

SECURITIES AND EXCHANGE COMMISSION
SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended
Dec 31, 2024
2. SEC Identification Number
147584
3. BIR Tax Identification Number
002-727-376-000
4. Exact name of issuer as specified in its charter
Premiere Horizon Allliance Corporation
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
Unit 1705, East Tower, Tektite Towers, Exchange Road, Ortigas Center, Pasig City
Postal Code
1605
8. Issuer's telephone number, including area code
(02) 8632-7715
9. Former name, former address, and former fiscal year, if changed since last report
Not Applicable

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Premiere Horizon Alliance Corporation
PHA

Reference: SEC Code of Corporate Governance for Publicly-Listed Companies, PSE Corporate Governance Guidelines, and ASEAN Corporate Governance Scorecard

Description of the Disclosure

Please see attached PHA 2024 I-ACGR with amended signature page.

Filed on behalf by:

Name	Geronimo Halili
Designation	Director/SEC Compliance Officer

Annex B

COVER SHEET

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S.E.C. Registration Number

P	R	E	M	I	E	R	E		H	O	R	I	Z	O	N		A	L	L	I	A	N	C	E					
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(Company's Full Name)

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P	A	S	I	G		C	I	T	Y																					

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

GERONIMO B. HALILI

Contact Person

(02) 8632 - 7715

Company Telephone Number

1	2
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Month

3	1
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Day

Fiscal Year

I	-	A	C	G	R
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FORM TYPE

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Month

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Day

Annual Meeting

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

Amended Articles Number/Section

145

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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File Number

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**Premiere
Horizon**

Invigorating the Countryside

**PREMIERE HORIZON ALLIANCE
CORPORATION
SEC FORM I-ACGR**

**INTEGRATED ANNUAL CORPORATE
GOVERNANCE REPORT
2024**



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended 31 December 2024
2. SEC Identification Number 147584
3. BIR Tax Identification No. 002-727-36-000
4. Exact name of issuer as specified in its charter: Premiere Horizon Alliance Corporation
5. Province, Country or other jurisdiction of incorporation or organization: Philippines
6. Industry Classification Code: (SEC Use Only)
7. Address of principal office: Unit 1705, 17th Floor, East Tower, Tektite Towers, Exchange Road,
Ortigas Center, Pasig City Postal Code: 1605
8. Issuer's telephone number, including area code +632286327715
9. Former name, former address, and former fiscal year, if changed since last report : Not applicable

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	Kindly refer to the following: <ol style="list-style-type: none"> 1. Company's latest Annual Report (SEC Form 17-A) and Definitive Information Statement in connection with the Special Shareholders Meeting last 28 March 2025 for the brief profile of the incumbent directors indicating their respective business experience for the past five (5) years; 2. Curriculum Vitae and Competencies of the Board of Directors; and 3. The Manual of Corporate Governance 2017 of the Company, particularly Recommendations 1 and 2 for the Board's governance responsibilities (pp. 6 to 16). 	
2. Board has an appropriate mix of competence and expertise.	Compliant		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant		
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Non-Compliant	Five (5) of the nine (9) members of the Board are executive directors holding the positions of Chief Executive Officer (CEO), Chief Operating Officer (COO), Executive Vice President (EVP), Chief Financial Adviser (CFA), and Treasurer, while four (4) or 44% are non-executive directors.	This is a long-time objective of the Board to align with the recommendation. The Board will take into consideration the selection of new directors who will not serve executive roles in its next annual stockholders' meeting.

Recommendation 1.3

<p>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</p>	<p>Compliant</p>	<p>Kindly refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 1.3 (p. 7).</p>	<p>The Company has elaborated on the training policy for its directors under Section 1.2 of the updated version of its Manual on Corporate Governance (“Revised Manual of Corporate Governance 2025”).</p> <p>Please take note that the Revised Manual of Corporate Governance 2025, updating the Manual of Corporate Governance 2017, is still pending the approval of the Board of Directors of the Company (“Board”). The approval thereof is slated to be included as one of the agenda items for the next special board meeting scheduled for the first week of June. The Revised Manual of Corporate Governance 2025 is attached herewith as Annex “A”.</p>
<p>2. Company has an orientation program for first time directors.</p>	<p>Compliant</p>	<p>Kindly refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 1.3 (p. 7).</p> <p>To note, an orientation program is conducted for all new directors of the company. The orientation includes all their duties and responsibilities and about the Company.</p>	
<p>3. Company has relevant annual continuing training for all directors.</p>	<p>Compliant</p>	<p>Please refer to the Certificate of Attendance in Corporate Governance Seminar of directors and key officers of the Company.</p>	

