

SECURITIES AND EXCHANGE COMMISSION

SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended
Dec 31, 2023
2. SEC Identification Number
ASO93-7946
3. BIR Tax Identification Number
003-831-302-000
4. Exact name of issuer as specified in its charter
Alliance Global Group, Inc.
5. Province, country or other jurisdiction of incorporation
Metro Manila
6. Industry Classification Code(SEC Use Only)
[REDACTED]
7. Address of principal office
7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, E. Rodriguez Jr. Avenue,
Bagumbayan, Quezon City, Metro Manila, Philippines
Postal Code
1110
8. Issuer's telephone number, including area code
(632) 8709-2038 to 41
9. Former name, former address, and former fiscal year, if changed since last report
N/A

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Alliance Global Group, Inc.

AGI

PSE Disclosure Form I-ACGR - Integrated Annual Corporate Governance Report
Reference: SEC Code of Corporate Governance for Publicly-Listed Companies, PSE
Corporate Governance Guidelines, and ASEAN Corporate Governance Scorecard

Description of the Disclosure

Alliance Global Group, Inc. submits herewith its Integrated Annual Corporate Governance Report for the year ended 31 December 2023.

Filed on behalf by:

Name	Alan Quintana
Designation	Corporate Secretary

A S 0 9 3 - 7 9 4 6

S.E.C. Registration Number

A L L I A N C E G L O B A L
G R O U P , I N C .

(Company's Full Name)

7 / F 1 8 8 0 E A S T W O O D A V E N U E
E A S T W O O D C I T Y C Y B E R P A R K
B A G U N B A Y A N Q U E Z O N C I T Y

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

DINA D.R. INTING

Contact Person

8709-2038 to 41

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

S E C F O R M I - A C G R

FORM TYPE

06

Month

3rd Thurs.

Day

Certificate of Permit to Offer Securities for Sale

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December 31, 2023**
2. SEC Identification Number **AS093-7946**
3. BIR Tax Identification No. **003-831-302-000**
4. Exact name of issuer as specified in its charter **ALLIANCE GLOBAL GROUP, INC.**
5. **Metro Manila**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark
E. Rodriguez, Jr. Avenue, Bagumbayan
Quezon City, Metro Manila, Philippines**
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8. **1110**
Postal Code
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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			
<p>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.</p>			
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	As indicated in Alliance Global Group Inc.'s (the "Company") Manual on Corporate Governance, the Board shall be composed of directors with a collective working knowledge, experience or expertise that is relevant to the Company's industry. It was further mentioned that the Board	
2. Board has an appropriate mix of competence and expertise.	Compliant		

<p>3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</p>	<p>Compliant</p>	<p>shall ensure that it has an appropriate mix of competence and expertise and that its members remain qualified for their positions, individually and collectively, to enable it to fulfill its roles and responsibilities and respond to the needs of the organization based on the evolving business environment and strategic direction.</p> <p>The Company's Manual of Corporate Governance also provides for qualifications of directors, in addition to the qualifications prescribed in the Revised Corporation Code, the Securities Regulation Code, and other relevant laws, as follows:</p> <ul style="list-style-type: none"> (a) a college degree; (b) business experience; (c) practical understanding of the business of the Company; (d) working knowledge, experience or expertise relevant to the Company's industry; (e) membership in good standing in a relevant industry, business or professional organization; and or (f) record of integrity and good repute. <p>A reading of the profiles of each of the members of the Board would show that the current Board of the Company is composed of directors with a collective working knowledge, experience or expertise that is relevant to the Company's industry and that it has an appropriate mix of competence and expertise.</p> <p>The Company has a Corporate Governance Committee, comprised of at least three (3) members, two (2) of whom are independent directors, including the Chairman, who determines</p>	
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		<p>the nomination and election process for the Company's directors and the general profile of board members that the Company may need to ensure that appropriate knowledge, competencies and expertise complement the existing skills of the Board.</p> <ul style="list-style-type: none"> • Members of the Board of Directors - 2023 Annual Report p. 81-85 https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 • Manual of Corporate Governance Revised as of 30 May 2017, p. 4-8 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 • Members of the Board and their experience, competence, and expertise – 2023 Information Statement p. 9-13 https://www.allianceglobalinc.com/asm2022/reports/definitive-information-statement-2023-asm 	
Recommendation 1.2			
<p>1. Board is composed of a majority of non-executive directors.</p>	<p>Compliant</p>	<p>The Board membership includes executive and nonexecutive directors to prevent any directors or small group of directors from dominating the decision-making process. Majority of the Board is comprised of non-executive directors. Out of the seven directors, three directors are executive directors and four are non-executive directors.</p> <ul style="list-style-type: none"> • Members of the Board of Directors - 2023 Annual Report, p. 81 https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 	

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>The Company updates its directors with current trends and relevant training by allocating an annual training budget for its Directors and officers to attend continuing professional development programs and other applicable courses, conferences, and seminars. These programs allow the directors to continually enhance their knowledge and skills in creating better strategic solutions for the Company.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 3, 9, 13 <p>https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017</p>	
<p>2. Company has an orientation program for first time directors.</p>	<p>Compliant</p>	<p>The Company requires new directors to complete an orientation program on the Company's business and structure, vision and mission, business strategy, Manual on Corporate Governance and Policies, Articles, By-Laws, Corporate Governance Manual, Board and Committee Charters, SEC-mandated governance topics, and other subjects necessary for the improving their duties and responsibilities.</p> <p>The Company holds relevant annual continuing training for all directors to promote effective board performance and continuing qualification of the directors in carrying out their duties and responsibilities. In 2023, the Company held a Corporate Governance Training seminar for its directors and key officers. The seminar was facilitated by the Center for Training and Development Inc. One independent director attended a seminar facilitated by the Institute of Corporate Directors.</p>	
<p>3. Company has relevant annual continuing training for all directors.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 3, 	

		<p>9, 13 & 19 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017</p> <ul style="list-style-type: none"> • Disclosure on the 2023 Annual Corporate Governance Training November 24, 2023 – https://edge.pse.com.ph/openDiscViewer.do?edge_no=4046895d84afad7f9e4dc6f6c9b65995 December 1, 2023 - https://edge.pse.com.ph/openDiscViewer.do?edge_no=8934490e67dd03aa9e4dc6f6c9b65995 	
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Recommendation 1.4

<p>1. Board has a policy on board diversity.</p>	<p>Compliant</p>	<p>The Board membership includes executive and nonexecutive directors to prevent any directors or small group of directors from dominating the decision-making process. However, the non-executive directors should possess the qualifications and stature to participate effectively in the deliberations of the Board.</p> <p>To the extent possible, the Company tries to encourage nominees with different backgrounds, different genders, and from different sectors.</p> <ul style="list-style-type: none"> • Revised Manual of Corporate Governance https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 <p>The Board is Composed of six male directors and one female director, as follows Andrew L. Tan Kevin Andrew L. Tan Kingson U. Sian</p>	
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		<p>Katherine L. Tan Jesli A. Lapus Anthony T. Robles Enrique M. Soriano III</p> <ul style="list-style-type: none"> Members of the Board of Directors, 2023 Annual Report p. 81 https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 	
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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.			
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Recommendation 1.5

1. Board is assisted by a Corporate Secretary.	Compliant	<p>The Board is assisted by its Corporate Secretary, Atty. Alan B. Quintana and Assistant Corporate Secretary, Ms. Nelileen S. Baxa. The Corporate Secretary and Assistant Corporate Secretary are not members of the Board of Directors and are separate individuals from the Compliance Officer.</p> <ul style="list-style-type: none"> Qualifications and Functions of the Corporate Secretary based on the Company's Revised Manual on Corporate Governance p. 21-22 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 Profiles of Atty. Quintana and Ms. Baxa in the 2023 Annual Report p. 85-86 https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 	
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		

		<ul style="list-style-type: none"> • 2023 General Information Sheet https://www.allianceglobalinc.com/reports/general-information-sheet-2023-amended • The Profiles of Atty. Quintana and Ms. Baxa are stated in p.13 of the 2023 Information Statement https://www.allianceglobalinc.com/reports/definitive-information-statement-2023-asm 	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<p>In 2023, the Company held a Corporate Governance Training seminar for its directors and key officers, including its Corporate Secretary. The seminar was facilitated by the Center for Training and Development Inc.</p> <ul style="list-style-type: none"> • Disclosure on the 2023 Annual Corporate Governance Training November 24, 2023 – https://edge.pse.com.ph/openDiscViewer.do?edge_no=4046895d84afad7f9e4dc6f6c9b65995 December 1, 2023 - https://edge.pse.com.ph/openDiscViewer.do?edge_no=8934490e67dd03aa9e4dc6f6c9b65995 	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.		To promote transparency, collaboration, and effective decision-making, the Directors have implemented a guideline requiring all relevant meeting materials to be disseminated to the relevant attendees no later than five business days before the scheduled meeting date. This timeframe will allow each attendee ample opportunity to thoroughly review the documentation, ensuring informed discussions and well-considered decisions during the meetings.	
Recommendation 1.6			

