corporate Governance > Policies and Practices > Voting Procedure https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
<p>4. Board has an effective shareholder voting mechanism such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.</p>	<p>Compliant</p>	<p>Provide information on shareholder voting mechanisms such as supermajority or “majority of minority”, if any.</p> <p><i>AREIT’s Board ensures the protection of minority shareholders.</i> Ref: pg 49 to 50 > AREIT CG Manual > Article VII Stockholders’ Rights and Protection of Minority Stockholders’ Interests > Right to Information https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
<p>5. Board allows shareholders to call a special shareholders’ meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	<p>Compliant</p>	<p>Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)</p> <p><i>The minority shareholders shall have the right to propose the holding of a meeting, and the right to propose items in the</i></p>	

		<p>agenda of the meeting, provided the items are for legitimate business purposes. Ref: pg 49 > AREIT CG Manual > Article VII Stockholders' Rights and Protection of Minority Stockholders' Interests > 1. Shareholder Rights > 1.4 Right to Information https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cq-manual-1.pdf</p> <p>Ref: 2023 Notice and Agenda of Annual Stockholders' Meeting and DIS > AREIT Website > Disclosures > 2023 Annual Stockholders' Meeting – Definitive Information Statements (SEC Form 20-IS) https://aret.com.ph/media/pages/investor-relations/investor-relations-program/cfd8e5edba-1679996011/aret-dis-asm-sec-form-20-is-2023.pdf</p>	
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Compliant</p>	<p>Provide information or link/reference to the policies on treatment of minority shareholders</p> <p>AREIT's Board clearly articulates and enforces policies with respect to treatment of minority shareholders. Ref: pg 49 to 50 > AREIT CG Manual > Article VII Stockholders' Rights and Protection of Minority Stockholders' Interests > 7.4 Right to Information https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cq-manual-1.pdf</p>	

		governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf																					
<p>7. Company has a transparent and specific dividend policy.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company's dividend Policy.</p> <p>Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration</p> <p>AREIT's Dividend Declaration <i>Ref: pg 72 > 2022 AREIT Integrated Report > Corporate Governance > Policies and Practices > Dividend Declaration</i> https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>AREIT declared dividends on the following dates in 2022 and 2023, all of which have payment dates within 30 days from declaration:</p> <table border="1" data-bbox="1003 1121 1503 1437"> <thead> <tr> <th></th> <th>Declaration Date</th> <th>Record Date</th> <th>Payment Date</th> </tr> </thead> <tbody> <tr> <td>Q1</td> <td>May 20</td> <td>June 2</td> <td>June 17</td> </tr> <tr> <td>Q2</td> <td>August 12</td> <td>August 26</td> <td>September 9</td> </tr> <tr> <td>Q3</td> <td>October 11</td> <td>October 25</td> <td>November 10</td> </tr> <tr> <td>Q4</td> <td>February 27</td> <td>March 10</td> <td>March 24</td> </tr> </tbody> </table>		Declaration Date	Record Date	Payment Date	Q1	May 20	June 2	June 17	Q2	August 12	August 26	September 9	Q3	October 11	October 25	November 10	Q4	February 27	March 10	March 24	
	Declaration Date	Record Date	Payment Date																				
Q1	May 20	June 2	June 17																				
Q2	August 12	August 26	September 9																				
Q3	October 11	October 25	November 10																				
Q4	February 27	March 10	March 24																				

		https://edge.pse.com.ph/openDiscViewer.do?edqe_no=2b2e2a136f55e5f93470cea4b051ca8f	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	<p>Identify the independent party that counted/validated the votes at the ASM, if any.</p> <p>SGV & Co. was appointed as the independent party to validate the votes. Ref: Minutes of the 2023 Annual Stockholders' Meeting > AREIT Website > Disclosures > Minutes of All General and Special Stockholders Meetings > Minutes of the 2023 Annual Stockholders Meeting > Page 8 https://www.aret.com.ph/media/pages/company-disclosures/minutes-of-all-general-and-special-stockholders-meetings/769031f22a-1651210610/minutes-of-the-2022-annual-stockholders-meeting-21apr22.pdf</p> <p>2023 ASM Voting Results https://aret.com.ph/media/pages/investor-relations/investor-relations-program/defda88507-1682658291/aret-2023-02-asm-voting-results.pdf</p>	
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	Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out.	