Recommendation 1.4

<p>1. Board has a policy on board diversity.</p>	<p>Compliant</p>	<p>The commitment to have a board diversity policy is reflected under the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 1.4 (p. 7).</p>	<p>The policy or principles on board diversity has been elaborated under Section 1.3 of the Company’s Revised Manual of Corporate Governance 2025.</p>
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		Consistent with this recommendation, the Company notes that the number of female directors has increased to 2 out of 9 during the year.	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	The link to the document can be found in https://premierehorizon.com/governance/ . This was disclosed in the Sustainability Report which is an attachment to the latest Annual Report under SEC Form 17-A .	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	Kindly refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 1.5 (p. 8). Results of the Organizational Board Meeting held on 28 June 2024. The Corporate Secretary for 2024 was Atty. Andrea E. Katipunan, an eminently qualified lawyer who was not a member of the Board and was also separate person from the Company's Compliance Officer. Kindly refer to her Curriculum Vitae . Atty. Katipunan attended all Corporate Governance seminars on an annual basis.	
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		
4. Corporate Secretary attends training/s on corporate governance.	Compliant	Atty. Katipunan attended all Corporate Governance seminars on an annual basis.	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant		

2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	Please refer to the Results of the Organizational Board Meeting held on 28 June 2024. Mr. Raul Ma. F. Anonas served as the Compliance Officer and EVP.	
3. Compliance Officer is not a member of the board.	Non-compliant	The Compliance Officer for 2024 was an EVP, COO, and a Director of PHA.	The Company plans are being made to designate a Compliance Officer who is not a member of the Board.
4. Compliance Officer attends training/s on corporate governance.	Compliant	Kindly refer to the Certificate of Attendance in Corporate Governance Seminar of the directors and key officers of the Company.	

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

Recommendation 2.1

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendations 1 and 2 for the Board's governance responsibilities (pp. 6 to 16). Directors are always informed of the important discussions in the meeting and are kept fully informed and act in good faith and best interest of the company. Proof of this can be seen in the Minutes of the Meeting of the PHA's Board of Directors.	
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Recommendation 2.2

1. Board oversees the development, review, and approval of the company's business objectives and strategy.	Compliant	Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendations 1 and 2 for the Board's governance responsibilities (pp. 6 to 16).	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant		

Supplement to Recommendation 2.2

1. Board has a clearly defined and updated vision, mission and core values.	Compliant	Please refer to the information on the Company's Mission and Vision .	
2. Board has a strategy execution process that facilitates effective management performance, and is attuned to the company's business environment, and culture.	Compliant	Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendations 1 and 2 for the Board's governance responsibilities (pp. 6 to 16). To note, the Board is responsible for monitoring and assessing the performance of the management team based on established performance standards that are consistent with the company's strategic objectives and conducts a regular review of the company's policies with the management team. The Board's authority to remove and remunerate the management is disclosed as Article VI Sections 3 and 11 in the By-Laws.	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	Kindly refer to the Curriculum Vitae of the Chairman, Mr. Emmanuel G. Herbosa.	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 2.4 (pp. 10 to 11).	Updates on the authorities tasked with the formulation and updates of these policies have been indicated in Sections 2.4 and 3.2, among others, in the Revised Manual of Corporate Governance 2025, attached herewith as Annex "A".
2. Board adopts a policy on the retirement for directors and key officers.	Compliant		
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long- term interests of the company.	Compliant	Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 2.5 (pp. 11 to	

2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	12).	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	Company's latest Definitive Information Statement , particularly Part I (B) Items 5 and 6 on Directors and Executive Officers and Compensation of Directors and Executive Officers.	

Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	The PHA Board approves the remuneration of the company senior executives. In 2024, there were no changes in the remuneration of senior executives that needed Board approval.	The new management is in the process of updating the company's remuneration policy and will take the recommendations into consideration.
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	The policy on remuneration provides oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Company's culture, strategy and control environment.	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 2.6 (pp. 11 to 13).	This has been further elaborated in the Company's Revised Manual of Corporate Governance 2025 under Section 2.4, attached herewith as Annex "A".
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		
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		

5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	

Recommendation 2.7

1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Please refer to the Related Party Transactions Policy of the Company.	This has been further elaborated in the Company's Revised Manual of Corporate Governance 2025 under Section 3.4, attached herewith as Annex "A".
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 2.7 (pp. 13 to 14).	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant		

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.	Non-Compliant	The Company has a policy that needs to be updated. Please refer to the Related Party Transactions Policy of the Company.	The Company is recommending its RPT Committee to update the RPT Policy taking the Recommendation into consideration.
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2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Compliant	Please refer to the Results of the Organizational Board Meeting held on 28 June 2024. To note, 2 out of 3 of the Related Party Transaction Committee members are non-executive directors including the company's Chairman, and one of them is an independent director.	
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Recommendation 2.8

1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 2.8 (pp. 14 to 15).	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 2.8 (pp. 14 to 15). Further, the members of the management team submitted their annual performance appraisal for the CEO to review annually.	

Recommendation 2.9

1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	This is provided in the Manual of Corporate Governance 2017 of the Company in Recommendation 2.9 (p. 15) as well as its By-Laws.	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant		

Recommendation 2.10

1. Board oversees that an appropriate internal control system is in place.	Compliant	Kindly refer to the following: 1. Conflict of Interest Policy 2. Whistle-blowing Policy 3. Related Party Transactions Policy 4. Insider Trading Policy 5. Rights of Shareholders	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	Kindly refer to the Company's Conflict of Interest Policy .	
3. Board approves the Internal Audit Charter.	Compliant	The Manual of Corporate Governance 2017 of the Company, particularly Recommendation 2.10 (p. 15).	

Recommendation 2.11

1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	The Manual of Corporate Governance 2017 of the Company, particularly Recommendation 2.11 (p. 15). Details on the ERM of the Company .	This has been further elaborated in the Company's Revised Manual of Corporate Governance 2025 under Section 12, attached herewith as Annex "A".
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	The Manual of Corporate Governance 2017 of the Company, particularly Recommendation 2.11 (p. 15). Please refer to the details on the ERM of the Company .	

Recommendation 2.12

1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	The Company has included this recommendation to the Revised Manual of Corporate Governance 2025, pending for Board of Directors' approval and attached herewith as Annex "A".	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	The Company has included this recommendation to the Revised Manual of	

		Corporate Governance 2025, pending for Board of Directors' approval and attached herewith as Annex "A".	
3. Board Charter is publicly available and posted on the company's website.	Compliant		A separate Board Charter is currently undergoing the Company's internal approval process. Once approved by the Board, the same will be posted on the Company's website.
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	Kindly refer to the Company's Insider Trading Policy .	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.			
2. Company discloses the types of decision requiring board of directors' approval.			
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	<p>Please refer to the Results of the Organizational Board Meeting held on 28 June 2024. To note, the Board has constituted the Executive, Related Party Trading, Corporate Governance, and Audit & Risk Oversight Committees.</p> <p>Please refer to the Board Committees as indicated in the Company's website.</p> <p>Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 3.1 (p. 16).</p>	

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Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	<p>Please refer to the Board Committees as indicated in the Company's website.</p> <p>Please refer to the Results of the Organizational Board Meeting held on 28 June 2024.</p> <p>Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 3.1 (p. 16).</p>	
2. Audit Committee is composed of at least three appropriately qualified non- executive directors, the majority of whom, including the Chairman is independent.	Non-Compliant		<p>The Company will take the recommendation into consideration in the selection of the new committee members.</p> <p>Currently, one of the three Audit Committee members is non-executive. The Chairman is an Independent Director.</p>
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p>Please refer to the Board Committees as indicated in the Company's website.</p> <p>Please refer to the Curriculum Vitae and Competencies of the members of the Audit Committee.</p>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Non-Compliant		<p>The Chairman of the Board of Directors is also the Chairman of the Audit Committee.</p> <p>The Board of Directors has full faith in Mr. Emmanuel G. Herbosa's integrity and professionalism. He is an Independent Director, and a non-executive Director that helps to mitigate</p>

