



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

GENERAL INSTRUCTIONS

A. Use of Form I-ACGR

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

B. Preparation of Report

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

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

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

*Items under (1) – (3) must be answered/disclosed by the PLCs following the “comply or explain” approach. Answering of items under (4) are left to the discretion of PLCs.			sufficient explanation
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C. Signature and Filing of the Report

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



SEC FORM – I-ACGR

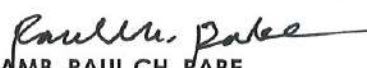
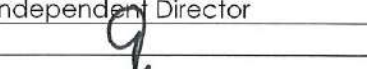
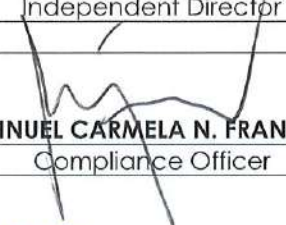
INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **2020**
2. SEC Identification Number **175222**
3. BIR Tax Identification No. **242-603-734-000**
4. Exact name of issuer as specified in its charter **VIVANT CORPORATION**
5. **Mandaluyong City** (SEC Use Only)
Province, Country or other jurisdiction
of incorporation or organization
6. Industry Classification Code:
7. **9th Floor, Oakridge IT Center 3, Oakridge Business Park,
A.S. Fortuna Street, Brgy. Banilad, Mandaue City, Cebu**
Address of principal office **6014**
Postal Code
8. **(032) 234-2256; (032) 234-2285**
Issuer's telephone number, including area code
9. **Not applicable.**
Former name, former address, and former fiscal year, if changed since last report.

The I-ACGR shall be signed under oath by: (1) Chairman of the Board; (2) Chief Executive Officer or President; (3) All Independent Directors; (4) Compliance Officer; and (5) Corporate Secretary.

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the Mandaluyong City on 24 MAY 2021.

SIGNATURES

RAMONTITO E. GARCIA Chairman of the Board and CEO		ARLO ANGELO G. SARMIENTO President
 AMB. RAUL CH. RABE Independent Director		ATTY. JESUS B. GARCIA, JR. Independent Director
 CARMELO MARIA LUZA BAUTISTA Independent Director		ROGELIO Q. LIM Independent Director
JESS ANTHONY N. GARCIA Corporate Secretary		 MINUEL CARMELO N. FRANCO Compliance Officer

SUBSCRIBED AND SWORN to before me this 24 MAY 2021 day of _____ 2021, affiant(s) exhibiting to me their _____, as follows:

<u>NAME/NO.</u>	<u>PASSPORT NO.</u>	<u>DATE OF EXPIRY/PLACE OF ISSUE</u>
Ramontito E. Garcia		
Arlo Angelo G. Sarmiento		
Amb. Raul Ch. Rabe	P4957690A	November 5, 2022/DFA NCR South
Atty. Jesus B. Garcia, Jr.		
Rogelio Q. Lim		
Carmelo Maria L. Bautista	P7256366A	May 20, 2028/DFA NCR South
Minuel Carmela N. Franco		
Atty. Jess Anthony N. Garcia		

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Book No. 1
Series of 2021.

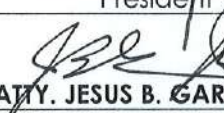
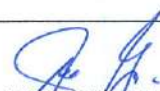
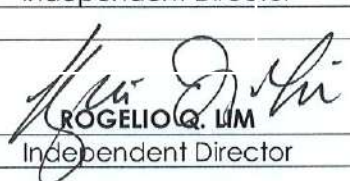
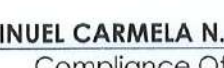

MARIE BERNADETTE P. ARES

Appt. No. 0585-21
Notary Public for Mandaluyong City
Until December 31, 2022
7 Pioneer St., Mandaluyong City
Roll No. 75391
PTR No. 4585104 / 01.06.21 / Mandaluyong City
IBP No. 141634 / 01.05.21 / Makati City
Admitted to the Bar in 2020

The I-ACGR shall be signed under oath by: (1) Chairman of the Board; (2) Chief Executive Officer or President; (3) All Independent Directors; (4) Compliance Officer; and (5) Corporate Secretary.

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the Cebu City on June 1, 2021.

SIGNATURES

 RAMONTITO E. GARCIA Chairman of the Board and CEO	 ARLO ANGELO G. SARMIENTO President
 AMB. RAUL CH. RABE Independent Director	 ATTY. JESUS B. GARCIA, JR. Independent Director
 CARMELO MARIA LUZA BAUTISTA Independent Director	 ROGELIO Q. LIM Independent Director
 JESS ANTHONY N. GARCIA Corporate Secretary	 MINUEL CARMELO N. FRANCO Compliance Officer

SUBSCRIBED AND SWORN to before me this JUN 01, 2021 day of _____ 2021, affiant(s) exhibiting to me their _____, as follows:

<u>NAME/NO.</u>	<u>PASSPORT NO.</u>	<u>DATE OF EXPIRY/PLACE OF ISSUE</u>
Ramontito E. Garcia	P4784127B	February 11, 2030/DFA Cebu
Arlo Angelo G. Sarmiento	P6592337A	March 27, 2028/DFA Cebu
Amb. Raul Ch. Rabe		
Atty. Jesus B. Garcia, Jr.	UMID ID CRN No. 0111-4894491-7	
Rogelio Q. Lim	Senior Citizen ID No. 13578	
Carmelo Maria L. Bautista		
Minuel Carmela N. Franco		
Atty. Jess Anthony N. Garcia	PP#P4409705B	January 15, 2030/DFA Cebu

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Page No. 19
Book No. 35
Series of 2021.




ATTY. JOAN GIDUCIO - BARON
NOTARY COMMISSION NO. 018-19
NOTARY PUBLIC
UNTIL JUNE 30, 2021
UNITS 1501-1502 AYALA LIFE - FGU CENTER
CEBU BUSINESS PARK, CEBU CITY
ROLL NO. 41829
PTR NO. 1981965 - CEBU CITY - 1-05-2021
IBP LIFETIME NO. 019431 - CEBU CITY

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	√	http://vivant.com.ph/wp-content/uploads/2020/04/2020-SEC-Form-17-A-VVT.pdf (please refer to Information on Directors and Officers in pages 51-58)	
2. Board has an appropriate mix of competence and expertise.	√		
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.	√		
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	√	http://vivant.com.ph/wp-content/uploads/2020/09/VVT-2020-GIS.pdf http://vivant.com.ph/wp-content/uploads/2021/03/VVT-GIS-2020-1st-Amended.pdf	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	√	http://vivant.com.ph/wp-content/uploads/2019/06/Board-Charter.pdf (please refer to Orientation and Continuing	

		Education Programs for Directors in pages 5-6)	
2. Company has an orientation program for first time directors.	√	http://vivant.com.ph/wp-content/uploads/2019/06/Board-Charter.pdf (please refer to Orientation and Continuing Education Programs for Directors in pages 5-6) http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (Vivant's Manual on Corporate Governance provides a statement that "it shall also properly introduce the new directors to the company by providing a comprehensive training program."	
3. Company has relevant annual continuing training for all directors.	√	http://vivant.com.ph/wp-content/uploads/2019/06/Board-Charter.pdf (please refer to Orientation and Continuing Education Programs for Directors in pages 5-6)	
Recommendation 1.4			
1. Board has a policy on board diversity.	√	http://vivant.com.ph/wp-content/uploads/2019/06/Policy-on-Board-Diversity.pdf http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 4)	
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.	√	http://vivant.com.ph/wp-content/uploads/2019/06/Policy-on-Board-Diversity.pdf	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	√	http://vivant.com.ph/wp-content/uploads/2020/09/VVT-2020-GIS.pdf	
2. Corporate Secretary is a separate individual from the Compliance Officer.	√		
3. Corporate Secretary is not a member of the Board of Directors.	√		
		http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 4, 5, and 6)	
4. Corporate Secretary attends training/s on corporate governance.	√	Please see letter to SEC dated June 1, 2021, attached hereto as Annex "A", informing it of the annual training held in 2020 for members of the Board of Directors and Executive Officers, including the Corporate and Assistant Corporate Secretaries	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 5)	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 6).	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	√		

3. Compliance Officer is not a member of the board.	√	http://vivant.com.ph/wp-content/uploads/2020/09/SEC-FORM-17-C-2020.pdf	
4. Compliance Officer attends training/s on corporate governance.	√	Please see letter to SEC dated June 1, 2021, attached hereto as Annex "A", informing it of the annual training held in 2020 for members of the Board of Directors and Executive Officers, including the Corporate and Assistant Corporate Secretaries.	

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.	√	Please see attached minutes of the May 13, 2020 Board Meeting. (Attached as Annex "B")	
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Recommendation 2.2

1. Board oversees the development, review and approval of the company's business objectives and strategy.	√	The Board of Directors participated in the annual Strategic Planning Workshop on August 12, 2020 and Pre-Strategic Planning Workshops were also conducted by Vivant which were attended by the Board of Directors on July 29-30, 2020 via video conferencing through Zoom.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	√	All of Vivant's Independent Directors likewise attended the Pre-Strategic Planning Workshop and the Strategic Planning Workshop. Please see attached photos marked as Annex "C".	

Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	√	http://www.vivant.com.ph/our-company/mission-vision-and-values/ The Board reviews the vision statement of Vivant Corporation annually, during its Strategic Planning.	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 7-8)	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 8) http://www.vivant.com.ph/our-company/bod-and-officers/	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (page 9)	
2. Board adopts a policy on the retirement for directors and key officers.	√	Please see policy entitled "Retirement Plan, Rules and	

		Regulations", effective November 1, 2013, hereto attached as Annex "D"	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 10)	
2. Board adopts a policy specifying the relationship between remuneration and performance.	√		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	√		
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.			
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.	√	The company has measurable standards to align the performance-based remuneration of the executive directors and senior executives (Page 13 of Handbook on "Other Bonuses." (Attached as Annex "M"))	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 11-14)	

2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	√	http://vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	√	http://vivant.com.ph/wp-content/uploads/2019/06/VVT-Nomination-and-Election-Policy.pdf	
4. Board nomination and election policy includes how the board shortlists candidates.	√	http://vivant.com.ph/wp-content/uploads/2019/06/VVT-Nomination-and-Election-Policy.pdf	
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.	√	http://vivant.com.ph/wp-content/uploads/2019/06/VVT-Nomination-and-Election-Policy.pdf	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	√	http://vivant.com.ph/wp-content/uploads/2019/06/VVT-Nomination-and-Election-Policy.pdf	
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.			
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party	√		

transactions (RPTs) and other unusual or infrequently occurring transactions.		http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 15-18)	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	√		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	√	http://vivant.com.ph/wp-content/uploads/2019/10/VVT-Corp-Related-Party-Transaction-Policy.pdf	
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 15-18) http://vivant.com.ph/wp-content/uploads/2019/10/VVT-Corp-Related-Party-Transaction-Policy.pdf	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 18, clause 2.7.8) http://vivant.com.ph/wp-content/uploads/2019/10/VVT-Corp-Related-Party-Transaction-Policy.pdf	
Recommendation 2.8			