		<p>AREIT sent the Notice of Annual and Special Shareholders' Meeting to shareholders on March 28, 2023, 29 days before the Annual Stockholders' Meeting on April 26, 2023.</p> <p>Ref: 2023 Notice and Agenda of Annual Stockholders' Meeting and DIS > PSE EDGE Website > Company Disclosures https://edge.pse.com.ph/openDiscViewer.do?edqe_no=8ff9116b76b8532a9e4dc6f6c9b65995</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p>	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	Provide link or reference to the company's notice of Annual Shareholders' Meeting	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	<p>Link to the Notice of ASM</p> <p>Ref: 2023 Notice and Agenda of Annual Stockholders' Meeting and DIS > AREIT Website > Disclosures > 2023 Annual Stockholders' Meeting – Definitive Information Statements (SEC Form 20-IS) https://areit.com.ph/media/pages/investor-relations/investor-relations-program/cfd8e5edba-1679996011/areit-dis-asm-sec-form-20-is-2023.pdf</p>	
b. Auditors seeking appointment/re-appointment	Compliant		
c. Proxy documents	Compliant		
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Provide link or reference to the rationale for the agenda items	

		<p>AREIT provides the explanation for the agenda items for the ASM. <i>Ref: 2023 Notice and Agenda of Annual Stockholders' Meeting and DIS > AREIT Website > Disclosures > 2023 Annual Stockholders' Meeting – Definitive Information Statements (SEC Form 20-IS)</i> https://areit.com.ph/media/pages/investor-relations/investor-relations-program/cfd8e5edba-1679996011/areit-dis-asm-sec-form-20-is-2023.pdf</p>	
Recommendation 13.3			
<p>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.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p> <p>The voting results are posted on the website on the following day of the ASM. https://www.aret.com.ph/media/pages/investor-relations/investor-relations-program/defda88507-1682658291/aret-2023-02-asm-voting-results.pdf</p> <p>Minutes of the ASM <i>Ref: 2023 Minutes of the posted on April 26, 2023 > AREIT Website > Disclosures > Minutes of All General and Special Stockholders Meeting</i> https://aret.com.ph/media/pages/company-disclosures/minutes-of-all-general-and-special-stockholders-meetings/b28d6d808a-</p>	

		1683265870/minutes-of-the-2023-annual-stockholders-meetingq.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>Provide link to minutes of meeting in the company website.</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Indicate also if the voting on resolutions was by poll.</p> <p>Include whether there was opportunity to ask question and the answers given, if any</p> <p>Minutes of the 2023 ASM was posted on the AREIT website on April 26, 2023, within three business days from the date of the ASM, April 26, 2023.</p> <p>Ref: 2023 Minutes of the posted on April 26, 2023 > AREIT Website > Disclosures > Minutes of All General and Special Stockholders Meeting</p> <p>https://areit.com.ph/media/pages/company-disclosures/minutes-of-all-general-and-special-stockholders-meetings/b28d6d808a-1683265870/minutes-of-the-2023-annual-stockholders-meetingq.pdf</p>	
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	<p>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting</p> <p>The Partner-in-charge, Maria Antoniette L. Aldea from SGV and other representatives</p>	

		<p>of SGV, as well as representatives of the incoming external auditors, PwC Isla Lipana and Co., and other relevant individuals were present during the ASM and SSM.</p> <p>Ref: pg 2 > Minutes of 2023 Annual Meeting of the Stockholders > 1. Call to Order > 2nd part.</p> <p>https://areit.com.ph/media/pages/company-disclosures/minutes-of-all-general-and-special-stockholders-meetings/b28d6d808a-1683265870/minutes-of-the-2023-annual-stockholders-meeting.pdf</p>	
Recommendation 13.4			
<p>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.</p>	<p>Compliant</p>	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes</p> <p>The Corporation adopts the rules and procedures set forth under Republic Act No. 9285, otherwise known as the Alternative Dispute Resolution Act of 2004, as an alternative means to settle disputes with a view towards preventing excessive litigation.</p> <p>Ref: pg 51 > AREIT CG Manual > Article VII Stockholders' Rights and Protection of Minority Stockholders' Interests > 1. Shareholder Rights > 1.7 Alternative Dispute Mechanism for Intra-Corporate Dispute</p> <p>https://www.areit.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/areit-revised-cg-manual-1.pdf</p>	