1. Board is assisted by a Compliance Officer.	Compliant	The Board is assisted by its Compliance Officer, Ms. Dina D.R. Inting. The Compliance Officer has a rank of at least a Senior Vice President or an equivalent position with adequate stature and authority in the Company. The Compliance Officer is not a member of the Board of Directors and annually attends a training on corporate governance.	
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	<ul style="list-style-type: none"> • Role and Functions of the Compliance Officer - Revised Manual on Corporate Governance p. 3 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 • Profile of the Compliance Officer - 2023 Annual Report p. 85 https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 • Profile of the Compliance Officer - 2023 Information Statement p. 13 https://www.allianceglobalinc.com/reports/definitive-information-statement-2023-asm • 2023 General Information Sheet https://www.allianceglobalinc.com/reports/general-information-sheet-2023-amended 	
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>In 2023, the Company held a Corporate Governance Training seminar for its directors and key officers, including its Compliance Officer. The seminar was facilitated by the Center for Training and Development Inc.</p> <ul style="list-style-type: none"> • Disclosure on the 2023 Annual Corporate Governance Training November 24, 2023 – https://edge.pse.com.ph/openDiscViewer.do?edge_no=4046895d84afad7f9e4dc6f6c9b65995 	

		December 1, 2023 - https://edge.pse.com.ph/openDiscViewer.do?edge_no=8934490e67dd03aa9e4dc6f6c9b65995	
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	The Board performed their duties by acting through resolutions obtained in meetings such as but not limited to the annual stockholders' meeting, regular and/or special board meetings, etc. <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 8 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	The Board oversees the development of and approves the Company's business objectives and strategy and monitors the implementation thereof,	

<p>2. Board oversees and monitors the implementation of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p>in order to sustain long-term viability and strength.</p> <ul style="list-style-type: none"> • Revised Manual of Corporate Governance p. 8 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 • Minutes of the Annual Stockholders' Meeting https://www.allianceglobalinc.com/reports/minutes-stockholders-meetings-2023 	
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Supplement to Recommendation 2.2

<p>1. Board has a clearly defined and updated vision, mission and core values.</p>	<p>Compliant</p>	<p>The Company has the following vision and mission which can be accessed in the company website: https://www.allianceglobalinc.com/about-us</p> <p>“We are priming ourselves for international competitiveness in the new century by consistently delivering products and services that meet the quality standards of markets both here and abroad. Through continuing research and innovation, we will enhance the company's ability to gain customer satisfaction and goodwill and build on our market franchise.</p> <p>As a world-class Filipino conglomerate, we will be an active partner in national economic development through the pursuit of excellence in our core businesses and investment in industries that offer more room for profitability and growth. As a matter of policy, we will</p>	
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		<p>always adapt to the dynamics of the market. Through export development and competitive pricing, we will enhance our competitiveness in an ever-expanding marketplace.</p> <p>We will constantly strive to enhance shareholder value by making our products and services desirable, accessible and affordable to the target consumers in the Philippines and abroad. Through a continuing reward program, our stockholders will be entitled to an immediate share in the company's gains in the form of stock or cash dividends."</p> <p>The vision, mission and core values of the company may be reviewed annually by the Board of Directors, or as the need arises.</p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	<p>The Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 8, 13 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>The Board is headed by a competent and qualified Chairperson, Dr. Andrew L. Tan.</p> <ul style="list-style-type: none"> 2023 Annual Report p. 81-82 https://www.allianceglobalinc.com/company- 	

		disclosures/agi-17a-2023 <ul style="list-style-type: none"> 2023 Information Statement p. 9 https://www.allianceglobalinc.com/reports/definitive-information-statement-2023-asm	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<p>The Board ensures and adopts an effective succession planning program for directors, key officers and management.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 9 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017	
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	<p>The Company follows the guideline that the levels of remuneration of the Company should be sufficient to be able to attract and retain the services of qualified and competent directors and officers. A portion of the remuneration of executive directors may be structured or be based on corporate and individual performance. The Board aligns the remuneration of key officers and board members with the long-term interests of the Company.</p> <p>The Company may establish formal and transparent procedures for the development of a policy on executive remuneration or determination of remuneration levels for individual directors and officers depending on the particular needs of the Company. No director should participate in deciding on his remuneration.</p>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		

		<p>Key senior executive officers of the Company are entitled to an executive stock option plan to motivate such officers to continue their efforts in contributing to the long-term financial success of the Company.</p> <p>The Corporate Governance Committee is in charge of establishing a formal and transparent procedure to develop a policy for determining the remuneration of directors and officers that is consistent with the Company's culture and strategy as well as the business environment in which it operates.</p> <ul style="list-style-type: none"> • 2023 Annual Report p. 87-88 https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 • Revised Manual on Corporate Governance p. 12-13 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	<ul style="list-style-type: none"> • Revised Manual on Corporate Governance p. 12-13 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	

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.			
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	<p>The Directors are elected annually by the stockholders at the annual stockholders' meeting to serve until the election and qualification of their successors. The Corporate Governance Committee determines the nomination and election process for the Company's directors and the general profile of board members that the Company may need to ensure that appropriate knowledge, competencies and expertise that complement the existing skills of the Board. The list of nominees are submitted to the Corporate Governance Committee and it reviews, evaluates, pre-screens and shortlists all candidates nominated to become a member of the Board of Directors and other appointments requiring Board approval to ensure that candidates possess all the required qualifications.</p> <p>On the other hand, the nomination and selection process for Independent Directors is as follows:</p> <ul style="list-style-type: none"> • Nomination of independent directors shall be conducted by a committee prior to a stockholders' meeting. All recommendations shall be signed by nominating stockholders and shall bear the conformity of the nominees. • The Corporate Governance Committee 	
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		

		<p>shall pre-screen the nominees and prepare a final list of candidates.</p> <ul style="list-style-type: none"> The final list of candidates shall be made available to the Securities and Exchange Commission and to all stockholders through the filing and distribution of the Information Statement, in accordance with SRC Rule 20, or in such other reports the Company is required to submit to the sec. The name of the person or group of persons who recommended the nominees for independent directors shall be identified in such report including any relationship to the nominees. Revised Manual on Corporate Governance p. 14-15, p. 27 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
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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>			
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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 related party transactions (RPTs) and other unusual or infrequently occurring transactions.</p>	<p>Compliant</p>	<p>The Company has adopted a group-wide Material Related Party Transactions Policy encompassing all entities within the conglomerate, taking into account its size, structure, risk profile and complexity of operations. It provides a mechanism for the identification, review, approval and reporting of related party transactions, and the determination, monitoring and management of Material RPT in compliance with the Material</p>	
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<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p>Compliant</p>	<p>Related Party Transactions Rules mandated in Securities and Exchange Commission Circular No. 10-2019. Through this Policy, the Company, its subsidiaries and associates endeavor to enhance transparency in its transactions and promote the best interest of its shareholders and other stakeholders.</p>	
<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> ● Revised Manual on Corporate Governance p. 8, 9, 18-19 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 <p>The Board, thru the Related Party Transactions Committee, is tasked with reviewing all material related party transactions of the Corporation.</p> <p>The material RPTs approved are discussed in Note 30 of the Consolidated Financial Statements for the year 2023, p. 108-112. https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023</p> <ul style="list-style-type: none"> ● Amended Related Party Transactions Policy https://www.allianceglobalinc.com/sites/default/files/2021-05/Related%20Party%20Transactions%20Policy%20as%20Amended%20on%2018%20May%202021.pdf 	

Supplement to Recommendations 2.7

<p>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.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Amended Related Party Transactions Policy p. 2, 6-8 https://www.allianceglobalinc.com/sites/default/files/2021-05/Related%20Party%20Transactions%20Policy%20as%20Amended%20on%2018%20May%202021.pdf <p>The material RPTs approved are discussed in Note 30 of the Consolidated Financial Statements for the year 2023, p. 108-112. https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023</p>	
<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>Compliant</p>	<p>Per the Company's Revised Manual on Corporate Governance, the Board has the responsibility to establish a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings. The Company reports the related party transactions in its Annual Report, Audited Financial Statements, and Definitive Information Statement, which are presented to all the stockholders for approval during the annual meeting.</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>The Company's Revised Manual on Corporate Governance p. 8, found at https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017, contains the Board's policy and responsibility for approving the selection of management.</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>	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 8, 13 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017, contains the Board's policy and responsibility for assessing the performance of management. 	
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>	<p>Compliant</p>	<p>The Board shall periodically evaluate and monitor the implementation of such policies and strategies, including the business plans and operating budgets and monitor and assess the Management's overall performance based on established performance standards that are consistent with the Corporation's strategic objectives.</p>	
<p>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.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 9, 13 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
Recommendation 2.10			
<p>1. Board oversees that an appropriate internal control system is in place.</p>	<p>Compliant</p>	<p>As indicated in the Company's Manual on Corporate Governance, the control</p>	