			<p>the risk of non-compliance with this recommendation.</p> <p>The Company will take this Recommendation into consideration in future audit committee members selection.</p>
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Supplement to Recommendation 3.2

1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<p>Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 3.2 (pp. 16 to 18).</p> <p>To note, the External Auditor rendered non-audit services to the Company, and it was approved by the Board of Directors upon recommendation of the Audit and Risk Oversight (ARO) Committee.</p>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	<p>Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 3.2 (pp. 16 to 18).</p>	

Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant		
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant		
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	<p>A Corporate Governance Committee was established by PHA and it is headed by Mr. Emmanuel G. Herbosa, an Independent Director.</p> <p>Information on the Corporate Governance Committee can be found in the Board Committees portion of the Company's website.</p> <p>The Company does not have a Nomination and Remuneration Committee.</p>	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non-Compliant	One (1) out of three (3) members of the Corporate Governance Committee is an Independent Director. The By-Laws of the Company requires to have a minimum of two (2) Independent Directors.	The Board intends to update the section of this in By-Laws in due course and take the Recommendation into consideration in the future selection of new Directors and well as Corporate Governance committee members.
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	Please refer to the Results of the Organizational Board Meeting held on 28 June 2024. The Corporate Governance Committee is headed by Mr. Emmanuel G. Herbosa, an Independent Director.	
Optional: Recommendation 3.3			
1. Corporate Governance Committee meet at least twice during the year.			
Recommendation 3.4			

1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	Considering the size, low risk profile and simplicity of our corporation, the company combined the functions of the BROC into the ARO Committee.	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Non- Compliant		Not applicable
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Non-Compliant	The ARO Committee Chairman is Mr. Emmanuel G. Herbosa.	The Board has full faith in Mr. Emmanuel G. Herbosa's integrity and professionalism. He is an Independent Director, and a non-executive Director mitigates the risk of non-compliance with this recommendation.
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	<p>The ARO Committee members are comprised of experts with in-depth experience in banking, securities, legal, risk management and accounting.</p> <p>Please refer to the Results of the Organizational Board Meeting held on 28 June 2024.</p> <p>Members of the ARO Committee can be found in the Board Committees portion of the Company's website.</p>	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	<p>Please refer to the Results of the Organizational Board Meeting held on 28 June 2024 where members of the RPT Committee were designated.</p> <p>Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 3.3 and 3.5 (pp. 18 to 21).</p>	

2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Non-Compliant		The Board has full faith in Mr. Emmanuel G. Herbosa's integrity and professionalism. He is an Independent Director and a non-executive Director; this helps to mitigate the risk of non-compliance with this recommendation.
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Recommendation 3.6

1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 3.6 (pp. 21 to 22).	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	Kindly refer to the Board Committee Charters .	
3. Committee Charters were fully disclosed on the company's website.	Compliant		

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	The Manual of Corporate Governance 2017 of the Company, particularly Recommendation 4.1 (p. 22).	Updates of these policies have been indicated in Section 4.1, among others, in the Revised Manual of Corporate Governance 2025, attached herewith as Annex "A".
2. The directors review meeting materials for all Board and Committee meetings.	Compliant		
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant		

Recommendation 4.2

1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 4.2 (p. 22).	Updates of these policies have been indicated in Section 4.2, among others, in the Revised Manual of Corporate Governance 2025, attached herewith as Annex "A".
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Recommendation 4.3

1. The directors notify the company's board before accepting a directorship in another company.	Compliant	The Manual of Corporate Governance 2017 of the Company, particularly Recommendation 4.3 (p. 23). As stated in the Company's Manual on Corporate Governance 2017, a director should notify the Board where he/she is an incumbent director before accepting a directorship in another company.	Updates of these policies have been indicated in Section 4.2, among others, in the Revised Manual of Corporate Governance 2025, attached herewith as Annex "A".
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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.			
2. Company schedules board of directors' meetings before the start of the financial year.			
3. Board of directors meet at least six times during the year.	Compliant		
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Compliant		

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

Recommendation 5.1

1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Non-compliant	The Board has two (2) Independent Directors. The By-Laws allowed the Company to have a minimum of two (2) Independent Directors.	The Board intends to update its By-Laws in due course and take the Recommendation into consideration in future selection of new independent directors.
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Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	To the best of the Company's knowledge, we are not aware of any disqualifications of our Independent Directors. Please see the Certifications of Independent Directors (pp. 26 to 29).	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant		
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 5.3 (p. 25).	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant		
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		
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Kindly refer to the Board Composition and Management Team .	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 5.4 (pp. 25 to 26). Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 2.3 (p. 10).	

Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	Kindly refer to the Board Composition . As mentioned, the Chairman of the Board, Mr. Emmanuel G. Herbosa, is an Independent Director. Please see the Certifications of Independent Directors (pp. 26 to 27).	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	No such transactions.	
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.	Non-Compliant		No separate meetings were held during the period by the non-executive directors with the external auditor. The ARO Committee meets with the external auditor at least twice a year, headed by an Independent Director.
2. The meetings are chaired by the lead independent director.	Non-Compliant		
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.			
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.	Non-Compliant		The Board took office in 4Q 2023 and intended to align with this Recommendation within FY 2025.
2. The Chairman conducts a self-assessment of his performance.	Non-Compliant		
3. The individual members conduct a self- assessment of their performance.	Non-Compliant		

4. Each committee conducts a self- assessment of its performance.	Non-Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant		The Board took office in 4Q 2023 and will conduct the 3-year assessment in FY 2027 as required by this recommendation.

Recommendation 6.2

1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	The Manual of Corporate Governance 2017 of the Company, particularly Recommendation 6.2 (p. 28).	Updates of these policies have been indicated in Sections 2.1 and 6.2, among others, in the Revised Manual of Corporate Governance 2025, attached herewith as Annex “A”.
2. The system allows for a feedback mechanism from the shareholders.	Compliant		

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

Recommendation 7.1

1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Kindly refer to the Code of Business Conduct and Ethics .	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Kindly refer to the Code of Business Conduct and Ethics which is published on the Company’s website.	
3. The Code is disclosed and made available to the public through the company website.	Compliant	Kindly refer to the Code of Business Conduct and Ethics which is published on the Company’s website.	

Supplement to Recommendation 7.1

1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	Kindly refer to the following: <ul style="list-style-type: none"> 1. Manual of Corporate Governance 2017 of the Company; 2. Whistle-blowing Policy 3. Code of Business Conduct and Ethics 	
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Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 7.2 (pp. 28 to 29).	The Board will delegate this to the Compliance Officer. Further, the Company is in the process of updating related policies in the updated version of the Company's Revised Manual of Corporate Governance 2025, attached herewith as Annex "A".
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	Please refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 7.2 (pp. 28 to 29).	The Board will delegate this to the Compliance Officer. Further, the Company is in the process of updating related policies in the updated version of the Company's Revised Manual of Corporate Governance 2025, attached herewith as Annex "A".

Disclosure and Transparency

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

Recommendation 8.1

1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	The policy is covered in the company's Rights of Shareholders .	The Company is in the process of updating the corporate disclosure policies in the updated version of the Company's Revised Manual of Corporate Governance 2025, particularly under the new Section 8.1, attached herewith as Annex "A".
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Supplement to Recommendations 8.1

1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty- five (45) days from the end of the reporting period.	Non-Compliant	In 2024 all Interim Reports were published within 45 days from the end of the reporting period.	The Company is in the process of updating the corporate disclosure policies in the updated version of the Company’s Revised Manual of Corporate Governance 2025, particularly under the new Section 8.1, attached herewith as Annex “A”. The Company is in the process of seeking Shareholders approval for the appointment of External Auditor.
2. Company discloses in its annual report the principal risks associated with the identity of the company’s controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders’ voting power and overall equity position in the company.	Compliant	Kindly refer to the latest Annual Report (SEC Form 17-A) . (pp. 66 to 97)	

Recommendation 8.2

1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company’s shares within three business days.	Compliant	Kindly refer to the Insider Trading Policy	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company’s shares within three business days.	Compliant		