<p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>Provide link/reference to where it is found in the Manual on Corporate Governance</p> <p><i>AREIT has an alternative dispute mechanism in place to resolve intra-corporate disputes in an amicable and effective manner that is included in its CG Manual.</i></p> <p><i>Ref: pg 51 > AREIT CG Manual > Article VII Stockholders' Rights and Protection of Minority Stockholders' Interests > 1. Shareholder Rights > 1.7 Alternative Dispute Mechanism for Intra-Corporate Dispute</i></p> <p>https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
Recommendation 13.5			
<p>1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.</p>	<p>Compliant</p>	<p>Disclose the contact details of the officer/office responsible for investor relations, such as:</p> <ol style="list-style-type: none"> 1. Name of the person 2. Telephone number 3. Fax number 4. E-mail address <p><i>Name: Michael Anthony L. Garcia</i> <i>Tel: (632) 7908 3677</i> <i>Fax: (632) 7750 6970</i> <i>Email: garcia.mike@ayalaland.com.ph</i></p>	
<p>2. IRO is present at every shareholder's meeting.</p>	<p>Compliant</p>	<p>Indicate if the IRO was present during the ASM.</p>	

		<p>The IRO is present at every Annual and Special Shareholders' Meeting. Ref: pg 1 > Minutes of 2023 Annual Meeting of the Stockholders > Officers Present https://areit.com.ph/media/pages/company-disclosures/minutes-of-all-general-and-special-stockholders-meetings/b28d6d808a-1683265870/minutes-of-the-2023-annual-stockholders-meeting.pdf</p>	
Supplemental Recommendations to Principle 13			
<p>1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group</p>	<p>Compliant</p>	<p>Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.</p> <p>AREIT's Board of Directors avoids anti-takeover measures or similar devices that may entrench ineffective management of the existing controlling shareholder group. An example is the observance of one year-term for its directors. Stockholders are given the opportunity to nominate new candidates for directorship during the ASM. Materials provided to stockholders expressly state that AREIT does not solicit proxies. Ref: pg 7 > Definitive Information Statement> Item 5 Directors and Executive Officers https://www.areit.com.ph/media/pages/company-disclosures/notice-of-annual-and-special-stockholders-meetings/3c74dc5829-1682472006/areit-dis-asm-sec-form-20-is-2023_vf-1-compressed-1.pdf</p>	

		<p>Ref: pg 4 > Definitive Information Statement> Information Required on the Information Statement</p> <p>https://www.aret.com.ph/media/pages/company-disclosures/notice-of-annual-and-special-stockholders-meetings/3c74dc5829-1682472006/aret-dis-asm-sec-form-20-is-2023_vf-1- compressed-1.pdf</p>	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	<p>Indicate the company's public float.</p> <p>AREIT's public float is 45.43% as of April 18, 2023</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=0fe1447e7d7ebdef9e4dc6f6c9b65995</p>	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	<p>Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM</p> <p>AREIT's CEO, CFO and IRO regularly engage shareholders and analysts through quarterly briefings, one-on-one meetings, conferences and roadshows, conference calls and electronic mail. In addition, contact details of the IRO are readily available on the website and the 2022 Integrated Report.</p> <p>Ref: pg 60 > 2022 Integrated Report > Social Engagement > Shareholders and Analysts</p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-</p>	

		1682470887/aret-2022-integrated-report-pt.-2.pdf	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	<p>Disclose the process and procedure for secure electronic voting in absentia, if any.</p> <p>Stockholders who are unable to go to the venue of the ASM may vote electronically in absentia on matters in the agenda upon registration and validation online.</p> <p>Ref: pg 71 to 72> 2022 Integrated Report > Corporate Governance > Policies and Practices > Voting Procedure https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: pg 36 to 38 > Definitive Information Statement> Annex A Requirements and Procedure for Electronic Voting in Absentia and Participation by Remote Communication https://www.aret.com.ph/media/pages/company-disclosures/notice-of-annual-and-special-stockholders-meetings/3c74dc5829-1682472006/aret-dis-asm-sec-form-20-is-2023_vf-1_compressed-1.pdf</p>	