<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>	<p>Compliant</p>	<p>environment of the Company consists, among others, of the Board which ensures that the Company is properly and effectively managed and supervised. Furthermore, the Board is mandated to adopt internal control mechanisms for the performance of its oversight responsibility. In this regard, one of the responsibilities of the Company's Audit Committee is to assist the Board in the performance of its oversight responsibility for the Company's system of internal control, and to monitor and evaluate the adequacy and effectiveness of the Company's internal control system.</p> <p>The directors are required by the Company to conduct fair business transactions with the Company, and ensure that each one's personal interest does not conflict with the interests of the Company. The basic principle to be observed is that a director should not use his position to profit or gain some benefit or advantage for himself and/or his related interests. He should avoid situations that may compromise his impartiality. If an actual or potential conflict of interest may arise on the part of a director, he should fully and immediately disclose it and should not participate in the decision-making process. A director who has a continuing material conflict of interest should seriously consider resigning from his position. A conflict of interest shall be considered material if the director's personal or business interest is antagonistic to that of the Company, or stands to acquire or gain financial advantage at the expense of the Company.</p>	
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		<p>The 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.</p> <ul style="list-style-type: none"> • Revised Manual on Corporate Governance p. 9, 10, 12 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 • Audit Committee Charter https://www.allianceglobalinc.com/company-disclosures/audit-committee-charter 	
3. Board approves the Internal Audit Charter.	Compliant	<ul style="list-style-type: none"> • Audit Committee Charter https://www.allianceglobalinc.com/company-disclosures/audit-committee-charter 	
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>The Board Risk Oversight Committee shall be responsible for the oversight of the Company's Enterprise Risk Management system to ensure its functionality and effectiveness.</p> <p>The Company shall proactively manage its perceived risks by continuously identifying, mitigating or controlling and monitoring serious risks in collaboration with key risk owners, critical support units and, if necessary, with proper external entities.</p> <ul style="list-style-type: none"> • Revised Manual on Corporate Governance p. 9, 12, 15 & 16 	
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		

		https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017	
		<ul style="list-style-type: none"> Enterprise Risk Management Policy https://www.allianceglobalinc.com/corporate-governance/enterprise-risk-management	

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	<p>The Corporation's Manual on Corporate Governance serves the purpose of a Board Charter. It clearly states the roles, responsibilities and accountabilities of the Board in carrying out their fiduciary role. (p. 6 – 11 of the Revised Manual on Corporate Governance)</p> <p>The Corporation's Revised Manual on Corporate Governance is publicly available and posted on the company's website:</p> <p>https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017</p>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website.	Compliant		

Additional Recommendation to Principle 2

1. Board has a clear insider trading policy.	Compliant	<p>The company's policy on the respect for trade secrets and/or use of non-public information can be found at its corporate website, https://www.allianceglobalinc.com/corporate-governance/companys-policies</p>	
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Optional: Principle 2

<p>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.</p>	<p>Compliant</p>	<p>The Company does not practice granting of loans to its directors. In case loans are granted, these are considered a related party transaction covered by the Company's Amended Related Party Transactions Policy and such a transaction shall be conducted at arm's length basis and at market rates.</p> <p>https://www.allianceglobalinc.com/sites/default/files/2021-05/Related%20Party%20Transactions%20Policy%20as%20Amended%20on%2018%20May%202021.pdf</p>	
<p>2. Company discloses the types of decision requiring board of directors' approval.</p>	<p>Compliant</p>	<p>The company discloses decisions requiring Board approval, including but not limited to, declarations of dividends, notice and setting of annual stockholders' meetings, and other material transactions. These are disclosed with the PSE and posted at the company's website at</p> <p>https://www.allianceglobalinc.com/company-disclosure</p> <p>Furthermore, the type of decisions that were approved by the Board of Directors are disclosed in Company's Definitive Information Statement, as well as through the SEC Form 17-C reports disclosed by the Company to the PSE and SEC, and uploaded to the Company website.</p>	

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

Recommendation 3.1

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p>The Board establishes board committees, as it may deem necessary, that focus on specific board functions to aid in the optimal performance of its roles and responsibilities. The Company has four (4) committees – the Corporate Governance Committee (which also serves as the Nominations Committee), Board Risk Oversight Committee, Audit Committee, and Related Party Transactions Committee.</p> <ul style="list-style-type: none"> ● Revised Manual on Corporate Governance p. 13-19 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 ● Information on all the board committees can be found at https://www.allianceglobalinc.com/corporate-governance/board-committees 	
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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>The Audit Committee shall have oversight capability over the Company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p> <ul style="list-style-type: none"> ● Revised Manual on Corporate Governance p. 16-18 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 ● Audit Committee Charter https://www.allianceglobalinc.com/company-disclosures/audit-committee-charter ● Information on all the board committees established by the company can be found at 	
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		https://www.allianceglobalinc.com/corporate-governance/board-committees	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	<p>The Audit Committee is composed of three (3) members, two (2) of whom are independent directors, including the Chairman. At least one of the members has audit experience.</p> <p>Audit Committee Members:</p> <ul style="list-style-type: none"> • Anthony T. Robles (Independent Director) - Chairman • Enrique M. Soriano III (Independent Director) - Member • Andrew L. Tan - Member <ul style="list-style-type: none"> • Information on all the board committees established by the company can be found at https://www.allianceglobalinc.com/corporate-governance/board-committees • Disclosure on the election of Audit Committee Members for the covered period can be found at https://edge.pse.com.ph/openDiscViewer.do?edge_no=97f4d1965b21876a9e4dc6f6c9b65995 	
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>All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p> <p>The following provides information on the members of the Board Committees, including their qualifications and type of directorship:</p> <ul style="list-style-type: none"> • Corporate website https://www.allianceglobalinc.com/corporate-governance/board-committees • 2023 Annual Report p. 81-85 	

		https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	Anthony T. Robles (Independent Director) is the Chairman of the Audit Committee and does not hold chairmanship position in any other Board committees. https://www.allianceglobalinc.com/corporate-governance/board-committees	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	The Audit Committee evaluates and approves non-audit work by external auditor, including the fees payable therefor. <ul style="list-style-type: none"> • Revised Manual on Corporate Governance, p. 17 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 • Audit Committee Charter, p. 4 https://docs.google.com/viewerng/viewer?url=https://www.allianceglobalinc.com/sites/default/files/2019-09/AGIAuditCommitteeCharter_0.pdf • 2023 Annual Report p. 80 https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 	

<p>2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.</p>	<p>Compliant</p>	<p>The Audit Committee reviews with management and external auditors the results of the audit, including any difficulties encountered and other issues warranting the attention of the Committee, and resolve any disagreements between management and the external auditors regarding financial reporting. Meetings are held prior to and post audit or in accordance with the results of the review.</p> <ul style="list-style-type: none"> • Audit Committee Charter, p. 2 https://docs.google.com/viewerng/viewer?url=https://www.allianceglobalinc.com/sites/default/files/2019-09/AGIAuditCommitteeCharter_0.pdf 	
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Optional: Recommendation 3.2

<p>1. Audit Committee meet at least four times during the year.</p>	<p>Compliant</p>	<p>The Audit Committee meets at least four (4) times a year, or as often as called by the Chairman of the Committee</p> <ul style="list-style-type: none"> • Audit Committee Charter, p. 1 https://docs.google.com/viewerng/viewer?url=https://www.allianceglobalinc.com/sites/default/files/2019-09/AGIAuditCommitteeCharter_0.pdf 	
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<p>2. Audit Committee approves the appointment and removal of the internal auditor.</p>	<p>Compliant</p>	<p>The Audit Committee approves the appointment and/or grounds for approval of an internal audit head or Chief Audit Executive, the terms of engagement and removal, as well as outsourcing of internal audit services.</p> <ul style="list-style-type: none"> • Revised Manual on Corporate Governance p. 17 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
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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>The Corporate Governance Committee is 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> <ul style="list-style-type: none"> • Revised Manual on Corporate Governance p. 13-15 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 • Information on Board Committees https://www.allianceglobalinc.com/corporate-governance/board-committees 	
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Compliant</p>	<p>Under the Manual on Corporate Governance, the Corporate Governance Committee shall be composed of three (3) members, two (2) of whom are independent directors, including the Chairman.</p> <p>The following are the current members of the Corporate Governance Committee, all of whom are independent directors:</p> <ul style="list-style-type: none"> – Jesli A. Lopus (Independent Director) – Chairman – Anthony T. Robles (Independent Director) – Member – Enrique M. Soriano III (Independent Director) – Member <ul style="list-style-type: none"> • 2023 General Information Sheet https://www.allianceglobalinc.com/asm2022/reports/general-information-sheet-2023-amended • Information on Board Committees https://www.allianceglobalinc.com/corporate-governance/board-committees 	