Supplement to Recommendation 8.2

1. Company discloses the trading of the corporation’s shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	Kindly refer to the Insider Trading Policy	
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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	These are provided on the company website and in the Definitive Information Statement . Kindly refer to the Board Composition .	
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2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications and assess any potential conflicts of interest that might affect their judgment.	Compliant		
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	Kindly refer to the Company's Definitive Information Statement Part I(B) (pp. 13 to 19).	The Company is in the process of updating the relevant disclosure policies in the updated version of the Company's Revised Manual of Corporate Governance 2025, particularly under the new Section 8.4, attached herewith as Annex "A".
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant		
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant		
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	Link to the information can be found in https://premierehorizon.com/governance/	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Kindly refer to the Company's Annual Report (SEC Form 17-A) . Link to the information can be found in https://premierehorizon.com/governance/	

Supplement to Recommendation 8.5

1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Kindly refer to the following: 1. Manual of Corporate Governance 2017 of the Company 2. Conflict of Interest Policy 3. Related Party Transactions Policy 4. Insider Trading Policy	The Company will revise these policies from time to time.
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Optional : Recommendation 8.5

1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	Kindly refer to the Company's Annual Report (SEC Form 17-A) .	
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Recommendation 8.6

1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	Kindly refer to the Company's Disclosures .	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	There was no major acquisition exceeding the threshold requirement in a year.	

Supplement to Recommendation 8.6

1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	Kindly refer to the Company's Disclosures .	
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Recommendation 8.7

1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Kindly refer to the Manual of Corporate Governance 2017 of the Company and Governance Information .	
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2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant		
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	Compliant		
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		
f. Attendance details of each director in all directors meetings held during the year	Compliant		
g. Total remuneration of each member of the board of directors	Compliant		
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant		
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant		
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		

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		
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	Kindly refer to the Manual of Corporate Governance 2017 of the Company.	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	Please refer to the Definitive Information Statement .	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	Please refer to the Definitive Information Statement and the Company's Disclosure .	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	This Recommendation is adopted to the Corporate Governance Manual in 2025.	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; iii. and exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	Compliant	Kindly refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 9.2 (p. 32). https://premierehorizon.com/board-committee-charter/	We note that the functions of the Audit Committee are indicated in the Company's Manual of Corporate Governance 2017. Updates of these matters have been indicated in Section 3.1, among others, in the updated version of the Company's Revised Manual of Corporate Governance 2025, attached herewith as Annex "A".

2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	Kindly refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 9.2 (p. 32).	Updates of these matters have been indicated in Section 3.1, among others, in the updated version of the Company's Revised Manual of Corporate Governance 2025, attached herewith as Annex "A".
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Supplement to Recommendation 9.2			
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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	Kindly refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 9.2 (p. 32).	Updates of these matters have been indicated in Section 3.1, among others, in the updated version of the Company's Revised Manual of Corporate Governance 2025, attached herewith as Annex "A".
2. Audit Committee ensures that the external auditor as adequate quality control procedures.	Compliant		

Recommendation 9.3			
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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	Please refer to the latest Annual Report Item 8 (p. 87) and Definitive Information Statement Item 7 (p. 19).	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non- audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	Please refer to the Definitive Information Statement Item 7 (p. 19).	

Supplement to Recommendation 9.3			
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1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	Please refer to the latest Annual Report Item 8 (p. 87).	
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Supplement to Recommendation 9.3			
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1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant		The Company is in the process of seeking Shareholders approval to appoint a new external auditor. https://edge.pse.com.ph/openDiscViewer.do?edge_no=68a77e8473e89ce3ec6e1601ccee8f59
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2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	See above	See above
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Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

Recommendation 10.1

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	Kindly refer to the Manual of Corporate Governance 2017 of the Company, particularly Recommendation 10.1 (p. 36). The Company provides the Sustainability Report which is an attachment to the latest Annual Report under SEC Form 17-A .	Updates of these matters have been indicated in Sections 10.1 and 12.2, among others, in the updated version of the Company's Revised Manual of Corporate Governance 2025, attached herewith as Annex "A".
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	The Company updates its sustainability report annually. The latest Sustainability Report is an attachment to the latest Annual Report under SEC Form 17-A .	