1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 18, clause 2.8) http://vivant.com.ph/wp-content/uploads/2020/09/SEC-FORM-17-C-2020.pdf	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 18, clause 2.9)	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 18, clause 2.9)	
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.	√		
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 19, clause 2.10)	

2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 32)	
3. Board approves the Internal Audit Charter.	√	Please see attached minutes of the _ August 31, 2018 Board Meeting. (Attached as Annex "E")	
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.	√	Please refer to the framework which was approved by the Board on August 11, 2017. The minutes of the August 11, 2017 Board meeting is attached as Annex "F".	
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.	√	Please refer to the framework which was approved by the Board on August 11, 2017. The minutes of the August 11, 2017 Board meeting is attached as Annex "F".	Vivant Corporation is guided by its Enterprise Risk Management principles in http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (please see pages 35-37).
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.	√	http://vivant.com.ph/wp-content/uploads/2019/06/Board-Charter.pdf	
2. Board Charter serves as a guide to the directors in the performance of their functions.	√		

3. Board Charter is publicly available and posted on the company's website.	√		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	√	Please see latest internal memorandum against insider trading policy, pertaining to trading blackout, attached as Annex "G."	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.		http://vivant.com.ph/wp-content/uploads/2019/10/VVT-Corp-Related-Party-Transaction-Policy.pdf (Please refer to the Related Party Transaction Policy in page 5)	
2. Company discloses the types of decision requiring board of directors' approval.			
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 19-27) http://vivant.com.ph/wp-content/uploads/2020/09/SEC-FORM-17-C-2020.pdf	
Recommendation 3.2			

1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 19-21) http://vivant.com.ph/wp-content/uploads/2018/09/Audit-Committee-Charter.pdf The Audit Committee has the responsibility, among others, to appoint, re-appoint, remove external auditor.	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	√	http://www.vivant.com.ph/corporate-governance/board-committees/ http://vivant.com.ph/wp-content/uploads/2018/09/Audit-Committee-Charter.pdf http://vivant.com.ph/wp-content/uploads/2020/09/SEC-FORM-17-C-2020.pdf	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	√	http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (please refer to Information on Directors and Officers in pages 80-82) http://www.vivant.com.ph/our-company/bod-and-officers/	

4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	√	http://www.vivant.com.ph/corporate-governance/board-committees/ http://vivant.com.ph/wp-content/uploads/2020/09/SEC-FORM-17-C-2020.pdf	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	X		The Board approved non-audit services, not the Audit Committee. However, the Audit Committee was aware of the services and the costs.
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	X		While the Audit Committee did not conduct a dialogue with the external audit team without anyone from management present, the Committee conducts regular meetings to approve the financial results to be released to the public and the PSE and the SEC.
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	√	Please see attached notarized Certification, attached as Annex "H"	
2. Audit Committee approves the appointment and removal of the internal auditor.			
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 21-23) http://vivant.com.ph/wp-content/uploads/2018/09/Corporate	

		-Governance-Committee-Charter.pdf	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 21-23) http://vivant.com.ph/wp-content/uploads/2018/09/Corporate-Governance-Committee-Charter.pdf http://www.vivant.com.ph/corporate-governance/board-committees/ http://vivant.com.ph/wp-content/uploads/2020/09/SEC-FORM-17-C-2020.pdf	
3. Chairman of the Corporate Governance Committee is an independent director.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 21-23) http://vivant.com.ph/wp-content/uploads/2018/09/Corporate-Governance-Committee-Charter.pdf http://vivant.com.ph/wp-content/uploads/2020/09/SEC-FORM-17-C-2020.pdf	

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.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 23-24) http://vivant.com.ph/wp-content/uploads/2018/09/Risk-Management-Committee-Charter.pdf	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	√	http://www.vivant.com.ph/corporate-governance/board-committees/ http://vivant.com.ph/wp-content/uploads/2020/09/SEC-FORM-17-C-2020.pdf	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	√	http://vivant.com.ph/wp-content/uploads/2020/09/SEC-FORM-17-C-2020.pdf	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	√	http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A-FY2020-Final-Execution-Version.pdf (please refer to Information on Directors and Officers in pages 80-82)	
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.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 24-26) http://www.vivant.com.ph/corporate-governance/board-committees/ http://vivant.com.ph/wp-content/uploads/2020/09/SEC-FORM-17-C-2020.pdf	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	√	http://www.vivant.com.ph/corporate-governance/board-committees/ http://vivant.com.ph/wp-content/uploads/2020/09/SEC-FORM-17-C-2020.pdf	
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.	√	http://www.vivant.com.ph/corporate-governance/board-committees/ http://vivant.com.ph/wp-content/uploads/2018/09/Related-Party-Transactions-Committee-Charter.pdf	
2. Committee Charters provide standards for evaluating the performance of the Committees.	√	http://vivant.com.ph/wp-content/uploads/2018/09/Corporate-Governance-Committee-Charter.pdf	

		http://www.vivant.com.ph/wp-content/uploads/2018/09/Audit-Committee-Charter.pdf http://vivant.com.ph/wp-content/uploads/2018/09/Risk-Management-Committee-Charter.pdf http://vivant.com.ph/wp-content/uploads/2018/09/Vivant-Corporation-Finance-Committee-Charter.pdf The performance evaluation of the committees was conducted in January 2021 pursuant to the Board Performance Appraisal Policy. http://vivant.com.ph/wp-content/uploads/2019/06/Policy-on-Board-Performance-Appraisal.pdf	
3. Committee Charters were fully disclosed on the company's website.	√	http://www.vivant.com.ph/corporate-governance/board-committees/ http://vivant.com.ph/wp-content/uploads/2018/09/Related-Party-Transactions-Committee-Charter.pdf http://vivant.com.ph/wp-content/uploads/2018/09/Corporate	

		-Governance-Committee-Charter.pdf http://www.vivant.com.ph/wp-content/uploads/2018/09/Audit-Committee-Charter.pdf http://vivant.com.ph/wp-content/uploads/2018/09/Risk-Management-Committee-Charter.pdf http://vivant.com.ph/wp-content/uploads/2018/09/Vivant-Corporation-Finance-Committee-Charter.pdf	
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Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

Recommendation 4.1

1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	√	See attached Minutes of May 13, 2020 Board Meeting (Annex "B")	
2. The directors review meeting materials for all Board and Committee meetings.	√	See attached Minutes of May 13, 2020 Board Meeting (Annex "B")	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	√	See attached Minutes of May 13, 2020 Board Meeting (Annex "B")	

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.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 27) http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (please refer to Information on Directors and Officers in pages 80-82)	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	√	Vivant's directors are guided by the requirement under the Manual on Corporate Governance to give notice before accepting a directorship in another company. http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf	
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.	√	http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (please refer to Information on Directors and Officers in pages 80-82)	

2. Company schedules board of directors' meetings before the start of the financial year.	√	2021 schedule meetings were presented during the regular board meeting of the board of directors on November 13, 2020	
3. Board of directors meet at least six times during the year.	√	Please see attached notarized Certification, attached as Annex "H"	
4. 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.	√	http://vivant.com.ph/wp-content/uploads/2020/09/SEC-FORM-17-C-2020.pdf	
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Recommendation 5.2

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	√	http://vivant.com.ph/wp-content/uploads/2021/05/Vivant-Corporation_SEC-Form-20-IS-Information-Statement_12-May-2021.pdf (please refer to Information on Directors and Officers in pages 15-19)	
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Supplement to Recommendation 5.2

1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 7) prohibits voting to favor a controlling group or other stakeholder, but only in the interest of Vivant Corporation.	
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Recommendation 5.3

1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/SEC-FORM-ACGR-2016.pdf (see pages 4-5) http://vivant.com.ph/wp-content/uploads/2021/05/Vivant-Corporation_SEC-Form-20-IS-Information-Statement_12-May-2021.pdf (please refer to Information on Directors and Officers in pages 15-19)	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	X		There is no written policy, but Vivant Corporation complies with SEC Memorandum Circular No. 4, Series of 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.	X		Vivant Corporation has not had to opportunity to extend the term of independent directors beyond what is allowed by SEC Memorandum Circular No. 9, Series of 2011.
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	X	http://vivant.com.ph/wp-content/uploads/2020/09/SEC-FORM-17-C-2020.pdf	Vivant Corporation will exert efforts to have separate individuals hold the positions of Chairman and Chief Executive Officer.
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 8)	

		http://www.vivant.com.ph/wp-content/uploads/2016/12/SEC-FORM-ACGR-2016.pdf (see page 8)	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 30) Atty. Jesus B. Garcia, Jr. was designated as lead director in 2018. Please see http://vivant.com.ph/wp-content/uploads/2019/06/SEC-Form-17-C-2019.pdf	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	√	There is a policy on this: http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf But there has been no event that triggered its enforcement.	
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.	X		Even if there are no separate periodic meetings among non-executive directors, Vivant Corporation has more non-executive directors than executive directors.