		<ul style="list-style-type: none"> Disclosure on the election of the Corporate Governance Committee Members for the covered period can be found at https://edge.pse.com.ph/openDiscViewer.do?edge_no=97f4d1965b21876a9e4dc6f6c9b65995 	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	<p>The Chairman of the Corporate Governance Committee, Dr. Jesli A. Lapus, is an independent director.</p> <ul style="list-style-type: none"> Information on Board Committees https://www.allianceglobalinc.com/corporate-governance/board-committees 2023 General Information Sheet https://www.allianceglobalinc.com/asm2022/reports/general-information-sheet-2023-amended 	
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	<p>The Board Risk Oversight Committee shall be responsible for the oversight of the Company's Enterprise Risk Management system to ensure its functionality and effectiveness.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 15-16 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 Information on Board Committees https://www.allianceglobalinc.com/corporate- 	

		governance/board-committees	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	<p>The Board Risk Oversight Committee is composed of three (3) members, two (2) of whom are independent directors, including the Chairman.</p> <p>Board Risk Oversight Members are as follows:</p> <ul style="list-style-type: none"> – Enrique M. Soriano III (Independent Director) – Chairman – Anthony T. Robles (Independent Director) - Member – Kevin Andrew L. Tan – Member <ul style="list-style-type: none"> • Corporate website https://www.allianceglobalinc.com/corporate-governance/board-committees • 2023 General Information Sheet https://www.allianceglobalinc.com/asm2022/reports/general-information-sheet-2023-amended • Disclosure on the election of the Board Risk Oversight Members for the covered period can be found at https://edge.pse.com.ph/openDiscViewer.do?edge_no=97f4d1965b21876a9e4dc6f6c9b65995 	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	<p>Enrique M. Soriano III (Independent Director) is the Chairman of BROC and he is not the Chairman of the Board or of any other committee</p> <ul style="list-style-type: none"> • Corporate website https://www.allianceglobalinc.com/corporate- 	

		governance/board-committees <ul style="list-style-type: none"> 2023 General Information Sheet https://www.allianceglobalinc.com/asm2022/reports/general-information-sheet-2023-amended 	
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	Compliant	<p>At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.</p> <ul style="list-style-type: none"> 2023 Annual Report p. 81-85 https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 	
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>The Related Party Transactions Committee shall be tasked with reviewing all material related party transactions of the Company.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 18-19 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 Amended Related Party Transactions Policy https://www.allianceglobalinc.com/sites/default/files/2021-05/Related%20Party%20Transactions%20Policy%20as%20Amended%20on%2018%20May%202021.pdf Corporate website https://www.allianceglobalinc.com/corporate-governance/board-committees 2023 General Information Sheet https://www.allianceglobalinc.com/asm2022/rep 	

		orts/general-information-sheet-2023-amended	
<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>The Related Party Transaction Committee is composed of three (3) members, two (2) of whom are independent directors, including the Chairman.</p> <p>The following are the Related Party Transaction Committee Members:</p> <ul style="list-style-type: none"> - Jesli A. Lopus (Independent Director) - Chairman - Anthony T. Robles (Independent Director) - Member - Andrew L. Tan - Member <ul style="list-style-type: none"> ● RPT Committee composition https://www.allianceglobalinc.com/corporate-governance/board-committees; 	

		<ul style="list-style-type: none"> Disclosure on the election of the RPT Committee Members for the covered period can be found at https://edge.pse.com.ph/openDiscViewer.do?edge_no=97f4d1965b21876a9e4dc6f6c9b65995 	
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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.	Non-compliant		The Audit Committee has a charter which provides standards for the evaluation of its performance and is properly disclosed in the company's website. The respective purposes, memberships, structures, operations, reporting process, resources and other relevant information of the other committees are stated in the Revised Manual on Corporate Governance.
2. Committee Charters provide standards for evaluating the performance of the Committees.	Non-compliant		
3. Committee Charters were fully disclosed on the company's website.	Non-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

<p>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.</p>	<p>Compliant</p>	<p>The Company conducts scheduled monthly and special Board meetings, if necessary. In 2023, the Board convened 18 times. All directors had perfect attendance.</p> <p>According to the Revised Manual on Corporate Governance and Amended By-Laws, the members of the Board, including Independent Directors, must attend all its regular and special meetings in person or through teleconferencing, if applicable, conducted by the rules and regulations of the Commission. Exceptions to this policy would be justifiable in cases such as illness, death in the immediate family, and serious accidents preventing the person from doing so.</p> <ul style="list-style-type: none"> ● Revised Manual of Corporate Governance p. 10-11 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 ● Disclosure on Attendance to Board Meetings for the year 2023 https://edge.pse.com.ph/openDiscViewer.do?edge_no=47eb760e61a7d630abca0fa0c5b4e4d0 ● Minutes of Annual Stockholders' Meetings https://www.allianceglobalinc.com/reports/minutes-stockholders-meetings-2023 	
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>Compliant</p>	<p>In Board and Committee meetings, directors are expected to have reviewed meeting materials.</p> <ul style="list-style-type: none"> ● Revised Manual on Corporate Governance p. 10-11 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	

3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>If called for, directors are encouraged to ask the necessary questions or seek clarifications or explanations in Board and Committee meetings.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 10-11 <p>https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017</p>	
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Recommendation 4.2

1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	<p>The company's Revised Manual on Corporate Governance (page 6) sets the limit to a maximum of five (5) publicly listed companies that a non-executive director can hold simultaneously. The relevant provision of the Manual states:</p> <p>"The non-executive directors of the Board should concurrently serve as directors to a maximum of five (5) publicly listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the Corporation."</p> <p>https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017</p> <p>The Non-Executive Directors concurrently holds board seats in the following publicly-listed companies:</p> <ul style="list-style-type: none"> JESLI A. LAPUS – STI EDUCATION SYSTEMS HOLDINGS, INC. (STI), and Emperador, Inc. (EMI); ENRIQUE M. SORIANO – Emperador, Inc. (EMI) ANTHONY T. ROBLES – does not hold a 	
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		<p>directorship position in any other publicly-listed company.</p> <p>As disclosed in the following resources:</p> <ul style="list-style-type: none"> • 2023 Annual Report p. 81-85 https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 • 2023 Information Statement p. 9-13 https://www.allianceglobalinc.com/asm2022/reports/definitive-information-statement-2023-asm 	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	<p>A director shall notify the Board where he/she is an incumbent director before accepting a directorship in another company to be able to assess if his/her responsibilities and commitment to the Company will be affected.</p> <ul style="list-style-type: none"> • Revised Manual on Corporate Governance p. 20-21 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
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>The Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.</p> <ul style="list-style-type: none"> • 2023 Information Statement p. 9-13 https://www.allianceglobalinc.com/asm2022/reports/definitive-information-statement-2023-asm 	

2. Company schedules board of directors' meetings before the start of the financial year.			
4. Board of directors meet at least six times during the year.	Compliant	<p>The Board convened eighteen (18) times during the covered period. All directors had perfect attendance.</p> <ul style="list-style-type: none"> • Disclosure on Attendance of Directors in Board Meetings for the year 2023: <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=47eb760e61a7d630abca0fa0c5b4e4d0</p>	
5. Company requires as minimum quorum of at least 2/3 for board decisions.			

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

Recommendation 5.1

1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	<p>The Company has 3 Independent Directors, namely, Jesli A. Lapus, Enrique M. Soriano III, and Anthony T. Robles. Collectively, the independent directors constitute one-third of the membership of the Board.</p> <ul style="list-style-type: none"> • 2023 General Information Sheet https://www.allianceglobalinc.com/reports/general-information-sheet-2023-amended • 2023 Annual Report p. 81 https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 	
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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>The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p> <ul style="list-style-type: none"> 2023 Annual Report p. 81-85 <p>https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023</p>	
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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>Per Company's Code of Business Conduct and Ethics, https://www.allianceglobalinc.com/corporate-governance/code-of-business-conduct-and-ethics, a director should not use his position to profit or gain some benefit or advantage for himself and/or his related interest. If an actual or potential conflict of interest may arise on the part of a director, he should fully and immediately disclose it and should not participate in the decision-making process.</p> <p>In view of the above, Company has no shareholder agreements, by-laws provisions or other arrangements that constrain the directors' ability to vote independently.</p>	
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Recommendation 5.3