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

Recommendation 11.1

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	This is done through the Company's website and publication.	
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Supplemental to Principle 11

1. Company has a website disclosing up-to-date information on the following:	Compliant	This is done through the Company's website at https://premierehorizon.com/	
a. Financial statements/reports (latest quarterly)	Compliant		
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		

d. Notice of ASM and/or SSM	Compliant	
e. Minutes of ASM and/or SSM	Compliant	
f. Company's Articles of Incorporation and By-Laws	Compliant	

Internal Control System and Risk Management Framework

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

Recommendation 12.1

1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	Please refer to the ERM of the Company .	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	Additionally, the Company has updated the relevant recommendations to this Corporate Governance Manual and pending for approval from the Corporate Governance Committee.	

Supplement to Recommendations 12.1

1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant		
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Optional: Recommendation 12.1

1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.			
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Recommendation 12.2

1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	The Company has an in-house internal audit functions. Kindly refer to the Company's published organizational structure designating an Internal Audit Manager.	
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Recommendation 12.3

1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant		.
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2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third-party service provider.	Compliant	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant	

Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Non-Compliant	The Risk management function is assumed by the AROC.	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	The Company appoints external advisers to support on a need basis.	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	The Risk management function is assumed by the AROC.	This has been further elaborated in the Company's Revised Manual of Corporate Governance 2025 under Section 12, attached herewith as Annex "A".
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	The AROC members have in-depth experience in banking, securities, legal, accounting, and risk management	
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		
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Please refer to the Rights of Shareholders which is published on the Company's website, as well as the Manual of Corporate Governance 2017 of the Company, Recommendation 13.1 (pp 37 to 38).	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant		

Supplement to Recommendation 13.1

1. Company's common share has one vote for one share.	Compliant	Please refer to the Company's latest Definitive Information Statement (Item 4, page 13) and Manual of Corporate Governance 2017 . Information can be found in https://premierehorizon.com/disclosures/ and https://premierehorizon.com/governance/	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	Please refer to the Company's latest Definitive Information Statement (Item 4, page 13) and Manual of Corporate Governance 2017 . Information can be found in https://premierehorizon.com/disclosures/ and https://premierehorizon.com/governance/	
3. Board has an effective, secure, and efficient voting system.	Compliant	Please refer to the Company's latest Definitive Information Statement (Item 19, page 22) and Manual of Corporate Governance 2017 , Recommendation 13.1.	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Non-Compliant		The Company's By-Laws cited that unless otherwise provided by law, each stockholder shall at every meeting of the stockholders be entitled to one vote, in person or by proxy for each share with voting rights held by such stockholder.
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special	Compliant	The Recommendation is covered in the By-Laws Article III, Section 3.	

meeting.			
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	Please refer to the Company's current Definitive Information Statement and Manual of Corporate Governance 2017 . Information can be found in https://premierehorizon.com/disclosures/ and https://premierehorizon.com/governance/	
7. Company has a transparent and specific dividend policy.	Compliant		
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	Stock Transfer Service, Inc. (STSI), the company's stock transfer agent validates the votes at the Annual Shareholders' Meeting.	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant		
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	Please refer to the Company's latest Definitive Information Statement .	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant		
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	Please refer to the Company's latest Definitive Information Statement .	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Please refer to the following: 1. Results of the 2024 ASM ; and 2. Results of the 28 March 2025 SSM . Both results were published on PSE EDGE on the same day as the relevant stockholders meeting.	
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.	Non-Compliant	The minutes of the 2024 Annual Stockholders' Meeting were not made available on the Company website within five business days from the end of the meeting. Nevertheless, the Company immediately disclosed through PSE Edge the Results of Annual or Special Stockholders' Meeting.	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	The external auditor of the Company is always present during the ASM and other special meetings as needed.	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	The Company has included this Recommendation to the Corporate Governance Manual and pending for the Board approval.	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant		

Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	Ms. Christina P. Leong is designated as the Chief Investment Officer/Investor Relations Officer and Chief Information Officer of PHA. She may be reached via the following modes: 1. Telephone number: <u>8632-7714; 8632-7715; 8632-7707</u> 2. Email address: <u>investors@premierhorizon.com</u>	
2. IRO is present at every shareholder's meeting.	Compliant	The IRO is always present during meetings	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group.	Compliant	There is no transaction related to this item during the period.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant		
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting			
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.			