2. The meetings are chaired by the lead independent director.	X		Vivant Corporation will undertake to comply with separate and regular meetings for non-executive directors.
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.			
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
1. Board conducts an annual self-assessment of its performance as a whole.	√	The Board of Directors and Board Committees conducted a self-assessment of its performance in January 2021 pursuant to the Board Performance Appraisal Policy.	http://vivant.com.ph/wp-content/uploads/2019/06/Policy-on-Board-Performance-Appraisal.pdf
2. The Chairman conducts a self-assessment of his performance.	√		
3. The individual members conduct a self-assessment of their performance.	√		
4. Each committee conducts a self-assessment of its performance.	√		
5. Every three years, the assessments are supported by an external facilitator.	X		The company will engage the support of a facilitator on the 3 rd year of the performance assessment process of the Board.
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.	√	http://vivant.com.ph/wp-content/uploads/2019/06/Policy-on-Board-Performance-Appraisal.pdf	
2. The system allows for a feedback mechanism from the shareholders.	X		

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

Recommendation 7.1

1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	√	http://vivant.com.ph/wp-content/uploads/2019/06/Code-of-Business-Conduct-and-Ethics.pdf	
2. The Code is properly disseminated to the Board, senior management and employees.	√	http://vivant.com.ph/wp-content/uploads/2019/06/Code-of-Business-Conduct-and-Ethics.pdf	
3. The Code is disclosed and made available to the public through the company website.	√	http://vivant.com.ph/wp-content/uploads/2019/06/Code-of-Business-Conduct-and-Ethics.pdf	

1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	√	http://vivant.com.ph/wp-content/uploads/2019/06/Anti-Corruption-Policy-and-Program.pdf http://vivant.com.ph/wp-content/uploads/2019/06/Code-of-Business-Conduct-and-Ethics.pdf	
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Recommendation 7.2

1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	√	http://vivant.com.ph/wp-content/uploads/2019/06/Code-of-Business-Conduct-and-Ethics.pdf	
2. Board ensures the proper and efficient implementation and monitoring of	√	http://vivant.com.ph/wp-content/uploads/2019/06/Code-of-Business-Conduct-and-Ethics.pdf	

compliance with company internal policies.			
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.	√	http://www.vivant.com.ph/sec-filings/	
Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	√	For fiscal year 2019, Vivant Corporation submitted its Annual Report and Consolidated Financial Statements to the Securities and Exchange Commission (through electronic mail) on April 21, 2021. Attached as Annex "I" is the e-mail acknowledgment of receipt from the Market and Securities Regulation Department Vivant Corporation submitted its interim reports for the first quarter of 2020 with the Securities and Exchange Commission on May 12, 2021, through the PSE Edge. https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=79i	

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.	X	http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf	There is no direct disclosure on the risks pertaining to 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, but Vivant Corporation has consistently included the family relationships (see: http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (page 92) and security ownership of directors which include those in family relationships (see: http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (page 95) .
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Recommendation 8.2

1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	√	Vivant Corporation's memorandum on Disclosure of Transactions and "Blackout" transactions by Directors, Officers, Employees, and Related Individuals of Vivant Corporation Shares is attached as Annex "J"	
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.			
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	√	http://www.vivant.com.ph/disclosures/ http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	√	http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (please refer to Information on Directors and Officers in pages 80-82)	
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.	√	http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (please refer to Information on Directors and Officers in pages 80-82)	
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.	X		Vivant Corporation does not have a policy and procedure for setting Board remuneration, because other than honoraria for meetings attended Vivant Corporation does not pay any other fee.

2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	X		See: http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (see page 94)
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	X		For security reasons, disclosure of individual remuneration is not practiced. In lieu thereof, Vivant Corporation provides information of the top five (5) executives as a group. http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (see page 93)
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 15-18) http://vivant.com.ph/wp-content/uploads/2019/10/VVT-Corp-Related-Party-Transaction-Policy.pdf For fiscal year 2019, there was no transaction involving a director or executive officer involving conflict of interest.	
2. Company discloses material or significant RPTs reviewed and approved during the year.	√	For fiscal year 2020, there was no transaction involving a director or executive officer involving conflict of interest.	

		http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (see page 24)	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 18 on Procedure and Guidelines)	
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.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 16-Procedure and Guidelines) http://vivant.com.ph/wp-content/uploads/2019/10/VVT-Corp-Related-Party-Transaction-Policy.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.	√	http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=79 http://vivant.com.ph/sec-filings/	
2. Board appoints an independent party to evaluate the fairness of the transaction	X		Vivant Corporation has not had a Related Party Transaction in 2020 to require an

price on the acquisition or disposal of assets.			evaluation by an independent party as to the fairness of the transaction price. But Vivant Corporation has a Related Party Transaction Committee see: http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 24-26); http://vivant.com.ph/wp-content/uploads/2019/10/VVT-Corp-Related-Party-Transaction-Policy.pdf ; and see: http://www.vivant.com.ph/corporate-governance/board-committees/ which does not preclude the engagement of an independent consultant to evaluation the fairness of the transaction price.
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	√	http://vivant.com.ph/wp-content/uploads/2021/05/Vivant-Corporation_SEC-Form-20-IS-Information-Statement_12-May-2021.pdf (see page 8-9)	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf	
2. Company's MCG is submitted to the SEC and PSE.	√		

3. Company's MCG is posted on its company website.	√		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see barcode page)	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:			
a. Corporate Objectives	X	(b http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (see discussion on key performance indicators on pages 65-66)	(a) The Annual Report does not specify Corporate Objectives; but, by disclosing competition, major risks, the effects of existing and or probable government regulations, it is implied that overcoming these is one of the objectives of Vivant Corporation. http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (see pages 18-35)
b. Financial performance indicators	√		
c. Non-financial performance indicators	√		
d. Dividend Policy	X		(d) Vivant Corporation does not have a dividend policy. After determining the unrestricted retained earnings available for possible dividend declaration, the company assesses its future need to fund future investments.

e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	√	Version.pdf (page 13); and discussion on reducing reliance by a subsidiary in bilateral contracts is in http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (page 21).	
f. Attendance details of each director in all directors meetings held during the year	X	(e) http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (please refer to Information on Directors and Officers in pages 80-82)	
g. Total remuneration of each member of the board of directors	X		(f) Other than honoraria for meetings attended Vivant Corporation does not pay any other fee. See: http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (see page 93) For security reasons, disclosure of individual remuneration is not practiced. In lieu thereof, Vivant Corporation provides information of the top five (5) executives as a group. http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (see page 93)
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,	√	http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf	

identifies and explains reason for each such issue.		A_FY2020_Final_Execution-Version.pdf (see page 98)	
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.	X		There is no disclosure on the Board's review of material controls and risk management systems in the Annual Report/ACGR, but in the Manual on Corporate Governance, among the functions of the Board is to "identify key risk areas and performance indicators and monitor these factors with due diligence to enable Vivant to anticipate and prepare for possible threats to its operational and financial viability." http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 8)
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.	X		The Annual Report/i-ACGR has no statement on the adequacy of the internal controls/risk management systems, but the Manual on Corporate Governance that Vivant Corporation will monitor and evaluate the effectiveness of the risk management processes. http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 36, clause 11.4.1 (g))
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).	√	http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (see page 56-57)	

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

Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 33) http://www.vivant.com.ph/wp-content/uploads/2018/09/Audit-Committee-Charter.pdf (see page 3-External Audit)	
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.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 33) http://www.vivant.com.ph/wp-content/uploads/2018/09/Audit-Committee-Charter.pdf (see page 3-External Audit)	
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.	X		There has been no removal of the external auditor that required the disclosure for the reason/s therefor.

Supplement to Recommendation 9.1

1. Company has a policy of rotating the lead audit partner every five years.	X		Vivant Corporation has no written policy on rotation of lead audit partner, but its external auditor has been implementing its policy on rotation of lead partner every five years.
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Recommendation 9.2

1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	√	http://www.vivant.com.ph/wp-content/uploads/2018/09/Audit-Committee-Charter.pdf (see page 3: External Audit)	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	X		The Audit Committee Charter does not require review and monitoring of the suitability and effectiveness of the external auditor on an annual basis, but there is such a responsibility to review the performance and independence of the external auditor. http://www.vivant.com.ph/wp-content/uploads/2018/09/Audit-Committee-Charter.pdf (see page 3: External Audit)
Supplement to Recommendation 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related	√	http://www.vivant.com.ph/wp-content/uploads/2018/09/Audit-	

party transactions, its counterparties, and valuations of such transactions.		Committee-Charter.pdf (see page 3: External Audit)	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	√	http://www.vivant.com.ph/wp-content/uploads/2018/09/Audit-Committee-Charter.pdf (see page 3: External Audit)	
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.	√	rW S S V F V VaYa_WdV F w F wF F_hF u aYaY F S (see page 76: External Audit Fees and Services)	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	√	http://www.vivant.com.ph/wp-content/uploads/2018/09/Audit-Committee-Charter.pdf (see page 3: External Audit) http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 20, clause 2.12.2 (g))	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	X		For fiscal year 2020, the non-audit services exceeded the fees paid for audit services because the non-audit fees including Trainings on Philippine Data Privacy Assessment Project and Trainings on Taxation and Financial Reporting Standards. http://vivant.com.ph/wp-

			content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A FY2020 Final Execution-Version.pdf (see page 76: External Audit Fees and Services)
1. Company's external auditor is duly accredited by the SEC under Group A category.	√	http://vivant.com.ph/wp-content/uploads/2020/09/VVT-2020-GIS.pdf http://vivant.com.ph/wp-content/uploads/2021/03/VVT-GIS-2020-1st-Amended.pdf	
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).	√	The SOAR has not been conducted. But once it will be conducted, the external auditor will agree thereto.	
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.	√	http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A FY2020 Final Execution-Version.pdf (see pages 56-57: Business of Issuer)	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	√	http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-Sustainability-Report-FY2020.pdf	

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.	X		Due to the pandemic, no media and analysts' briefings were conducted in 2020. Instead, Vivant issued statements on its website and seeded the press releases to newspapers of general circulation (national broadsheets) and local dailies in Cebu to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors. In addition, the website posts reports and disclosures. http://www.vivant.com.ph/sec-filings/
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	√	http://www.vivant.com.ph/	
a. Financial statements/reports (latest quarterly)	√	http://www.vivant.com.ph/sec-filings/	
b. Materials provided in briefings to analysts and media	X		The press materials given to the media during annual stockholders' meetings are posted in the website.

			http://vivant.com.ph/annual-stockholders-meeting-2020/
c. Downloadable annual report	√	http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A-FY2020-Final-Execution-Version.pdf	
d. Notice of ASM and/or SSM	√	d. http://vivant.com.ph/wp-content/uploads/2021/05/Vivant-Corporation-SEC-Form-20-IS-Information-Statement-12-May-2021.pdf	
e. Minutes of ASM and/or SSM	√	e. http://vivant.com.ph/wp-content/uploads/2020/09/VVT-Minutes-of-ASM-2020.pdf	
f. Company's Articles of Incorporation and By-Laws	√	f. http://www.vivant.com.ph/our-company/articles-of-incorporation-and-by-laws/	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	√	http://www.vivant.com.ph/	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			

1. Company has an adequate and effective internal control system in the conduct of its business.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 33-34)	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 35-37)	
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.	√	http://www.vivant.com.ph/corporate-governance/enterprise-risk-management/	
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.	√	The Company discussed the IT Roadmap or the information systems strategic plans and the recommended improvements to its IT system. Please see attached Minutes of the Risk Committee Meeting dated November 26, 2020 attached hereto as Annex "K".	
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	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 34-35)	

value and improve the company's operations.		http://www.vivant.com.ph/our-company/organizational-chart/ Note that Internal Audit reports directly to the Chairman of the Board.	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	X		There is no appointed CAE yet, but the Manual on Corporate Governance provides for such position. http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 35)
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.	X		
3. In case of a fully outsourced internal audit activity, qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	X		
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 35-37) http://www.vivant.com.ph/our-company/organizational-chart/	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	√	Vivant Corporation engaged the services of JLT to assist the Risk Department in the Business Continuity Management exercise.	

Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	√	http://vivant.com.ph/wp-content/uploads/2020/09/SEC-FORM-17-C-2020.pdf	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	√	http://vivant.com.ph/wp-content/uploads/2021/05/Vivant-Corporation_SEC-Form-20-IS-Information-Statement_12-May-2021.pdf (see page 25)	
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	√	Please see notarized Certification attached as Annex "L".	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 37-41: Promoting Shareholder Rights)	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 37-41: Promoting Shareholder Rights)	
Supplement to Recommendation 13.1			

1. Company's common share has one vote for one share.	√	http://vivant.com.ph/wp-content/uploads/2021/05/Vivant-Corporation_SEC-Form-20-IS-Information-Statement_12-May-2021.pdf (see page 8-9)	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	√	http://vivant.com.ph/wp-content/uploads/2021/05/Vivant-Corporation_SEC-Form-20-IS-Information-Statement_12-May-2021.pdf (see page 8-9)	
3. Board has an effective, secure, and efficient voting system.	√	http://vivant.com.ph/wp-content/uploads/2021/05/Vivant-Corporation_SEC-Form-20-IS-Information-Statement_12-May-2021.pdf (see page 44)	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	X		Vivant Corporation implements one-share one-vote rule in accordance with law, other than for cumulative voting where minority shareholders may cumulate their votes to elect a director.
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.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/July-2015-Vivant-Corp-Amended-By-Laws.pdf (see Article II, Section 2)	

6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 37-41)	
7. Company has a transparent and specific dividend policy.	X		Vivant Corporation does not have a dividend policy. After determining the unrestricted retained earnings available for possible dividend declaration, the company assesses its future need to fund future investments. For fiscal year 2021, cash dividends were paid on June 23, 2020 after the Board declared dividends on May 13, 2020. http://vivant.com.ph/wp-content/uploads/2021/04/Vivant-Corporation-SEC-Form-17-A_FY2020_Final_Execution-Version.pdf (see page 65: Dividends)
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.			
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	√		The 2020 Annual Shareholders' Meeting was conducted via video conferencing through Zoom. Pursuant to SEC Memorandum No. 6, the Notice of Annual Shareholders' Meeting were published in the newspaper (print and on-line) of general circulation for two (2) consecutive days and posted on the company's

			website at least twenty-eight (28) calendar days before the Meeting. http://vivant.com.ph/annual-stockholders-meeting-2021/
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	√	http://vivant.com.ph/wp-content/uploads/2021/05/Vivant-Corporation_SEC-Form-20-IS-Information-Statement_12-May-2021.pdf	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	√		
b. Auditors seeking appointment/re-appointment	√		
c. Proxy documents	√		
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	√	http://vivant.com.ph/wp-content/uploads/2021/05/Vivant-Corporation_SEC-Form-20-IS-Information-Statement_12-May-2021.pdf	
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.	√	The results of the shareholder votes taken at the last Annual Shareholders' Meeting were disclosed on the following working day.	

		The minutes were posted in the website. http://www.vivant.com.ph/sec-filings/minutes-of-meetings/	
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.	√	The minutes of the Annual Shareholders' Meeting were posted on the website on the following day of the Meeting. http://www.vivant.com.ph/sec-filings/minutes-of-meetings/ All those present were given the opportunity to ask questions, but no question was asked.	
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.	√	The results of the shareholders votes taken at the last Annual Shareholders' Meeting were disclosed on the following working day. The minutes were posted in the website. http://vivant.com.ph/sec-filings/minutes-of-meetings/	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-	

mechanism to resolve intra-corporate disputes in an amicable and effective manner.		Manual-on-Corporate-Governance-2017.pdf (see pages 40-41)	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 40-41)	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (See page 41, clause 12.6) However, nobody has been appointed as the IRO.	
2. IRO is present at every shareholder's meeting.	X		While the Manual on Corporate Governance provides for an IRO, there is yet no appointed IRO.
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	X	Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.	There has been no attempt to takeover Vivant Corporation, thus, there was no need to avoid such effort.
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	X		As of May 10, 2020 Vivant Corporation had a public float of 12.74%. https://edge.pse.com.ph/companyPage/stockData.do?empty_id=79
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with			

the company beyond the Annual Stockholders' Meeting			
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.			
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 41)	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 41)	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see page 18, clause 2.76) While the Manual on Corporate Governance provides for an IRO, there is yet no appointed IRO.	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-	

and differences with key stakeholders is settled in a fair and expeditious manner.		Manual-on-Corporate-Governance-2017.pdf (see pages 39-41)	
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.	√	Vivant Corporation has not sought for any exemption from the application of a law, rule or regulation, especially pertaining to corporate governance issue.	
2. Company respects intellectual property rights.	√	There has been no instance where the respect for intellectual property rights has been compromised.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare			
2. Company discloses its policies and practices that address supplier/contractor selection procedures			
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf (see pages 41-42)	

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.	X		Vivant Corporation has no existing policy, but only the practice of the Discretionary Bonus (page 13 of Handbook on "Other Bonuses." (Attached as Annex "M")
2. Company has policies and practices on health, safety and welfare of its employees.	√	See "Schedule of Corrective Actions. Table V: Safety, Health, Security and Public Order" of the Employee Handbook – Code of Good Behavior (Attached as Annex "N")	
3. Company has policies and practices on training and development of its employees.	√	See attached "Training Request Authorization Form – HR 2016-02." (Attached as Annex "O")	
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.	√	http://vivant.com.ph/wp-content/uploads/2019/06/Anti-Corruption-Policy-and-Program.pdf	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	√	http://vivant.com.ph/wp-content/uploads/2019/06/Anti-Corruption-Policy-and-Program.pdf	
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.	√	http://vivant.com.ph/wp-content/uploads/2019/06/Anti-Corruption-Policy-and-Program.pdf	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-	

illegal or unethical practices, without fear of retaliation		Manual-on-Corporate-Governance-2017.pdf http://vivant.com.ph/wp-content/uploads/2019/06/Whistleblowing-Policy.pdf	
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.	√	http://www.vivant.com.ph/wp-content/uploads/2016/12/VVT-Manual-on-Corporate-Governance-2017.pdf http://vivant.com.ph/wp-content/uploads/2019/06/Whistleblowing-Policy.pdf	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	X		While Vivant Corporation has a Whistleblowing Policy, it has not had an instance of whistleblowing that gave the Board the opportunity to supervise and ensure the policy's enforcement.
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.	√	http://www.vivant.com.ph/csr/employee-volunteerism/ http://www.vivant.com.ph/csr/	

Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development			
2. Company exerts effort to interact positively with the communities in which it operates	√	http://www.vivant.com.ph/csr/employee-volunteerism/ http://www.vivant.com.ph/csr/	

June 1, 2021

Corporate Governance and Finance Department
Securities and Exchange Commission
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City 1307

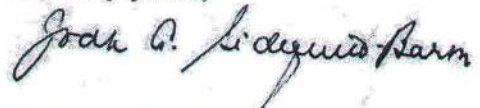
Subject: **Attendance of Directors and Executive Officers**
At Corporate Governance Seminars for 2020

Gentlemen:

Pursuant to the commitment of Vivant Corporation to continuously comply with and improve further its corporate governance practices, attached are photocopies of the Certificates of Attendance at variance corporate governance seminars held in 2020. The certificates are for the members of the Board of Directors and executive officers.

Thank you.

Sincerely yours,



JOAN A. GIDUQUIO-BARON
Assistant Corporate Secretary



Institute of Corporate Directors

presents this

Certificate of Participation

to

Maria Cielita A. Aniga

Vivant Corporation

for having completed the online course

Advanced Corporate Governance Training

held on

20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings

A handwritten signature in black ink, appearing to read 'Leonardo M. Berba', is written over the printed name.

Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Ellen S. Baladya

Vivant Corporation

for having completed the online course

Advanced Corporate Governance Training

held on

20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings

A handwritten signature in black ink, appearing to read 'Leonardo M. Berba', is positioned above the name and title of the Chief Executive Officer.

Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Carlos F. Bargamento, Jr.

Vivant Corporation

for having completed the online course

Advanced Corporate Governance Training

held on

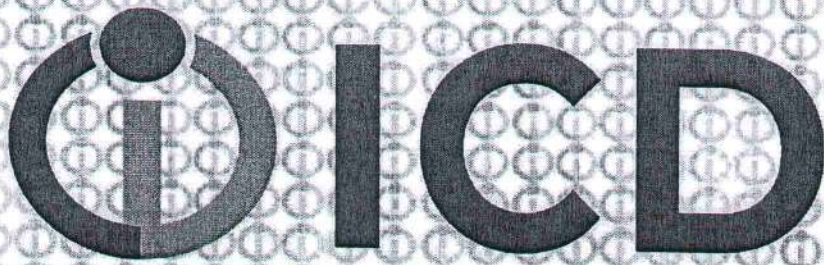
20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings

A handwritten signature in black ink, appearing to read 'Leonardo M. Berba', is written over the printed name.

Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Catherine S. Bringas

Vivant Corporation

for having completed the online course

**Advanced Corporate
Governance Training**

held on

20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings


Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Ma. Rofil E. Carpeso

Vivant Corporation

for having completed the online course

**Advanced Corporate
Governance Training**

held on

20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings

A handwritten signature in black ink, appearing to read 'Leonard M. Berba'.

Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Grant Clark

Vivant Corporation

for having completed the online course

Advanced Corporate Governance Training

held on

20 November 2020

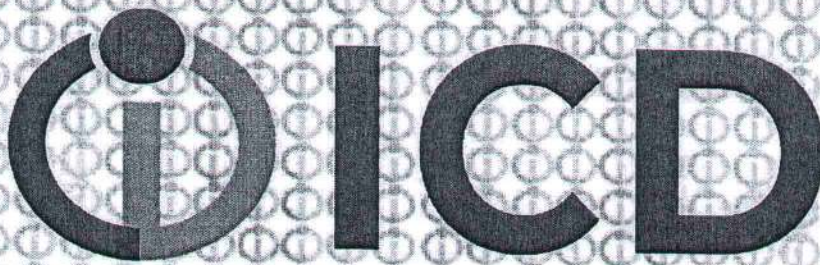
1:00 pm - 5:00 pm

through ZOOM Meetings

A handwritten signature in black ink, appearing to read 'Leonardo M. Berba', is positioned above the name and title of the signatory.