<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	<p>Compliant</p>	<p>None of the current and incumbent Independent Directors of the Company has exceeded the cumulative of nine years, reckoned from 2012, during the period. The term of the current Independent Directors are as follows:</p> <table border="1" data-bbox="936 1289 1639 1425"> <thead> <tr> <th data-bbox="936 1289 1220 1390">Independent Director (ID)</th> <th data-bbox="1220 1289 1473 1390">Date First Elected</th> <th data-bbox="1473 1289 1639 1390">No. of years as ID</th> </tr> </thead> <tbody> <tr> <td data-bbox="936 1390 1220 1425">Jesli A. Lapus</td> <td data-bbox="1220 1390 1473 1425">June 17, 2021</td> <td data-bbox="1473 1390 1639 1425">2 years</td> </tr> </tbody> </table>	Independent Director (ID)	Date First Elected	No. of years as ID	Jesli A. Lapus	June 17, 2021	2 years	
Independent Director (ID)	Date First Elected	No. of years as ID							
Jesli A. Lapus	June 17, 2021	2 years							

		<table border="1"> <tr> <td>Enrique Soriano III</td> <td>June 16, 2022</td> <td>1 year</td> </tr> <tr> <td>Anthony T. Robles</td> <td>June 16, 2022</td> <td>1 year</td> </tr> </table> <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 4 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 2023 Annual Report p. 81-85 https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 	Enrique Soriano III	June 16, 2022	1 year	Anthony T. Robles	June 16, 2022	1 year	
Enrique Soriano III	June 16, 2022	1 year							
Anthony T. Robles	June 16, 2022	1 year							
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 4 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 							
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>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.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 4 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 							

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>The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals. The Chairman of the Board is Dr. Andrew L. Tan while the Chief Executive Officer is Mr. Kevin Andrew L. Tan</p> <ul style="list-style-type: none"> • 2023 Annual Report p. 81 https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 • 2023 General Information Sheet https://www.allianceglobalinc.com/reports/general-information-sheet-2023-amended 	
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>Compliant</p>	<p>The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities as set forth in the Company's Revised Manual on Corporate Governance.</p> <ul style="list-style-type: none"> • Revised Manual on Corporate Governance, p. 19-20, https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	

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>	<p>Compliant</p>	<p>Since the Chairman of the Board is not an Independent Director, the Company has designated Dr. Jesli A. Lopus as the Lead Independent Director of the Board.</p> <ul style="list-style-type: none"> Revised Manual of Corporate Governance p. 20 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 2023 General Information Sheet https://www.allianceglobalinc.com/reports/general-information-sheet-2023-amended The relevant disclosure on the election/designation of the Lead Independent Director can be found at https://edge.pse.com.ph/openDiscViewer.do?edge_no=97f4d1965b21876a9e4dc6f6c9b65995 	
<p>Recommendation 5.6</p>			
<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>If an actual or potential conflict of interest may arise on the part of a director, he should fully and immediately disclose it and should not participate in the decision-making process.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance, p. 10 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 <p>The Related Party Transactions (RPT) Policy of the Company echoes the general policy statement under the Company's Code of Business Conduct and Ethics that all directors are required to</p>	

	<p>immediately disclose any relationship or association to a proposed supplier or contractor or its authorized representative to avoid conflict of interest. They are prohibited from using their authority or position to profit or gain some benefit or advantage for themselves and/or their related interest.</p> <p>Regardless of the amount of the transaction or contract, each Director is held responsible to fully and promptly notify the Company of any RPT and the personal interest he/she may have on such RPT (directly or indirectly through or on behalf of third parties, spouses or relatives) as soon as he/she becomes aware of the transaction; and to obtain approval from the Board of Directors prior to entering into the transaction.</p> <p>The Director involved shall abstain from discussion, approval and management of such transaction or matter affecting the Company. In case he/she refuses to abstain, his/her attendance and vote shall not be considered for purposes of assessing the quorum and his/her votes shall not be counted for purposes of determining majority approval.</p> <ul style="list-style-type: none"> ● Amended Related Party Transactions Policy https://www.allianceglobalinc.com/sites/default/files/2021-05/Related%20Party%20Transactions%20Policy%20as%20Amended%20on%2018%20May%202021.pdf ● There was no instance or transaction that may have compromised the impartiality of the directors. 	
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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	The non-executive directors who are also Independent Directors are part of the Board Committees and have had the required meetings under this provision.	
2. The meetings are chaired by the lead independent director.	Compliant		

Optional: Principle 5

1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	<p>The current CEO, Mr. Kevin Andrew L. Tan, occupied the same position for the past two (2) years.</p> <p>The relevant information regarding the CEO can be accessed below:</p> <ul style="list-style-type: none"> Members of the Board of Directors - 2023 Annual Report p. 81-85 https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 Members of the Board and their experience, competence, and expertise – 2023 Information Statement p. 9-13 https://www.allianceglobalinc.com/asm2022/reports/definitive-information-statement-2023-asm 	
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Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

Recommendation 6.1

1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	The Board conducts an annual self-assessment of its performance, including the performance of the	
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2. The Chairman conducts a self-assessment of his performance.	Compliant	Chairman, individual members and committees. It periodically evaluates and monitors the implementation of such policies and strategies, including the business plans and operating budgets and monitors and assesses the Management's overall performance based on established performance standards that are consistent with the Company's strategic objectives.	
3. The individual members conduct a self-assessment of their performance.	Compliant	Chairman, individual members and committees. It periodically evaluates and monitors the implementation of such policies and strategies, including the business plans and operating budgets and monitors and assesses the Management's overall performance based on established performance standards that are consistent with the Company's strategic objectives.	
4. Each committee conducts a self-assessment of its performance.	Compliant	<p>The Corporate Governance Committee takes into consideration the performance of the directors when it reviews, evaluates, pre-screens and shortlists the nominees of candidates to become a member of the Board of Directors and other appointments requiring Board approval. The performance results are collated from the most recently concluded self-assessment of the Board.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 8 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
5. Every three years, the assessments are supported by an external facilitator.	Non-compliant		The Board relies on its self-assessment and the feedback from the stockholders during annual meeting to assess its performance.

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>The Board conducts an annual self-assessment of its performance, including the performance of the Chairman, individual members and committees.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 8 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 <p>The Company believes close engagement with its stakeholders is key to sustaining its long-term growth. With this in mind, the Company undertakes various initiatives to understand and address issues and concerns, gather feedback on the effectiveness of its solutions, and build and maintain strong relationships for long-term value creation.</p>	
<p>2. The system allows for a feedback mechanism from the shareholders.</p>	<p>Compliant</p>	<p>Some of the feedback mechanisms already in place by the Company are the following:</p> <ol style="list-style-type: none"> Open Forum during the Annual Stockholders' Meetings; Analysts' Briefings Sending of questions to the Office of the Corporate Secretary at corporatesecretary@allianceglobalinc.com; and Investor Relations Office where the contact information of the Investor Relations Director is indicated in the company website 	

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>The Board adopts a Code of Business Conduct and Ethics, which can be found at its corporate website, https://www.allianceglobalinc.com/corporate-governance/code-of-business-conduct-and-ethics</p> <p>The Norms of Conduct adopted by the Board is also contained in the Revised Manual of Corporate Governance p. 10-11 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017</p>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>Compliant</p>	<p>Copies of the Code of Business Conduct and Ethics are disseminated to the Board, all senior management and employees thru the Company's Compliance Officer and by posting in its corporate website.</p>	
<p>3. The Code is disclosed and made available to the public through the company website.</p>	<p>Compliant</p>	<p>The Code of Business Conduct and Ethics may be accessed through https://www.allianceglobalinc.com/corporate-governance/code-of-business-conduct-and-ethics</p>	
<p>Supplement to Recommendation 7.1</p>			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.</p>	<p>Compliant</p>	<p>The company's policy and procedure on curbing and penalizing bribery is indicated in its Code of Business Conduct and Ethics https://www.allianceglobalinc.com/corporate-governance/code-of-business-conduct-and-ethics</p>	
<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.	Compliant	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 11-12 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	The Directors, Senior Management, and employees of the Company are required to comply with the Code of Business Conduct and Ethics.	