Duties to Stakeholders

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

Recommendation 14.1

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Please refer to Company's the Manual of Corporate Governance 2017 Recommendation 14.1.	To note, the Company is in the process of obtaining approval for the updated version of the Company's Revised Manual of Corporate Governance 2025. The new manual includes a detailed enumeration of the Company's stakeholders auditor under the new Section 14.1.
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Recommendation 14.2

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Please refer to the following: 1. Manual of Corporate Governance 2017 1. Code of Business Conduct and Ethics 2. Rights of Shareholders	
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Recommendation 14.3

1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	Kindly refer to the Whistle Blowing Policy . Stakeholders can voice their concerns and/or complaints about possible violation of their rights to the following: Name: <u>Christina P. Leong</u> Position: <u>Investor Relations Officer</u> Email address: <u>investors@premierehorizon.com</u>	
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Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	The Company has included this Recommendation to the Revised Manual of Corporate Governance 2025, attached herewith as Annex “A”.	

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		
2. Company respects intellectual property rights.	Compliant		

Optional: Principle 14			
1. Company discloses its policies and practices that address customers’ welfare.			
2. Company discloses its policies and practices that address supplier/contractor selection procedures			

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	The Company has adopted a recommendation to the Revised Manual of Corporate Governance 2025 and pending for the Board’s approval.	

Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond	Compliant	Please refer to the following: 1. Manual of Corporate Governance	

short-term financial measures.		2. 2017 Code of Business Conduct and Ethics	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant		
3. Company has policies and practices on training and development of its employees.	Compliant		
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	Please refer to the following: 1. Manual of Corporate Governance 2017 2. Code of Business Conduct and Ethics	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Please refer to the Policy and Data Relating to Health, Safety and Welfare of Employees, Including Sponsored Trainings.	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	Please refer to the following: 1. Manual of Corporate Governance 2017 2. Code of Business Conduct and Ethics	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant		

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		
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant		

Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

Recommendation 16.1

1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	Please further refer to the Company's Sustainability Report as an attachment to the current Annual Report under SEC Form 17-A .	
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Optional: Principle 16

1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant		
2. Company exerts effort to interact positively with the communities in which it operates	Compliant		

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of PASIG CITY, on OCT 16 2025 2025.

SIGNATURES



ESTEBAN G. PEÑA-SY
Chairman of the Board
& Director



EUGENIO T. TAN
President & Chief Executive Officer



MARIA CLARA A. CAMACHO
Independent Director



GERONIMO B. HALILI
Compliance Officer

OCT 16 2025

SUBSCRIBED AND SWORN to before me this _____, affiant(s) exhibiting to me their identification cards. as follows:

Name	Identification No.	Date & Place Issued
ESTEBAN G. PEÑA-SY	TIN No. 165-615-469-000	BIR
EUGENIO T. TAN	TIN No. 265-943-264-000	BIR
MARIA CLARA A. CAMACHO	TIN No. 103-947-884-000	BIR
GERONIMO B. HALILI	TIN No. 141-782-947-000	BIR

NOTARY PUBLIC

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Book No. 189
Series of 2025

FERDINAND D. AYAHAO
Notary Public
For and in Pasig City and the Municipality of Pateros
Appointment No. 96 (2024-2025) valid until 12/31/2025
MCLE Exemption No. VII-BEP003234, until 04/14/28
Roll No. 40377; OBP LRN 02459; OR 535886; 06/21/2001
TIN 123-011-785; PTR 2831461AA; 01/03/25; Pasig City.
U-5, G/F West Tower PSE, Exchange Road
Ortigas Center, Pasig City Tel.+632-86314090

Pursuant to the requirement of the Securities and Exchange Commission, this integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Makati on 9 October 2025.

SIGNATURES



JARODELYN N. MABALOT
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 9 October 2025, affiant exhibiting to me her identification card as follows:

Name	Identification No.	Date & Place Issued
JARODELYN N. MABALOT	TIN No. 313-653-173-000	BIR

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BOOK NO. I
SERIES OF 2025

NASHA JEMIMAH R. REYES

Notary Public for Makati City

Appointment No. M-345

Until 31 December 2026

Roll of Attorneys No. 69073

IBP No. 497164/ 03 January 2025/ Makati City

PTR NO. 10473127/06 January 2025/ Makati City

MCLE Compliance No. VIII-002 3235 /26 February 2025

8th Floor, Pacific Star Building, Sen. Gil Puyat

Avenue corner Makati Avenue, Makati City