Leonardo M. Berba

Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Ronnel E. De Leon

Vivant Corporation

for having completed the online course

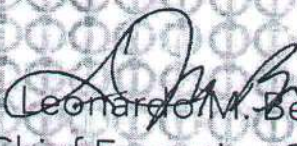
Advanced Corporate Governance Training

held on

20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings


Leonard M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Minuel Carmela N. Franco

Vivant Corporation

for having completed the online course

**Advanced Corporate
Governance Training**

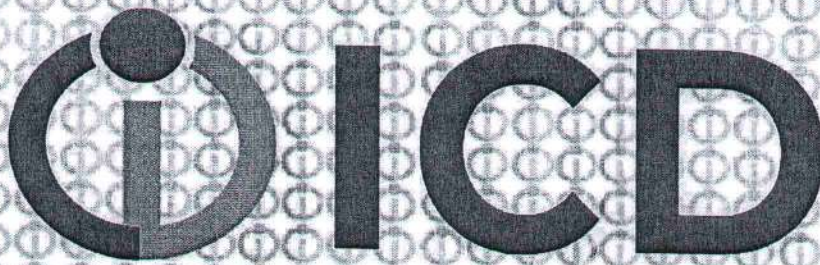
held on

20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings


Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Brigette Cecile N. Garcia

Vivant Corporation

for having completed the online course

Advanced Corporate Governance Training

held on

20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings

A handwritten signature in black ink, appearing to read 'Leonardo M. Berba', is written over the printed name.

Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Charles Sylvestre A. Garcia

Vivant Corporation

for having completed the online course

Advanced Corporate Governance Training

held on

20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings

A handwritten signature in black ink, appearing to read 'Leonardo M. Berba', is written over the printed name.

Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Emil Andre M. Garcia

Vivant Corporation

for having completed the online course

Advanced Corporate Governance Training

held on

20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings

A handwritten signature in black ink, appearing to read 'Leonardo M. Berba', is positioned above the name and title of the signatory.

Leonardo M. Berba

Chief Executive Officer



Institute of Corporate Directors
presents this

Certificate of Participation

to

Edgar John A. Garcia

Vivant Corporation

for having completed the online course

**Corporate Governance
Orientation Program**

held on

December 8, 2020 | 7:59:56 AM - 12:09:37 PM

December 9, 2020 | 7:54:05 AM - 12:30:03 PM

through ZOOM Meetings

A handwritten signature in black ink, appearing to read 'Leonardo M. Berba'.

Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Gil A. Garcia II

Vivant Corporation

for having completed the online course

Advanced Corporate Governance Training

held on

20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings

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Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Jess Anthony N. Garcia

Vivant Corporation

for having completed the online course

**Advanced Corporate
Governance Training**

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20 November 2020

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Chief Executive Officer



Institute of Corporate Directors

presents this

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Jesus B. Garcia, Jr.

Vivant Corporation

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through ZOOM Meetings


Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

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Ramontito E. Garcia

Vivant Corporation

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20 November 2020

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Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

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Shem Jose W. Garcia

Vivant Corporation

for having completed the online course

**Advanced Corporate
Governance Training**

held on

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through ZOOM Meetings


Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Joan A. Giduquio-Baron

Vivant Corporation

for having completed the online course

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held on

20 November 2020

1:00 pm - 5:00 pm

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Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Mark D. Habana

Vivant Corporation

for having completed the online course

Advanced Corporate Governance Training

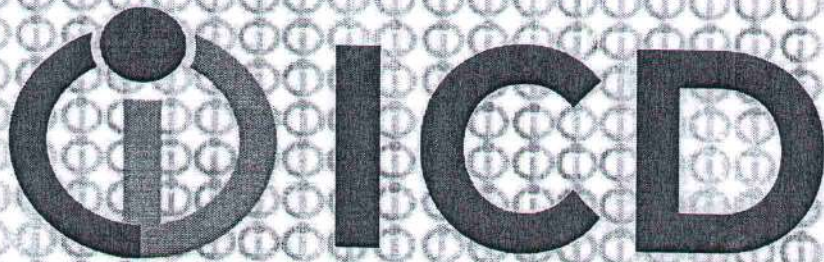
held on

20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings


Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Rogelio Q. Lim

Vivant Corporation

for having completed the online course

**Advanced Corporate
Governance Training**

held on

20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings


Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Dyan Ramona S. Olegario

Vivant Corporation

for having completed the online course

Advanced Corporate Governance Training

held on

20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings

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Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Raul Ch. Rabe

Vivant Corporation

for having completed the online course

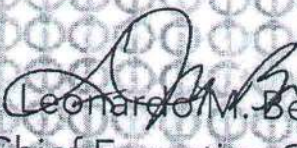
**Advanced Corporate
Governance Training**

held on

20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings


Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Arlo Angelo G. Sarmiento

Vivant Corporation

for having completed the online course

Advanced Corporate Governance Training

held on

20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings


Leonard M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Jose Marko Anton G. Sarmiento

Vivant Corporation

for having completed the online course

Advanced Corporate Governance Training

held on

20 November 2020

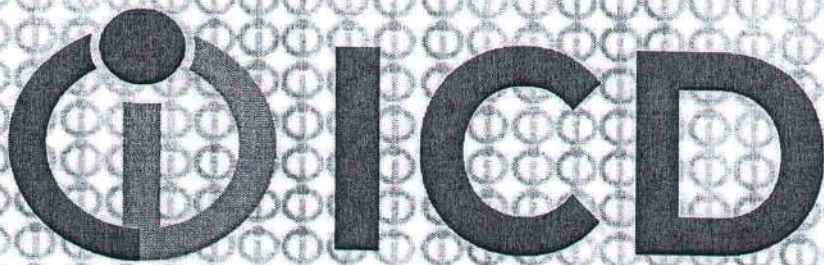
1:00 pm - 5:00 pm

through ZOOM Meetings

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Leonard M. Berba

Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Maria Victoria E. Sembrano

Vivant Corporation

for having completed the online course

Advanced Corporate Governance Training

held on

20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings


Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Michael B. Velasco

Vivant Corporation

for having completed the online course

Advanced Corporate Governance Training

held on

20 November 2020

1:00 pm - 5:00 pm

through ZOOM Meetings

A handwritten signature in black ink, appearing to read 'Leonardo M. Berba', is positioned above the name and title of the signatory.

Leonardo M. Berba

Chief Executive Officer

LBC EXPRESS, INC.
NO. 004 G/F, MERCADO BUILDING, GORORDO A
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THIS SERVES AS AN OFFICIAL RECEIPT
MIN
Serial No : 15090120163320962
Official Receipt No : CBE0410000062976

SHIPPER:

JP GARCIA, AND ASSOCIATES

Address: UNIT 1501-1502 15TH FLR AYALA LIFE
FGU CENTER MINDANAO AVE CE, CEBU CITY, CEBU
Contact No.(s): 2320253 / 9772763055
Card Number: TIN:
Email : ADMIN@JPGARCIALAW.COM

CONSIGNEE:

And or / care of: /

CALLANGAN, ATTY JUSTINA F

Address: DIR CORP. GOVERNANCE & FINANCE DEPART. SEC
URITIES & EXCHANGE COMMISSION SECRETARIAT BLDG. PICC
PASAY CITY, METRO MANILA
Contact No.(s): 9772763055

Courier N-Pouch XL

Origin : VIS-CBE04-GORORDO
Tran. Date : 06/01/2021 02:44:44 PM
Delivery Date : 06/07/2021 - 06/09/2021
Area Dest. : METRO MANILA
Tran. Type : Delivery
Cut-Off : 03:30 PM
Actual Wt (Kg.) : 0.00

VATable(Freight) : 147.32
VAT-Exempt : 0.00
VAT Zero-Rated : 0.00
10AM Pickup Fee : 0.00
Discount : 0.00
Total Sales : 147.32
12% VAT : 17.68
Amount Due : 165.00
Mode : CASH

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SANDE LEZ BEBYL

Signature of Associate

JP GARCIA, AND ASSOCIATES

Signature of Shipper

OR Series No : CBE041000000001 to CBE0409999999999 BIR Final PTU#:FP092015-122-0051706-00971
BIR Accreditation No: 1220007821402015060318 Date Issued: 06/26/2015 valid until 07/31/2025
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VIVANT CORPORATION
Minutes of the Regular Board Meeting
Ranudo Room, 9th Floor, Oakridge IT Center 3
Oakridge Business Park, Mandaue City (via Bluejeans)
Held by Videoconference on May 13, 2020 at 9:00 A.M.

PRESENT:

Mr. Ramontito E. Garcia	-	Chairman
Mr. Arlo A. G. Sarmiento	-	Director
Mr. Emil Andre M. Garcia	-	Director
Mr. Charles Sylvestre A. Garcia	-	Director
Mr. Gil A. Garcia II	-	Director
Mr. Jose Marko Anton G. Sarmiento	-	Director
Mr. Rogelio Q. Lim	-	Independent Director
Mr. Carmelo Maria L. Bautista	-	Independent Director
Atty. Jesus B. Garcia, Jr.	-	Independent Director
Mr. Raul Ch. Rabe	-	Independent Director

ALSO PRESENT:

Ms. Minuel Carmela N. Franco	-	SVP – Corporate and Shared Services
Atty. Jess Anthony N. Garcia	-	SVP – Business Development for Infrastructure
Ms. Ma. Cielita C. Añiga	-	VP – Human Resources
Ms. Maria Victoria E. Sembrano	-	SAVP – Controllershship
Atty. Catherine S. Bringas	-	AVP – Legal
Ms. Dyan Ramona S. Olegario	-	AVP– Accounting
Mr. Shem Jose W. Garcia	-	AVP – Corporate Communications
Ms. Brigitte Cecile N. Garcia	-	AVP – Corporate Planning
Mr. Mark D. Habana		
Mr. Erickson B. Omamalin		
Mr. Douglas E. Subang		

I. CALL TO ORDER

- 1 Before the meeting was called to order, the Board of Directors (the “Board”) of Vivant
- 2 Corporation (“Vivant” or the “Corporation”) offered a prayer for the eternal rest of the soul
- 3 of Mr. Dennis N. A. Garcia, Chairman of the Board, who recently passed away.

Mr. Ramontito E. Garcia ("REG") called to order the meeting of the Board at 9:00 o'clock in the morning and presided over the same. Atty. Catherine S. Bringas ("CSB") was designated as the Acting Corporate Secretary who took the minutes of the meeting.

II. CERTIFICATION OF QUORUM

The Acting Corporate Secretary, CSB certified that notices of the meeting were given in accordance with the By-Laws and with the presence of at least majority of the Board of Directors, there was a quorum to transact business.