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	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 28-29 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 <p>All reports and disclosures are made available to its shareholders and stakeholders thru comprehensive, accurate, reliable and timely disclosures through PSE EDGE and corporate website postings. The Company holds analysts' briefing quarterly and annually, and gives presentations on the Company's financial condition, results and business operations before (thru the Information Statement), during (thru presentations made by its Investor Relations Director), and after (thru the press briefing held immediately after) the Annual Stockholders' Meetings.</p>	
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Supplement to Recommendations 8.1

<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>Compliant</p>	<p>The reports were submitted to the PSE for publication as follows:</p> <p>First Quarter Report – May 15, 2023 Second Quarter Report – August 14, 2023 Third Quarter Report – November 14, 2023</p>	<p>The 2023 Annual Report (SEC Form 17-A) including the Consolidated annual financial statements was submitted on April 29, 2024.</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 the controlling shareholders' voting power and overall equity position in the company.</p>	<p>Compliant</p>	<p>The risks associated with the business are disclosed in the 2023 Annual Report, p. 53-55.</p> <p>The degree of ownership concentration, particularly the security ownership of certain beneficial owners and management, and principal stockholders are disclosed in the 2023 Annual Report p. 63 (Top 20 stockholders) and p. 88 (Security Ownership).</p> <p>https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023</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>All Forms 23-A (Initial Statement of Beneficial Ownership of Securities) and Forms 23-B (Statement of Changes in Beneficial Ownership of Securities) disclosures/reports are properly filed with the SEC and the PSE.</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>	<ul style="list-style-type: none"> • Revised Manual on Corporate Governance https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 • SEC Form 23-A/B https://www.allianceglobalinc.com/company-disclosures/sec-form-23-ab 	

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>	Compliant	<p>The dealings of directors, management and top 100 shareholders involving the corporation's shares including their nature, number/percentage and date of transaction, as well as the disclosures on the share buy-back transactions of the company, are disclosed in the corporate website, https://www.allianceglobalinc.com/company-disclosure.</p> <p>The company's Conglomerate Map can be viewed at https://www.allianceglobalinc.com/about-us</p>	
Recommendation 8.3			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	Compliant	<p>The directors' academic qualifications, membership in other boards, other executive positions, professional experiences, and expertise, and share ownership in the company are disclosed in the following reports:</p> <ul style="list-style-type: none"> • 2023 Annual Report p. 81-85 https://www.allianceglobalinc.com/company-disclosures/aji-17a-2023 • SEC Form 23-A or 23-B https://www.allianceglobalinc.com/company-disclosures/sec-form-23-ab 	
<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>	Compliant	<p>The key officers' academic qualifications, membership in other boards, other executive positions, professional experiences, and expertise, are disclosed in the following reports:</p> <ul style="list-style-type: none"> • 2023 Annual Report p. 81-85 https://www.allianceglobalinc.com/company- 	

		disclosures/agi-17a-2023	
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	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 12-13 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 12-13 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 12-13 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 2023 Information Statement p. 16-17 https://www.allianceglobalinc.com/reports/definitive-information-statement-2023-asm 	
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>	<ul style="list-style-type: none"> The Board thru its Related Party Transaction Committee, is tasked with reviewing all material related party transactions of the Corporation, as indicated in the Revised Manual on Corporate Governance, p. 18-19 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 Amended Related Party Transactions Policy https://www.allianceglobalinc.com/sites/default/files/2021-05/Related%20Party%20Transactions%20Policy%20as%20Amended%20on%2018%20May%202021.pdf 	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p>All material RPTs for the previous year are disclosed in Note 30 of the Consolidated Financial Statements for the year 2023. https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023</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>If an actual or potential conflict of interest may arise on the part of a director, he should fully and immediately disclose it and should not participate in the decision-making process. A director who has a continuing material conflict of interest should seriously consider resigning from his position. A conflict of interest shall be considered material if the director's personal or business interest is antagonistic to that of the Company, or stands to acquire or gain financial advantage at the expense of the Company.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 10 https://www.allianceglobalinc.com/company- 	

		disclosures/manual-corporate-governance-2017	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	<p>The Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p> <ul style="list-style-type: none"> Amended Related Party Transactions Policy https://www.allianceglobalinc.com/sites/default/files/2021-05/Related%20Party%20Transactions%20Policy%20as%20Amended%20on%2018%20May%202021.pdf 	
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	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 28 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 <p>All material facts or events 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 are disclosed with the Philippine Stock Exchange and posted on the company website.</p>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	On significant transactions, the Board obtains independent appraisal reports.	
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 control, ownership, and strategic direction of the company.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> 2023 Information Statement p. 7-8 https://www.allianceglobalinc.com/reports/definitive-information-statement-2023-asm <p>The Company has no knowledge of persons holding more than 5% of its voting securities under a voting trust or similar agreement, and of any arrangements among stockholders that may result in a change in control of the Company.</p> <p>All agreements that may impact on the control, ownership, and strategic direction of the company are disclosed by the Company as necessary. https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=212</p>	
<p>Recommendation 8.7</p>			
<p>1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).</p>	<p>Compliant</p>	<p>The Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).</p>	
<p>2. Company's MCG is submitted to the SEC and PSE.</p>	<p>Compliant</p>	<p>The Company's MCG is submitted to the SEC and PSE and posted on its website.</p>	
<p>3. Company's MCG is posted on its company website.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual on Corporate Governance https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
<p>Supplement to Recommendation 8.7</p>			

1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	<p>Per the following link, the Company submitted its Revised Manual on Corporate Governance to the PSE on 31 May 2017.</p> <p>http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d</p> <p>There have been no recent changes in the MCG.</p>	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	Partially Compliant	<ul style="list-style-type: none"> 2023 Annual Report https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 	
a. Corporate Objectives	Non-Compliant	<ul style="list-style-type: none"> 2023 Definitive Information Statement, p. 15-16 	
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant	<p>https://www.allianceglobalinc.com/reports/definitive-information-statement-2023-asm</p>	
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	<ul style="list-style-type: none"> Attendance to 2023 board meetings https://edge.pse.com.ph/openDiscViewer.do?edge_no=47eb760e61a7d630abca0fa0c5b4e4d0 	
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.			
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.			
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.			
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	<p>The Annual Report contains a discussion on the Risks Associated with the Company's Business, Risks Relating to the Philippines.</p> <ul style="list-style-type: none"> • 2023 Annual Report, p. 53-55 <p>https://www.allianceglobalinc.com/company-disclosures/agj-17a-2023</p>	

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

Recommendation 9.1

<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 16-18 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 Audit Committee Charter https://www.allianceglobalinc.com/company-disclosures/audit-committee-charter 	
<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>The Board of Directors, after consultation with the Audit Committee, recommends to the stockholders the engagement of the external auditors of the Company. The selection of external auditors is made on the basis of credibility, professional reputation, accreditation with the Securities and Exchange Commission, and affiliation with a reputable foreign partner. The professional fees of the external auditors of the Company are approved by the Audit Committee after approval by the stockholders of the engagement and prior to the commencement of each audit season.</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>100% of the voting shares represented in the Annual Stockholders' Meeting ratified the reappointment of Punongbayan & Araullo as the company's external auditor for the fiscal year ending 2023.</p> <p>The Minutes of the 2023 Annual Stockholders Meeting can be found on the link: https://www.allianceglobalinc.com/reports/minutes-stockholders-meetings-2023</p>	

Supplement to Recommendation 9.1

<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p>The external auditor should be rotated or changed every five (5) years or earlier, or the signing partner of the external auditing firm assigned to the Company, should be changed with the same frequency.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance, p. 23 <p>https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017</p>	<p>Mr. Ramilito L. Nañol of Punongbayan & Araullo was designated as the handling partner starting the year ending December 31, 2023, to replace Mr. Romualdo V. Murcia III of the same auditing firm, who was the lead audit partner during previous years' audits.</p>
<p>Recommendation 9.2</p>			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <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. 	<p>Compliant</p>	<p>The Audit Committee Charter outlines the Audit Committee's responsibility on:</p> <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. <p>The Audit Committee Charter can be accessed through the following link:</p> <p>https://www.allianceglobalinc.com/company-disclosures/audit-committee-charter</p>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	<p>Compliant</p>	<p>The Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p> <p>The Audit Committee Charter can be accessed through the following link:</p> <p>https://www.allianceglobalinc.com/company-</p>	

		disclosures/audit-committee-charter	
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	<ul style="list-style-type: none"> Audit Committee Charter https://www.allianceglobalinc.com/company-disclosures/audit-committee-charter 	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant		
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	<p>There were no non-audit services performed by the external auditor for the period covered.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 17 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 2023 Annual Report p. 80 https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 	
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	Compliant	The 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.	

objectivity.		<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 17 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 Audit Committee Charter https://www.allianceglobalinc.com/corporate-https://www.allianceglobalinc.com/company-disclosures/audit-committee-charter 	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p>The external auditor of the Corporation currently does not perform any non-audit services. Thus, there are no non-audit fees paid by the Corporation.</p> <ul style="list-style-type: none"> 2023 Annual Report p. 80 https://www.allianceglobalinc.com/company-disclosures/aji-17a-2023 	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>Name of Audit Engagement Partner: Ramilito L. Nañola SEC Group A Accreditation No. 90741-SEC valid until financial period 2025</p> <p>Audit Firm: Punongbayan & Araullo Member Firm of Grant Thornton International Ltd. SEC Group A Accreditation No. 0002 until December 2024 20th Floor Tower 1, The Enterprise Center 6766 Ayala Avenue 1200 Makati City Philippines Tel No. +632 988-2288</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).	Compliant	In 2023, Punongbayan and Araullo's Audit Engagement Team agreed to be subjected to the SOAR Inspection Program.	
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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	The Corporation shall ensure that the material and reportable non-financial and sustainability issues are disclosed, as contained in the Revised Manual on Corporate Governance, p. 28-29 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017	
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2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	The Company's Sustainability Report as attached to the Annual Report can be found at https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 . (Annex A of the Annual Report) The results from this report are in line with common sustainability reporting frameworks such as Global Reporting Initiative (GRI), Climate Disclosure Project (CDP), Sustainability Accounting Standards Board (SASB) and Task Force on Climate-related Financial Disclosures (TCFD), among others.	
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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	The communication channels used by the company are the following: 1. Company website - https://www.allianceglobalinc.com/ 2. PSE disclosures; 3. Analyst's briefing and Media briefings 4. Press conferences 5. Annual Stockholders' Meeting 6. Investor Relation's Office 7. Office of the Corporate Secretary	
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Supplemental to Principle 11