Duties to Stakeholders

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

Recommendation 14.1

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Identify the company's shareholder and provide information or reference to a document containing information on the	
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		<p>company's policies and programs for its stakeholders.</p> <p>AREIT's social engagement practices Ref: pg 57 to 60 > AREIT 2022 Integrated Report > Social Engagement https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
Recommendation 14.2			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	Compliant	<p>Identify policies and programs for the protection and fair treatment of company's stakeholders</p> <p>The Board has clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders. Ref: pg 58 to 60 > AREIT 2022 Integrated Report > Social Engagement https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf Ref: pg 49 to 51 > AREIT CG Manual > Article VII Stockholders' Rights and Protection of Minority Stockholders' Interest https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p>	
Recommendation 14.3			
<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate</p>	Compliant	<p>Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can</p>	

<p>with the company and to obtain redress for the violation of their rights.</p>		<p>use to voice their concerns and/or complaints for possible violation of their rights.</p> <p>Provide information on whistleblowing policy, practices and procedures for stakeholders</p> <p>Whistleblowing Contact Person: Name: Rowena P. Libunao Position: Chief Audit Executive appointed February 24, 2021 Tel: (632) 917 3118510 Email: myreport@ayalaland.com.ph</p> <p>Whistleblowing Policy Ref: pg 74 > AREIT 2022 Integrated Report > Corporate Governance > Policies and Practices > Whistleblower Policy https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: AREIT Website > Contact Us https://aret.com.ph/contact-us/inquire Ref: AREIT Website > Governance > Company Policies > Whistleblowing Policy https://www.aret.com.ph/governance/company-policies/whistle-blowing-policy</p>	
Supplement to Recommendation 14.3			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	<p>Compliant</p>	<p>Provide information on the alternative dispute resolution system established by the company.</p>	

		<p>AREIT has an alternative dispute mechanism in place to resolve intra-corporate disputes in an amicable and effective manner.</p> <p>Ref: pg 51 > AREIT CG Manual > Article VII Stockholders' Rights and Protection of Minority Stockholders' Interests > 1. Shareholder Rights > 1.7 Alternative Dispute Mechanism for Intra-Corporate Dispute https://www.aret.com.ph/media/pages/governance/manual-on-corporate-governance/8a3ac444e3-1685413415/aret-revised-cg-manual-1.pdf</p> <p>Whistleblowing Policy</p> <p>Ref: pg 74 > AREIT 2022 Integrated Report > Corporate Governance > Policies and Practices > Whistleblower Policy https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
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>Disclose any requests for exemption by the company and the reason for the request.</p> <p>No such requests were made by AREIT.</p>	
2. Company respects intellectual property rights.	Compliant	<p>Provide specific instances, if any.</p> <p>AREIT applies for, obtains, registers, leases, licenses or otherwise acquires to hold, use,</p>	

		<p>own, operate, sell, assign and dispose of any trademark, tradename, trade secrets, formulas, patents, inventions, copyrights and processes used in connection with or secured under letters, patents, copyrights, domestic or foreign.</p> <p><i>Ref: pg 110 > AREIT Bond Offering Prospectus > AREIT Website > Disclosures > SEC > AREIT Bond Offering Preliminary Prospectus with FS (Part 1 of 3) > Intellectual Property</i></p> <p>https://www.aret.com.ph/media/pages/company-disclosures/disclosures/sec/9c39e7c9cf-1636534547/aret-bond-offering-preliminary-prospectus-with-fs-part-1-of-3-8nov21.pdf</p> <p>AREIT maintains all its registered intellectual property rights through the submission of declarations of actual use before the Intellectual Property Office.</p> <p>AREIT respects the intellectual property rights of other entities it deals with. For example, AREIT's lease contracts contain provisions regarding protection of confidential information and intellectual property rights.</p>	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.	

		<p>Social Engagement (Tenants, Tenant Employees, Hotel Guests, and Shoppers) Ref: pg 58 > AREIT 2022 Integrated Report > Social Engagement > Tenants, Tenant Employees, Hotel Guests, and Shoppers https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	<p>Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.</p> <p>All of AREIT employees are seconded from ALI.</p> <p>Social Engagement (Business Partners, Suppliers and Service Providers) Ref: pg 59 > AREIT 2022 Integrated Report > Social Engagement > Business Partners, Suppliers and Service Providers https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	

Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

Recommendation 15.1

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	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.	
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		<p>AREIT employees' are seconded from ALI.</p> <p>Social Engagement (Employees and Workers) Ref: pg 58 > AREIT 2022 Integrated Report > Social Engagement > Employees and Workers https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
Supplement to Recommendation 15.1			
<p>1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.</p>	Compliant	<p>Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.</p> <p>Social Engagement (Compensation and Rewards) Ref: pg 59 > AREIT 2022 Integrated Report > Social Engagement > Health and Safety https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	Compliant	<p>Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</p> <p>Social Engagement (Health and Safety)</p>	

		<p>Ref: pg 59 > AREIT 2022 Integrated Report > Social Engagement > Health and Safety https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended.</p> <p>Social Engagement (Employees and Workers) Ref: pg 58 > AREIT 2022 Integrated Report > Social Engagement > Employees and Workers https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
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>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption</p> <p>AREIT's anti-corruption programs and procedures Ref: pg 73 > AREIT 2022 Integrated Report > Corporate Governance > Policies and Practices > Anti-corruption programs and procedures https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	

		<p>1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: AREIT Website > Governance > Company Policies > Anti-Bribery and Corruption Policy</p> <p>https://www.aret.com.ph/governance/company-policies/anti-bribery-and-corruption-policy</p>	
<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	<p>Compliant</p>	<p>Identify how the board disseminated the policy and program to employees across the organization</p> <p>AREIT's employees are all seconded from ALI. ALI's Board, through the Human Resources office, puts emphasis on integrity as part of ALI's core values. This is part of the on-boarding program of new employees and is embedded in every level-based program as a refresher for tenured employees. In addition, each employee is mandated to submit a disclosure of possible conflicts of interest on an annual basis. The anti- corruption programs and procedures are likewise available on the ALI IR website.</p> <p>ALI's Code of Conduct and Business Ethics</p> <p>https://ir.ayalaland.com.ph/corporate-governance/code-of-conduct-and-ethics/</p> <p>Nevertheless, AREIT adopted a Code of Conduct and Business Ethics from its stakeholders. AREIT's employees are all seconded from ALI and adhere to ALI's policies on anti-corrupt practices.</p>	

		<p>Ref: AREIT Website > Governance > Company Policies > Whistleblowing Policy; Business Integrity Program; Code of Conduct; Anti-Bribery and Corruption Policy; Employee Investigation Policy</p> <p>https://www.aret.com.ph/governance/company-policies/anti-bribery-and-corruption-policy</p>	
Supplement to Recommendation 15.2			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>	Compliant	<p>Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices. Include any finding of violations of the company policy.</p> <p>AREIT has a formal policies and penalties for employess involved in corrupt practices</p> <p>Ref: AREIT Website > Governance > Company Policies > Whistleblowing Policy; Business Integrity Program; Code of Conduct; Anti-Bribery and Corruption Policy; Employee Investigation Policy</p> <p>https://www.aret.com.ph/governance/company-policies/anti-bribery-and-corruption-policy</p>	
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>	Compliant	<p>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees.</p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.</p>	

		<p>Provide contact details to report any illegal or unethical behavior.</p> <p>Whistleblowing Policy and Business Integrity Channel Ref: pg 73 to 74 > AREIT 2022 Integrated Report > Corporate Governance > Policies and Practices > Anti-corruption procedures > Whistleblowing, Business Integrity Channel https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Whistleblowing Policy Ref: pg 74 > AREIT 2022 Integrated Report > Corporate Governance > Policies and Practices > Whistleblower Policy https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.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.	Compliant	Refer to responses on Recommendation 15.3, Item 1.	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.	

		<p>AREIT has a Business Integrity Program spearheaded by an Ethics Committee with direct reporting line to the Audit Committee Ref: pg 73 to 74 > AREIT 2022 Integrated Report > Corporate Governance > Policies and Practices > Anti-corruption procedures > Whistleblowing, Business Integrity Channel https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p> <p>Ref: AREIT Website > Contact Us https://aret.com.ph/contact-us/inquire</p> <p>Ref: AREIT Website > Governance > Company Policies > Whistleblowing Policy https://www.aret.com.ph/governance/company-policies/whistle-blowing-policy</p>	
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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