Pursuant to the guidelines under Securities and Exchange Commission ("SEC") Memorandum Circular No. 6, Series of 2020, the Acting Corporate Secretary made a roll call and requested all parties participating in the meeting (whether through videoconference, or teleconference) to state for the record their full name, position and location. The Acting Corporate Secretary then informed the attendees who participated in the meeting through videoconference or teleconference call to confirm the following:

1. That they can completely and clearly hear others who can clearly hear them at the end of the line;
2. That they received the agenda and all materials for the meeting; and
3. That they attended the meeting through videoconference or teleconference using the devices below:

Name	Device	Location
Mr. Ramontito E. Garcia	Laptop	Cebu City
Mr. Arlo A.G. Sarmiento	Laptop	Cebu City
Mr. Emil Andre M. Garcia	Laptop	Cebu City
Mr. Charles Sylvestre A. Garcia	Laptop	Cebu City
Mr. Gil A. Garcia II	Laptop	Cebu City
Mr. Jose Marko Anton G. Sarmiento	Laptop	Cebu City
Mr. Rogelio Q. Lim	Laptop	Cebu City
Atty. Jesus B. Garcia, Jr.	Laptop	Dipolog City
Mr. Carmelo Maria L. Bautista	Laptop	Muntinlupa City
Ms. Minuel Carmela N. Franco	Laptop	Cebu City
Atty. Jess Anthony N. Garcia	Laptop	Cebu City
Ms. Cielita C. Añiga	Laptop	Cebu City
Ms. Maria Victoria E. Sembrano	Laptop	Cebu City
Atty. Catherine S. Bringas	Laptop	Pasig City
Ms. Dyan Ramona S. Olegario	Laptop	Talisay City
Mr. Shem Jose W. Garcia	Laptop	Cebu City
Ms. Brigitte Cecile N. Garcia	Laptop	Cebu City
Mr. Mark D. Habana	Laptop	Minglanilla, Cebu
Mr. Erickson B. Omamalin	Laptop	Talisay City
Mr. Douglas E. Subang	Laptop	Cebu City

21 Having satisfied themselves that the participants can hear each other completely and
22 clearly and that the meeting materials have been received by the Board of Directors
23 participating through videoconference or teleconference call, the Acting Corporate Secretary
24 certified that with at least a majority of the members of the Board present at the meeting by
25 videoconference or teleconference call, a quorum existed for the transaction of official
26 business by the Board of Directors.

III. READING AND APPROVAL OF MINUTES OF PREVIOUS MEETING

IV. MATTERS ARISING FROM PREVIOUS MEETING

32 4.1 Audited Financial Statements 2019

33 To review the application of the Court of Tax Appeals (“CTA”) decision regarding
34 treatment of Additional Paid-In Capital (APIC). According to Ms. Ma. Victoria E. Sembrano
35 (“MES”), the decision of the CTA in using the APIC in computing for the exposure to
36 Improperly Accumulated Earning Tax (“IAET”) was favorable to Vivant. It was ruled that APIC
37 could be included as equity in the computation for IAET. However, an appeal was made by
38 the Bureau of Internal Revenue (“BIR”), hence, the decision was not yet final.

39 4.2 COVID-19 Protocols

40 To present the updated 2020 goals to the ExCom in April in light of the COVID-19
41 impact/Corplan. This was presented during the last Vivant Executive Committee (“ExCom”)
42 meeting and will also be part of the report of Ms. Brigitte Cecile N. Garcia (“BNG”). The Board
43 further discussed the following matters arising from the previous meeting of the ExCom held
44 on April 24, 2020.

45 4.3 Capital Allocation

46 To present the Capital Allocation and Financial Highlights in the next ExCom
47 meeting/Corplan. This was already taken up by the Management Committee (“ManCom”).

48 4.4 Project Salt

V. GOALS DASHBOARD

77 5.1 Vivant Corporation Goals Dashboard

VI. FIRST (1st) QUARTER FINANCIALS

Ms. Dyan Ramona S. Olegario (“DSO”) reported on the First (1st) Quarter Financial Performance. The presentation showed the Actual as of March 2020, the 2020 Budget, and the 2019 Actual.

6.1 Consolidated PF Net Income

The 2020 Actual Consolidated Net Income was Php321.3Mn, which was 103% higher than the 2020 Budget of Php158.1Mn. However, it was 25% lower than the NIAT in the first (1st) quarter of 2019. The major contributor to Net Income was the Generation Business which accounted for 57% of the total NIAT or at Php280.2Mn. Distribution contributed at 43% or Php212.5Mn. Retail Business contributed Php2.9Mn, which was primarily contributed by Prism.

6.2 PF Net Operating Expense – Parent & Others

The 2020 Actual Net Operating Expense – Parent & Others amounted to Php154.2Mn, which was 38% lower than the budget of Php249.1Mn, due to (i) higher interest income; (ii) underutilized budgets for salaries and training due to lower headcount caused by the freeze in hiring and implementation of the ECQ; and (iii) unutilized budgets for consultancy fees, taxes, marketing, travel, and insurance. The 2020 Actual Net Operating Expense – Parent & Others was higher by 92% than the first quarter of 2019. This was due to (i) lower interest income; (ii) higher salaries, which was attributed to the accrued bonuses in the first (1st) quarter of 2020 (in 2019, bonuses were expensed outright in April); (iii) increase in headcount; and (iv) upward movement in salary rates, training and other employee-related costs. Higher Net Operating Expense was also attributed to the (i) increase in local business taxes due to the increase in gross revenues; (ii) increase in SAP hosting and intranet fees incurred in 2020; and (iii) timing donation to VFI.

6.7 Solar Income Contribution

Vivant's Solar Business was still in the red, but it was better compared to budget due to the delay in the implementation of projects due to COVID-19. Permits, licenses, professional fees, and other related fees in the implementation of these were not yet spent. DES explained that these expenses might come in the second (2nd) half of the year as ECQ may be lifted.

AGS clarified why VHHI's expenses were not capitalized. Ms. Maria Victoria E. Sembrano ("MES") explained that some costs not specific to a project had to be expensed. On the other hand, the recording of expenses specific to a project depends on whether they were directly associated with building the plant, hence, classified as Pre-Operating Expenses. JNG added that these items will be reclassified at some point in time, if already identified. He noted that most activities done were investing and not operational activities. Pre-operational expenses cannot be capitalized.

MATTER ARISING:

6.8.1. Management: To review the booking of VHHI items linked to

6.9 Consolidated Financials

DSO continued reporting on the Financial Performance of Vivant.

6.9.1 Consolidated Balance Sheet

6.9.2 Net Cash Movement

6.9.3 Financial Ratios

372 ROE was 12%. Debt-Equity ("DE") Ratio for the FRCN Debt was 0.31. Current Ratio was
373 1.42. Both were within the required ratios of the FRCN Covenant Ratios.

374 On the Capital Allocation Ratios, Minimum Cash Reserve was Php2Bn while the
375 required amount was Php4.03Bn. Debt Service Covenant Ratio ("DSCR") was at 7.56. DE
376 remained at 0.41. All the ratios were within the required levels.

377 Mr. Carmelo Maria L. Bautista ("CLB") asked if the DSCR included principal with
378 maturity and suggested it to be lower than 7.56. BNG clarified that it only included interest
379 payments for the year. It was expected to drop in the next year.

380 DSO then presented the Financials based on the Securities and Exchange Commission
381 ("SEC") format of reporting and requested approval for the disclosure of the first (1st) quarter
382 financial statements in accordance with SEC Form 17-Q, as endorsed by the Audit Committee.
383 After motion duly made and seconded, the Board approved the disclosure of the Vivant
384 Financial Statements for the first (1st) quarter of 2020.

385

386 **6.10 2020 Rolling Forecast**

387 DSO then presented the 2020 Rolling NI of Php1.7Bn based on the approved budget
388 without COVID-19 impact.

389 **6.11 Dividend Income**

390 She then showed the Dividend Income recognized by Vivant, Vivant Energy, and Vivant
391 Integrated Generation Corp. ("VIGC"), but noted that VIGC did not have dividend income in
392 the first (1st) quarter. It received dividends from MPC in April in the amount of Php200Mn.

VII. 2020 COVID-19 SIMULATIONS

417 The run on the Cash Flow scenario was also presented.

418 CLB asked why the percentage decline in NIAT in the Base Case and Worst Case was
419 26% and 49%, respectively, while the decline in dividend inflows was only at 17% and 29%,
420 respectively. DES replied that this due to the fact that the dividends in 2020 were based on
421 the 2019 earnings. Some dividends from subsidiaries have already been received, such as
422 those from The impact of COVID-19 on dividends will be reflected in 2021.

423 CLB expressed concern that such decline in income will occur when the Vivant will be
424 approaching banks for re-financing. AGS agreed and hoped that it will be expected as all other
425 industries were also suffering.

490 On projected projects in 2020, REG asked about the risk appetite of the Board. At this
491 point, DES suggested going into the details of the projects. AGS said that the Php1.6Bn
492 projects were those agreed to before COVID. Vivant still intend to continue its aggressive
493 approach in other sectors of the industry such as wind power, solar rooftop, engineering
494 services, manpower services.

495 JBG confirmed the need to always have an appetite for power. Although there might
496 be delays, Vivant should maintain the same appetite. The question was on the balance
497 between how much to pursue and what the situation will be in the coming months. It was a
498 matter of programming the investments. REG said that it will be helpful for management to
499 come up with a matrix on investments, status, gestation, and the amount of investments
500 required, see those that suit Vivant's portfolio best, and evaluate which are riskier and safer.

501 CLB pointed out that the projects that were acceptable in terms of financial risks
502 should be determined. If project financing will not be acceptable for certain sectors or
503 technologies, these must be deferred.

506 CLB opined that water infrastructure was a safe investment. Coal-fired technologies
507 were becoming more difficult to insure, and without securing insurance, it will be difficult to
508 finance. Several insurance companies were cutting back on reinsurance of coal-fired assets.
509 Water was attractive. For Renewable Energy, the appetite was acceptable to the extent that
510 it was viable, like solar and wind energy. He added storage capacity, but thought that
511 technology was not there yet.

531 encountered in obtaining such documents due to ECQ, which were expected to be secure on

558 CLB clarified on the need for bridge financing. MNF explained that it was to ensure
559 that funds will be available. Normally, documentation would take time for the facility, for this
560 reason the project team decided to apply for both. In the meantime, while the bridge facility
561 was availed of, management has time to work on conditions precedent for the facility.

562 MNF added that the facility will be bilateral, not syndicated.

589 Report are finalized. Project Environmental Monitoring and Audit Prioritization Scheme

745 the new set-up. The team was working on certain areas for improvement. satisfied with

764 communities. He said sources were already identified for different kinds of tests. for the

XII. CORPORATE MATTERS

799 **XIII. OTHER MATTERS**

800 On the COVID-19 Protocols, AGS asked the Board for any concerns or clarifications on
801 the work re-entry protocols. This can be discussed more extensively in a separate meeting if
802 necessary.

803 RQL pointed that Vivant should review its hiring policies henceforth, because he
804 foresaw that fewer people might be required for Vivant to operate. Due to the WFH
805 arrangement implemented, an employee may be productive for more hours than working in
806 the office. There will be tremendous savings on electricity, water, and other expenses. These
807 should be considered in the budget for the remaining quarters of the year.