1. Company has a website disclosing up-to-date information on the following:	Compliant	Corporate Website https://www.allianceglobalinc.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		

Additional Recommendation to Principle 11

1. Company complies with SEC-prescribed website template.	Compliant	Corporate Website https://www.allianceglobalinc.com/	
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Internal Control System and Risk Management Framework

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

Recommendation 12.1

1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	<p>The Audit Committee ensures that all financial reports comply with internal financial and management standards, performs oversight financial management functions, pre-approves all audit plans, scope and frequency and performs direct interface functions with internal and external auditors.</p> <p>It performs oversight responsibilities for the following:</p> <ul style="list-style-type: none"> (a) Financial Reporting; (b) Risk Management; (c) Internal Control; (d) Internal Audit; and (e) External Audit. 	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<ul style="list-style-type: none"> ● Revised Manual on Corporate Governance p. 12 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 ● Audit Committee Charter https://www.allianceglobalinc.com/company-disclosures/audit-committee-charter 	
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	<ul style="list-style-type: none"> ● Revised Manual on Corporate Governance p. 3, 12 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 <p>The review on the effectiveness of the internal control system shall be done annually.</p>	
Optional: Recommendation 12.1			

1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.			
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	Internal Audit is in-house.	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	Although the Company has no Chief Audit Executive (CAE), the internal audit functions are exercised by the in-house internal auditor, such as but not limited to:	
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.			
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.			
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 15-16 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	

Supplement to Recommendation 12.4

<p>1. Company seeks external technical support in risk management when such competence is not available internally.</p>	<p>Compliant</p>	<p>The Board may seek external professional or technical opinion or advice as it deems necessary in connection with any matter which is pending before the Board, and which opinion or advice the members may consider in their individual assessment and evaluation of the issues.</p>	
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Recommendation 12.5

<p>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).</p>	<p>Non-compliant</p>		<p>Although the Company doesn't have a Chief Risk Officer, risk management is handled collectively by different groups, including legal, internal audit, finance, under the supervision of the COO and the Board Risk Oversight Committee to oversee the Corporation's Enterprise Risk Management system to ensure its functionality and effectiveness.</p>
<p>2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.</p>	<p>Non-compliant</p>		

Additional Recommendation to Principle 12

<p>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.</p>	<p>Non-compliant</p>		<p>The directors of the Company have reviewed the effectiveness of the Company's and its subsidiaries, affiliates and business segments internal control system and consider them effective and adequate. For each subsidiary, affiliate and business segment, internal controls are reviewed annually and are handled at that level. Any major findings that cannot be resolved at that level are elevated to the Company through the Audit Committee of the Board. For the past year, there has been no matter elevated to the Company level by any subsidiary, affiliate or business segment.</p>
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Cultivating a Synergic Relationship with Shareholders

Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

Recommendation 13.1

<p>1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>The basic shareholder rights are disclosed in the Manual on Corporate Governance.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 25-27 <p>https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017</p>	
<p>2. Board ensures that basic shareholder rights are disclosed on the company's website.</p>	<p>Compliant</p>	<p>Please see https://www.allianceglobalinc.com/corporate-governance</p>	

Supplement to Recommendation 13.1

<p>1. Company's common share has one vote for one share.</p>	<p>Compliant</p>	<p>Each stockholder shall be entitled to one (1) vote with respect to all matters to be taken up during the annual meeting of stockholders. With respect to the election of the members of the board of directors of the Company, each stockholder shall have cumulative voting rights.</p> <ul style="list-style-type: none"> ● 2023 Information Statement p. 7 https://www.allianceglobalinc.com/reports/definitive-information-statement-2023-asm 	
<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>All shareholders of the same class are treated equally or without discrimination with respect to voting rights, subscription rights and transfer rights.</p> <ul style="list-style-type: none"> ● Revised Manual on Corporate Governance p. 25 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 ● 2023 Information Statement p. 7 https://www.allianceglobalinc.com/reports/definitive-information-statement-2023-asm 	

<p>3. Board has an effective, secure, and efficient voting system.</p>	<p>Compliant</p>	<p>Pursuant to Article 1, Sections 4 and 6 of the Company's Amended By-Laws, Sections 23 and 57 of the Revised Corporation Code, and SEC Memorandum Circular No. 06, Series of 2020 allowing voting through remote communication or in absentia, stockholders may now participate in the Annual Meeting by remote communication and cast their votes in absentia. A stockholder voting remotely or in absentia shall be deemed present for purposes of quorum.</p> <ul style="list-style-type: none"> ● Revised Manual on Corporate Governance p. 25 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 ● 2023 Information Statement p. 7 https://www.allianceglobalinc.com/reports/definitive-information-statement-2023-asm <p>There was opportunity to ask questions before the Annual Stockholders' Meeting and answers were given during and after the Meeting.</p>	
<p>4. Board has effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> ● Revised Manual on Corporate Governance p. 25 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
<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>The right to propose the holding of meetings and items for inclusion in the agenda is given to all shareholders, including minority and foreign shareholders. However, to prevent the abuse of this right, the Company may require that the proposal be made by shareholders holding a specified percentage of shares or voting rights.</p> <p>To ensure that minority shareholders are not</p>	

		<p>prevented from exercising this right, the degree of ownership concentration is considered in determining the threshold.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 25-26 <p>https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017</p>	
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Compliant</p>	<p>The minority shareholders may propose the holding of a meeting, or propose items in the agenda of the meeting, provided the items are for legitimate business purposes.</p> <p>The minority shareholders shall in accordance with the Revised Corporation Code have access to information relating to matters for which the Management is accountable.</p> <p>The minority shareholders may propose the holding of a meeting, or propose items in the agenda of the meeting, provided the items are for legitimate business purposes. The minority shareholders shall in accordance with the Corporation Code have access to information relating to matters for which the Management is accountable.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 25-27 <p>https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017</p>	

7. Company has a transparent and specific dividend policy.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p. 26 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 2023 Annual Report p. 63 https://www.allianceglobalinc.com/company-disclosures/agj-17a-2023 2023 Information Statement p. 84 https://www.allianceglobalinc.com/reports/definitive-information-statement-2023-asm 	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	BDO Trusts and Investments Group, Inc., as the Company's stock transfer agent.	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>In compliance with the alternative distribution of Notice and Agenda and Information Statement, the Notice and Agenda were published in the business section of Daily Tribune and Manila Standard on May 18 and 19, 2023, and the Information Statement was disclosed via PSE Edge on May 18, 2023, or 28 business days before the meeting held on June 15, 2023.</p> <ul style="list-style-type: none"> 2023 Information Statement p. 1 https://www.allianceglobalinc.com/reports/definitive-information-statement-2023-asm 	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:			

a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	<ul style="list-style-type: none"> 2023 Information Statement p. 9-13 https://www.allianceglobalinc.com/reports/definitive-information-statement-2023-asm 	
b. Auditors seeking appointment/re-appointment	Compliant	<ul style="list-style-type: none"> 2023 Information Statement p. 17 https://www.allianceglobalinc.com/reports/definitive-information-statement-2023-asm 	
c. Proxy documents	Compliant	<ul style="list-style-type: none"> 2023 Information Statement p. 5 https://www.allianceglobalinc.com/reports/definitive-information-statement-2023-asm ASM requirements https://www.allianceglobalinc.com/reports/definitive-information-statement-2023-asm 	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	<ul style="list-style-type: none"> 2023 Information Statement p. 2-3 https://www.allianceglobalinc.com/reports/definitive-information-statement-2023-asm 	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	<p>The Minutes of the last ASM, which is uploaded in the Company's website, contains all the relevant questions raised and answers during the ASM as well as the results of the vote taken.</p> <p>https://www.allianceglobalinc.com/company-disclosures/minutes-stockholders-meetings</p>	