<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on the company’s community involvement and environment-related programs.</p> <p>AREIT ensures that its interactions serve its environment and stakeholders in a positive and progressive manner Ref: pg 48 to 75 > AREIT 2022 Integrated Report > AREIT’s Environmental, Social, and Governance (ESG) Approach https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
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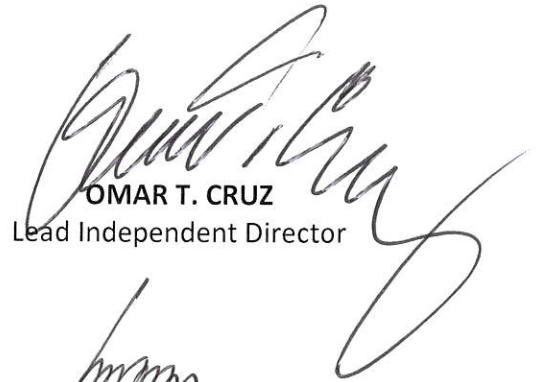
		1682470887/aret-2022-integrated-report-pt.-2.pdf Carbon Neutrality Ref: pg 52 to 56 > AREIT 2022 Integrated Report > Environmental Stewardship https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development. AREIT ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development Ref: pg 48 to 75 > AREIT 2022 Integrated Report > AREIT's Environmental, Social, and Governance (ESG) Approach https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates. Contribution to Local Economic Development	

		<p><i>Ref: pg 58 > AREIT 2022 Integrated Report > Social Engagement > Contribution to Local Economic Development</i></p> <p>https://www.aret.com.ph/media/pages/investor-relations/annual-reports/8984471092-1682470887/aret-2022-integrated-report-pt.-2.pdf</p>	
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[Signature page follows]

SIGNATURES


Anna Ma. Margarita B. Dy
Chairman of the Board



OMAR T. CRUZ
Lead Independent Director



CAROL T. MILLS
President and Chief Executive Officer


ENRICO S. CRUZ
Independent Director


Solomon M. Hermosura
Corporate Secretary


Sherisa P. Nuesa
Independent Director


Ma. Florence Therese dG. Martirez-Cruz
Chief Compliance Officer and Assistant Corporate Secretary

[Notarial page follows.] 

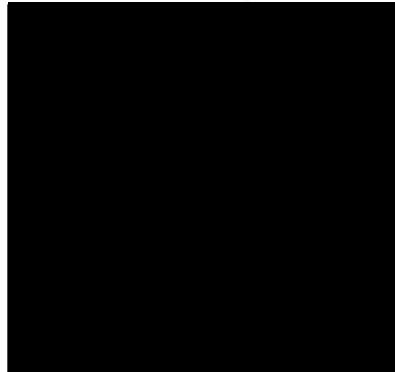
SUBSCRIBED AND SWORN to before me this 30 May 2023, at Makati City, affiants exhibited to me their respective competent evidence of identity described below:

Anna Ma. Margarita B. Dy
Carol T. Mills
Omar T. Cruz
Enrico S. Cruz

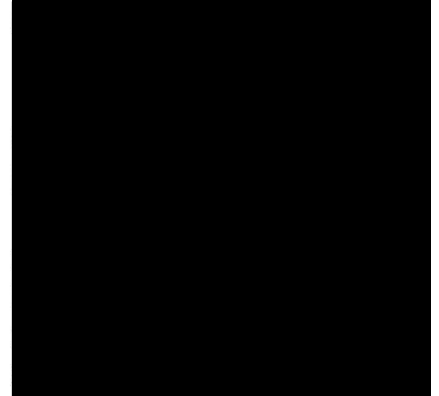
Sherisa P. Nuesa
Solomon M. Hermosura

Ma. Florence Therese dG.
Martirez-Cruz

**Competent Evidence of
Identity**



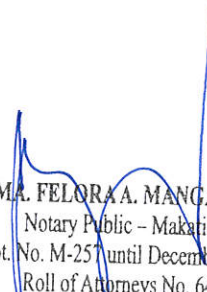
Validity / Place of Issue



Doc. No. 74
Page No. 16
Book No. ✓
Series of 2023.

Notarial DST pursuant to
Sec. 188 of the Tax Code
Affixed on Notary Public's cop




MA. FELORA A. MANGAWANG
Notary Public – Makati City
Appt. No. M-257 until December 31, 2023
Roll of Attorneys No. 64804
Lifetime IBP No. 013749 – Makati City
PTR No. MKT9569473 – 01/09/2023 - Makati City
MCLE Compliance No. VII -0006702 – 11/18/2021
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Ayala Avenue, Makati City, Philippines