XIV. ADJOURNMENT

811 Upon motion duly made and seconded, the regular meeting of the Board was
812 adjourned at 12:00 noon.

Prepared by:



ATTY. CATHERINE S. BRINGAS
Acting Corporate Secretary

Attested by:



MR. RAMONTITO E. GARCIA
Chairman/CEO

MR. JOSE MARKO ANTON G. SARMIENTO
Member

MR. RAMONTITO E. GARCIA
Member



MR. ARLO A. G. SARMIENTO
Member

MR. CHARLES SYLVESTRE A. GARCIA
Member



MR. EMIL ANDRE M. GARCIA
Member

MR. GIL A. GARCIA II
Member

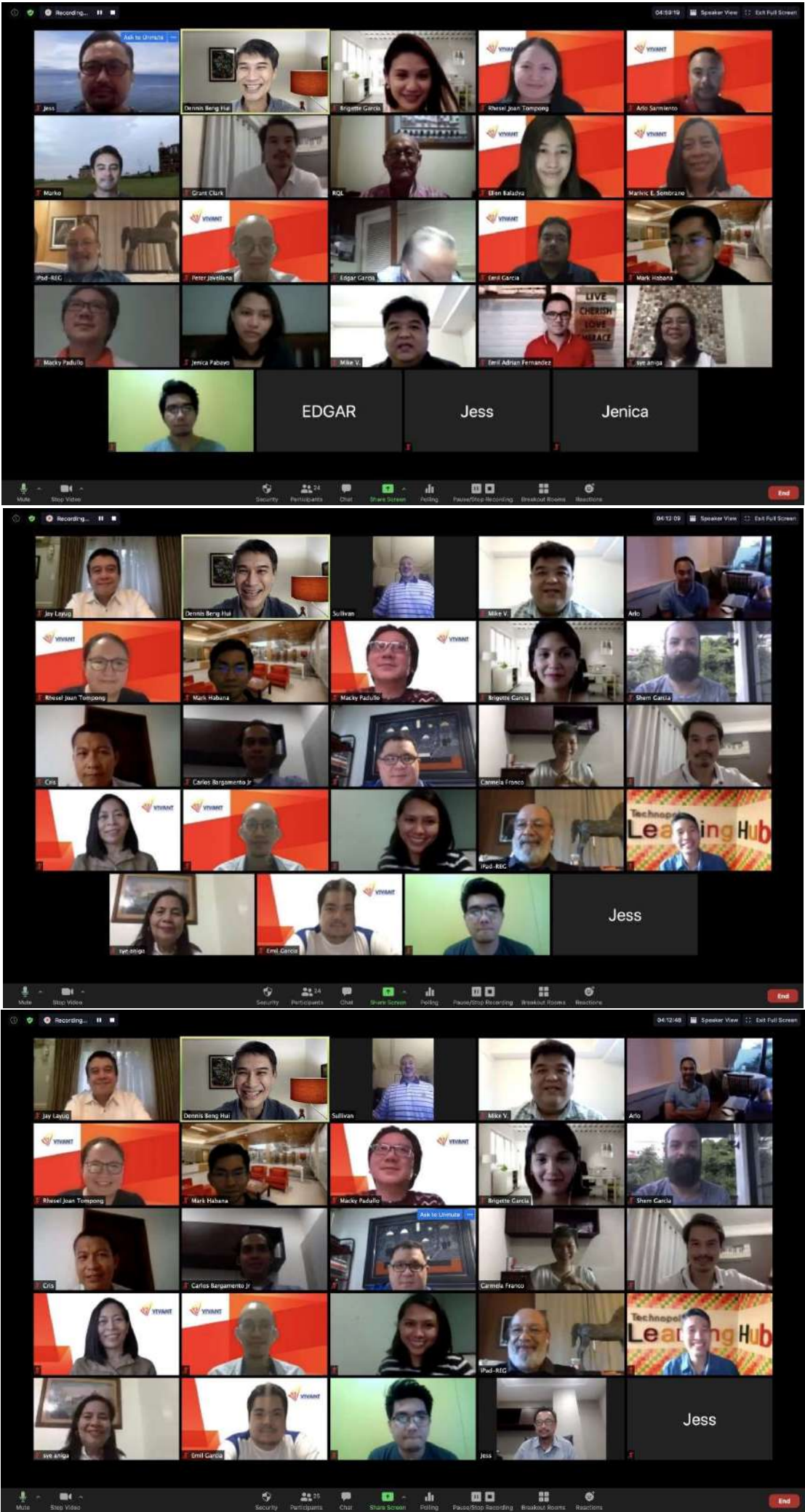
MR. ROGELIO Q. LIM
Independent Director

AMB. RAUL CH. RABE
Independent Director

MR. CARMELO MARIA LUZA BAUTISTA
Independent Director

ATTY. JESUS B. GARCIA, JR.
Independent Director

ANNEX C



Schedule IV

**VIVANT CORPORATION
RETIREMENT PLAN****RULES AND REGULATIONS****ARTICLE I
NAME, PURPOSE AND EFFECTIVE DATE****Section 1. NAME**

The name of this Plan shall be the **VIVANT CORPORATION RETIREMENT PLAN**.

Section 2. PURPOSE

This Plan shall establish the **VIVANT CORPORATION RETIREMENT TRUST FUND** which will provide retirement, death, disability, and severance benefits for all eligible employees of the Company.

Section 3. DATE AND EFFECTIVITY

The Plan shall be in effect on November 1, 2013.

**ARTICLE II
DEFINITION OF TERMS****Section 1. DEFINITIONS**

The following words or phrases used in the Plan shall be defined as follows:

- a) "Company" shall mean **VIVANT CORPORATION**.
- b) "Plan" shall mean the Retirement Plan adopted herein together with any amendments or further amendments duly adopted by the Company.
- c) "Fund" shall mean the Retirement Trust Fund established under this Plan, and shall mean generally the Company's contributions together with all income, gains and other additions thereto, less any losses, expenses, and benefit payments therefrom.
- d) "Trustee" or "Trustees" shall mean the entity, person or persons appointed by the Company responsible for the assets of the fund and general administration of the Plan.


MARIA VICTORIA SEMBRANO


ARLO A.G. SARMIENTO

-
- e) "Member" shall mean any officer or employee who has qualified for membership under Article III and whose membership has not been terminated as provided therein.
 - f) "Plan Salary" or "Pay" shall mean the latest monthly salary paid to the Member, or if paid daily shall be converted to monthly, for services rendered during normal working days and hours excluding allowances, overtime pay, commissions, bonuses and/or profit-sharing payments and other fluctuating emoluments or monetary benefits which are not considered as part of or integrated into the regular salary of the employee.
 - g) "Service" shall mean the period of service rendered by a Member as determined from the records of the Company. Period of service shall be reckoned from date of hire to date of retirement, death, permanent disability, or severance.
 - h) "Credited Service" shall mean the number of years and completed months of Service rendered by the Member. For purposes of determining the number of years of Credited Service, leave of absence without pay shall not be considered while a fraction of six (6) months or more shall be considered as one (1) year and a fraction of less than six (6) months shall be in accordance with Company policy.
 - i) "Regular Employment Status" shall mean an employee who is under the regular payroll of the Company on a full-time basis.
 - j) "Beneficiary" shall mean the person or persons who shall receive the death benefit provided for herein. The nomination of beneficiaries shall be in accordance with Article VI Section 2.
 - k) "Actuarial Advisor" shall mean a person who is accredited with the Insurance Commission as an actuary or a consulting firm with an accredited actuary in its staff.

Section 2. GENDER

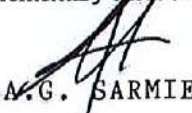
The masculine pronoun shall include the feminine gender and the single number shall include the plural unless the context indicates otherwise.

ARTICLE III MEMBERSHIP

Section 1. MEMBERSHIP

Membership in the Plan shall be automatic for all officers and employees of the Company who are considered having Regular Employment Status. Membership in the Plan will commence retroactively on the first day of the month coincident with or next following his attainment of Regular Employment Status. Upon commencement of membership the Company may require the Member to execute a pledge to the effect that he has read and is in conformity with this Plan and that he shall abide by its provisions and with any amendments and supplementary rules thereto.


MARIA VICTORIA SEMBRANO


ARLO A.G. SARMIENTO

Section 2. TERMINATION

Membership in the Plan shall cease automatically upon termination of the Member's service to the Company.

Section 3. RE-EMPLOYMENT

A Member whose membership in the Plan is terminated and is subsequently employed by the Company shall, upon re-admission to the Plan, be treated as a new Member.

Section 4. LEAVE OF ABSENCE

Membership in the Plan shall continue during any period over which a Member is on leave of absence approved by the Company in writing, and during any period of absence due to furlough, sickness, accident or other causes not constituting a severance of the employer-employee relationship.

**ARTICLE IV
THE FUND**

Section 1. NON-CONTRIBUTORY PLAN

No Member shall be required to make any contribution to the Fund.

Section 2. FUNDING

The funding of the Plan shall be determined by the Actuarial Advisor and payment of the benefits thereunder shall be provided for through the medium of a Fund held by a Trustee under an appropriate Trust Agreement. The contributions to the Fund so created together with gains and losses realized and unrealized plus contributed accrued liabilities, if any, shall constitute the Fund.

Section 3. VALUATION

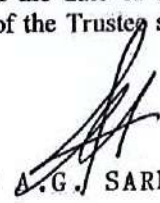
The contributions to the Fund shall be actuarially determined at least once every two or three years.

Section 4. PROCEDURE FOR PAYMENT

Application for the payment of the retirement benefits under Article V must be made in writing in the form and manner prescribed by the Trustee and must be filed with the Trustee at least thirty (30) days in advance of the date of actual retirement, resignation or separation without cause. Decision of the Trustee shall be final and binding upon all parties.



MARIA VICTORIA SEMBRANO



ARLO A.G. SARMIENTO

Section 5. MANNER OF PAYMENT

At the option of the Trustee, all benefits under the Plan shall be payable to the withdrawing Member in the form of a single sum payable anytime within sixty (60) days from the date of such withdrawal from the Plan. Such benefit shall be payable directly to the Member or to his beneficiary as the circumstances of each case may warrant.

Section 6. NON-DIVERSION OF FUNDS

All contributions made to the Fund shall be held solely and exclusively for the benefit of the Members or their beneficiaries and no part of the said Fund shall be used for, or diverted to, purposes other than for the exclusive benefit of the members or their beneficiaries.

Section 7. WAIVER OF CLAIMS

Receipt of any benefit by any Member of the Plan shall be deemed a final settlement of any and all claims that the Member may have under the Plan. The Member shall hereby waive, quitclaim and release the Company and the Plan from any and all claims, actions and liabilities arising from this Plan.

**ARTICLE V
RETIREMENT DATES AND BENEFITS**

Section 1. COMPULSORY RETIREMENT

The Normal Retirement Date of a Member shall be the first day of the month coincident with or next following his sixtieth (60th) birthday. The Member's Compulsory Retirement Benefit shall be a sum equal to 100% of Plan Salary for every year of Credited Service.