2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	<p>The Minutes of the Annual Stockholders' Meetings are available on the company website https://www.allianceglobalinc.com/company-disclosures/minutes-stockholders-meetings</p> <p>The voting on resolutions was by ballot.</p> <p>There was opportunity to ask question and the answers given.</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	The external auditor, Chief Financial Officer, Investor Relations Officer, and Corporate Secretary were present during the ASM.	
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	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 10, 27 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 10, 27 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<ol style="list-style-type: none"> Name of Investor Relations Officer – Carolle Kabigting Telephone number – +632-7908-8130 E-mail address - ckabigting@allianceglobalinc.com 	
2. IRO is present at every shareholder's meeting.	Compliant	The IRO was present during the ASM.	
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>As indicated in the Revised Manual on Corporate Governance p. 5 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017, the presence of Independent Directors and the combination of executive and non-executive Directors is one measure that the Company adapted in order that no director, small group of directors, and controlling shareholder group can dominate the decision-making process.</p> <p>Page 26 of the Revised Manual on Corporate Governance also recognizes that Shareholders' shall have appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 82 of the Corporation Code of the Philippines, under any of the following circumstances:</p> <ol style="list-style-type: none"> a. In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence; b. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code; and; c. In case of merger or consolidation. 	
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2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	The Company's public float as of 31 December 2023 is 31.78%. https://edge.pse.com.ph/openDiscViewer.do?edge_no=909b3c53320f4608abca0fa0c5b4e4d0	
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Optional: Principle 13

1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	The communication channels used by the company are the following: 1. website - https://www.allianceglobalinc.com/ 2. PSE disclosures; 3. Analyst's briefing and Media briefings 4. Press conferences 5. Annual Stockholders' Meeting 6. Investor Relation's Office 7. Office of the Corporate Secretary	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	<ul style="list-style-type: none"> • ASM requirements https://www.allianceglobalinc.com/asm2023/	

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

<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p>	<p>Compliant</p>	<p>Stakeholders are any individual, organization or society at large who can either affect and/or be affected by the company's strategies, policies, business decisions and operations, in general which includes, among others, customers, creditors, employees, suppliers, investors, as well as the government and community in which it operates.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 27 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
<p>Recommendation 14.2</p>			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 27 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
<p>Recommendation 14.3</p>			

<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>Compliant</p>	<p>The stakeholders can voice their concerns and/or complaints for possible violation of their rights to the following:</p> <p>1. Ms. Carolle Kabigting – Investor Relations Officer +632-7908-8130 ckabigting@allianceglobalinc.com</p> <p>2. Ms. Dina D.R. Inting – Chief Financial Officer, Compliance Officer, and CIO +632-8709-2038 dinainting@allianceglobal.com.ph</p> <p>3. Alan B. Quintana – Corporate Secretary +632 5318-4374 corporatesecretary@allianceglobalinc.com</p> <p>Whistleblowing policy, practices and procedures for stakeholders - http://www.allianceglobalinc.com/CorporateGovernance.aspx</p>	
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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>	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 10, 27 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
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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	The Company has not yet sought any exemption for the application of any law, rule or regulation especially when it refers to a corporate governance issue.	
2. Company respects intellectual property rights.	Compliant	<ul style="list-style-type: none"> 2023 Annual Report p. 36-38 https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	<ul style="list-style-type: none"> Management Approach for Customer Health and Safety - 2023 Sustainability Report https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	<ul style="list-style-type: none"> Procurement Practices - 2023 Sustainability Report https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 	
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	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 28-29 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	The Company's commitment to inclusivity encompasses its establishment of programs and initiatives that are beneficial to the diverse workforce and are geared towards each member's continued growth and	

2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	development. The inclusivity implemented by the Company in its work environment increases access to employment opportunities within the organization, boost productivity, creativity, and innovation, and enhance	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>employee engagement and retention—which also translates to improved business performance, longevity, and sustainability.</p> <ul style="list-style-type: none"> • Revised Manual on Corporate Governance p. 28-29 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 • Executive Stock Option Plan found on the Annual Report p. 87-88 https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 • 2023 Sustainability Report https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 	
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>Relative to senior management and employees, the Human Resources Department of each subsidiary and affiliate implements and monitors compliance with the code of ethics or conduct.</p> <ul style="list-style-type: none"> • Revised Manual on Corporate Governance p. 10-11 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	

2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Relative to senior management and employees, the Human Resources Department of each subsidiary and affiliate implements and monitors compliance with the code of ethics or conduct. <ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 29 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
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	Policy on offering, paying and receiving bribes. https://www.allianceglobalinc.com/corporate-governance/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	Reports of wrongdoing may be made directly to the Chairman for proper disposition to ensure confidentiality of information and protection of the identity of the whistle blower. <ul style="list-style-type: none"> Code of Business Conduct and Ethics https://www.allianceglobalinc.com/corporate-governance/code-of-business-conduct-and-ethics Revised Manual on Corporate Governance p. 29 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
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	Reports of wrongdoing may be made directly to the Chairman for proper disposition to ensure confidentiality of information and protection of the identity of the whistle blower. <ul style="list-style-type: none"> Code of Business Conduct and Ethics https://www.allianceglobalinc.com/corporate-governance/code-of-business-conduct-and-ethics 	

3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p. 29 https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 Code of Business Conduct and Ethics https://www.allianceglobalinc.com/corporate-governance/code-of-business-conduct-and-ethics 	
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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

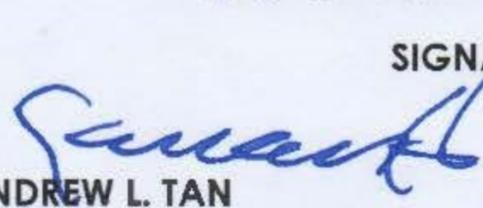
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	<ul style="list-style-type: none"> Revised Manual on Corporate Governance https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 Relationship with Community and Management Approach to Local Communities - 2023 Sustainability Report https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 	
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Optional: Principle 16

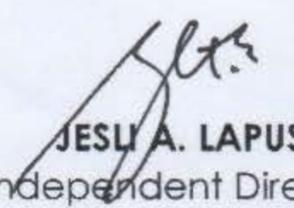
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	<ul style="list-style-type: none"> Revised Manual on Corporate Governance https://www.allianceglobalinc.com/company-disclosures/manual-corporate-governance-2017 	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	<ul style="list-style-type: none"> Relationship with Community and Management Approach to Community - 2023 Sustainability Report https://www.allianceglobalinc.com/company-disclosures/agi-17a-2023 	

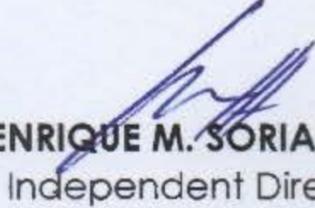
Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report for the year 2023 is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of **MAKATI CITY** on **29 MAY 2024**, 2024.

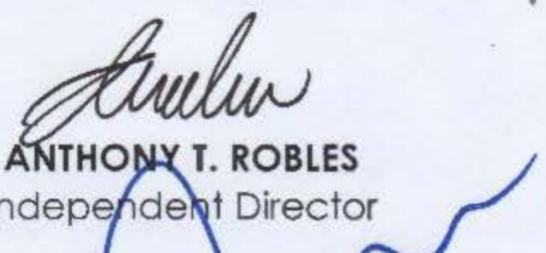
SIGNATURES


ANDREW L. TAN
 Chairman of the Board

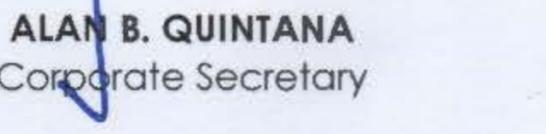

KEVIN ANDREW L. TAN
 Chief Executive Officer


JESLI A. LAPUS
 Independent Director


ENRIQUE M. SORIANO III
 Independent Director


ANTHONY T. ROBLES
 Independent Director

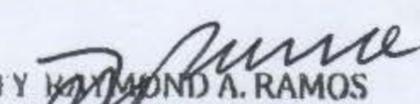

DINA D.R. INTING
 Compliance Officer


ALAN B. QUINTANA
 Corporate Secretary

SUBSCRIBED AND SWORN to before me this **29 MAY 2024** day of **MAY** 2024, affiant(s) exhibiting to me their Passport/SSS/TIN Nos., as follows:

NAME	PASSPORT/SSS/TIN NO.	DATE OF ISSUE	PLACE OF ISSUE
Andrew L. Tan	TIN		
Kevin Andrew L. Tan	TIN		
Jesli A. Lapus	TIN		
Enrique M. Soriano III	TIN		
Anthony T. Robles	TIN		
Dina D.R. Inting	TIN		
Alan B. Quintana	TIN		

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 Book No. 324
 Series of 2024.


ALY RAYMOND A. RAMOS
 COMMISSION NO. M-77
 NOTARY PUBLIC FOR MAKATI CITY
 UNTIL DECEMBER 31, 2024
 2364 ANGONO STREET
 BARANGAY POBLACION 1210, MAKATI CITY
 SC Roll No. 62179/04-26-2013
 IBP NO 374750/12-26-2023/Pasig City
 TR NO MKT 10074525/01-02-2024/Makati City
 MCLE Compliance No. VII-0020180/04-14-2025

NOTARY PUBLIC