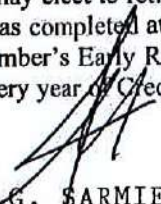
Section 2. OPTIONAL RETIREMENT

A Member may elect to retire prior to his Compulsory Retirement Date provided he has completed at least ten (10) years of Service and is at least age fifty-five (55). The Member's Optional Retirement Benefit shall be a sum equal to a 100% of Plan Salary for every year of Credited Service.

Section 3. EARLY RETIREMENT

With the consent of the Company, a Member may elect to retire prior to his Optional or Compulsory Retirement Date provided he has completed at least ten (10) years of Service and is at least age fifty (50). The Member's Early Retirement Benefit shall be a sum equal to a 100% of Plan Salary for every year of Credited Service.


MARIA VICTORIA SEMBRANO


ARLO A.G. SARMIENTO

Section 4. DISABILITY BENEFIT

In the event that a Member is retired by the Company due to permanent total incapacity or disability or due to sickness, as determined by a competent physician appointed by the Company, his disability retirement benefit shall be a single sum equal to 100% of Plan Salary for every year of Credited Service.

Section 5. SEVERANCE BENEFIT

A Member who is involuntarily separated by the Company due to a retrenchment program not due to serious business losses or financial reverses or redundancy or for causes not due to his own fault, misconduct, or material neglect shall be entitled to a benefit determined in accordance with the Termination Pay provision under the Labor Code or similar legislation on involuntary termination or if applicable, the amount of retirement benefits due to him hereunder, whichever is greater but shall not be entitled to all or any combination of all.

Section 6. TAX EXEMPTION OF BENEFITS

In accordance with the provisions for tax qualification under Republic Act No. 4917 (as reiterated by Section 32 (B) (6) (a) of the Tax Code of 1997), any retirement benefit received from the Plan shall be wholly exempt from tax provided the Member has served the Company for at least ten (10) years and is at least age fifty (50) at the time of retirement. It is further provided that any amount received under the Plan due to death, disability, or for any cause beyond the Member's control shall likewise be exempt from all taxes.

Section 7. DISMISSAL FOR CAUSE

A Member who is dismissed by the Company for cause shall not be entitled to any benefit under the Plan.

Section 8. FORFEITURES

The portion of the amount standing to the credit of a separated Member which is not paid to him by virtue of the limitations specified in this Plan shall be retained in the Fund and shall be used to reduce future contributions of the Company. Such forfeitures, which may arise from severance of employment, death or any other reason, shall not be applied to increase the benefits any Member would otherwise receive under the Plan at any time prior to the termination of the Plan or the complete discontinuance of Company contributions thereunder.


MARIA VICTORIA SEMBRANO


ARLO A.G. SARMIENTO

**ARTICLE VI
DEATH BENEFIT**

Section 1. BENEFIT

In the event that a Member dies from any cause except self-inflicted injuries, his beneficiaries shall be entitled to receive a death benefit in a lump sum equal to 100% of Plan Salary for every year of Credited Service.

Section 2. NOMINATION OF BENEFICIARY

Procedure. Each employee shall, upon eligibility to participate in the Plan, forthwith nominate in writing, in such forms as shall be prescribed by the Trustee, a person or persons entitled to succeed such Member, by testate or intestate succession under existing laws, to receive the amount which may be due the Member in case of his death or inability to receive in person any sum due him from the Fund.

Every nomination or appointment shall remain in force until the death of the nominee or appointee or until revoked or amended by the Member making it by delivering to the Trustee another nomination or appointment in the prescribed form.

In the event of death of a designated or appointed beneficiary during the lifetime of the designating or appointing Member, said Member shall forthwith nominate or appoint another person in place of the deceased beneficiary.

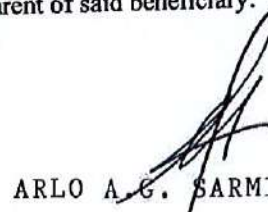
Failure to Nominate. If at the death of the Member there shall exist no valid nomination by him of a beneficiary, the existing laws on succession shall prevail.

If the person or persons from among those enumerated in the existing laws on succession do not exist at the time of the member's death, no death benefit shall be paid by the Plan. The death benefit which should have been paid shall be forfeited in favor of the Fund.

Minor / Incompetent Beneficiary. In case the beneficiary is a minor or under any disability to give legal discharge for payment of the benefits, then payment of the benefits shall not be made until a legal guardian is appointed in behalf of the minor or person under disability, but the beneficiary shall not be entitled to any income on the amount of the accrued benefits during the period that the payment was deferred because of the absence of a legal guardian; provided further that if the amount of benefit is such that existing laws would allow the payment thereof to the surviving parent of the minor or incompetent beneficiary, then benefit payments for the account of said beneficiary shall be made to the surviving parent of said beneficiary.



MARIA VICTORIA SEMBRANO



ARLO A. G. SARMIENTO

**ARTICLE VII
ADMINISTRATION**

Section 1. THE PLAN

The Plan shall be administered by a Trustee appointed by the Company who shall be responsible for the general administration of the Plan and the management of the Fund. The Company may create a Retirement Committee which will coordinate with the Trustee in the implementation of this Plan. The Trustee may seek the advice of counsel and may appoint an investment manager or managers to manage the Fund, an independent accountant to audit the Fund and an actuary to value the Fund. Fees and expenses incurred in the investing and accounting and / or actuarial audit, amendment and other services for the Plan may be charged to the Fund.

Section 2. TRUST AGREEMENT

The powers, authorities and discretion necessary or expedient for the Trustee to perform his / their duties shall be expressed in the Trust Agreement executed by the Company and the duly appointed person(s) or entity.

Section 3. RETIREMENT COMMITTEE

The duties of the retirement committee shall consist of the following functions solely as they relate to the Plan:

1. Implement the rules and procedures set forth in this Plan in filling applications for benefits, for furnishing proofs necessary to establish the Member's qualification, age and continuous service.
2. Recommend to the Trustee the appropriate payment of the amount due to the Member in accordance with the provisions of the Plan less accountabilities to the Company, if any.
3. Interpret together with the Trustee the meaning, coverage, interpretation and application of the provisions of the Plan.

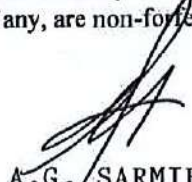
**ARTICLE VIII
AMENDMENT AND TERMINATION OF THE PLAN**

Section 1. NON-FORFEITURE OF RIGHTS

Upon termination of the Plan or upon the complete discontinuance of contributions under the Plan, the rights of each Member to benefits accrued to the date of such termination or discontinuance, to the extent then funded, or the rights of each Member to the amounts credited to his account, if any, are non-forfeitable.



MARIA VICTORIA SEMBRANO



ARLO A.G. SARMIENTO

Section 2. AMENDMENT

The Company may amend or modify this Plan at any time. Any amendment should conform to Republic Act Nos. 4917 and 7641 and their implementing regulations. Said amendments shall be immediately communicated to the trustee and the Members of the Plan.

Section 3. TERMINATION BY LIQUIDATION

The Company reserves the right at any time on account of business necessity to terminate, withdraw, amend, or modify the Plan in whole or in part, at the discretion of the Company. In the event of the termination of the Plan, the liability of the Company to make contributions shall cease, and the assets of the Fund shall be allocated, subject to provisions for expenses of administration or liquidation.

The Trustee shall pay all debts and obligations of the Fund and settle or dispose of any claims then outstanding against the Fund, and thereafter allocate the property remaining in the Fund to the employees or their beneficiaries, as follows:

- a. A sum in full or pro-rata to provide for the payment to members who are eligible for normal and late retirement, or for death and disability benefits, but who have not received their benefit payments by the date of termination of the plan.
- b. If any amount remains after (a) above, a sum, in full or pro-rata, to provide for the payment of benefits to employees who are eligible for early retirement by the date of termination of the Plan.
- c. If any amount remains after (b) above, a sum, in full or pro-rata, to provide for the payment of benefits to employees who remain and who may have contingent benefit interest as the Trustee/Retirement Committee may determine on the termination of the Plan.
- d. Any amount remaining in the Fund after making the above allocations and after paying all liabilities shall revert to the Company.

Section 4. TERMINATION BY TRANSFER

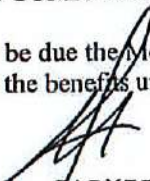
In the event the Company terminates the Plan by transferring it to any other Fund which is similar, in the opinion of the Trustee, to the purpose and terms of this Plan, each Member shall be entitled to the same benefits as they would have had from this Plan had this Plan not been terminated.

**ARTICLE IX
EFFECT OF LEGISLATION**

Section 1. SOCIAL SECURITY SYSTEM AND WORKMEN'S COMPENSATION

Except as otherwise provided, whatever benefits may be due the Member on account of the Social Security Law shall not be deducted from the benefits under this Plan.


MARIA VICTORIA SEMBRANO


ARLO A.G. SARMIENTO

Section 2. NON-DUPLICATION OF BENEFITS

In the event existing or future laws, including the Collective Bargaining Agreement, require the Company to pay similar or analogous benefits to those already herein provided, the Member concerned shall not be entitled to receive both what the law, legislation or CBA requires the Company to give but shall be entitled only to whichever benefit is the greater among them; or, the Company may exercise the right to reduce its current contributions or benefits under this Plan by the amount of any amount of any payments required by the subsequent legislation or CBA in accordance with the regulations promulgated by the Company.

**ARTICLE X
MISCELLANEOUS PROVISIONS**

Section 1. IRREVOCABILITY

The Company shall have no right, or interest in the contributions made by them to the Trust and no part of the Fund shall revert to the Company except after satisfaction of all liabilities of the Plan; however, such contributions as may have been made by the Company as a result of overpayment may revert to the Company.

Section 2. NON-TRANSFERABILITY OF RIGHTS

No benefit payable under the Plan shall be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance or change; and any action by way of anticipating, alienating, selling, transferring, assigning, pledging, encumbering, changing the same shall be void and of no effect.

Section 3. LIEN OF THE COMPANY

The Company shall have the first lien upon the amount standing to the credit of its employee-member to cover all liabilities of the Member to the Company. Said amount of liability shall be deducted by the Trustee from the benefit payment to the Member and shall be remitted to the Company.

Section 4. EMPLOYMENT

The establishment of the Plan shall not be construed as conferring any right upon any Member or any person to a continuation of employment.

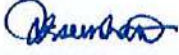

MARIA VICTORIA SEMBRANO


ARLO A.G. SARMIENTO

APPROVED:

VIVANT CORPORATION

By:


Name : MARIA VICTORIA SEMBRANO
Position : EVP FINANCE
Date : _____


ARLO A.G. SARMIENTO
EVP & COO

(Please sign each page of the Plan Rules.)



MINUTES OF THE AUDIT COMMITTEE MEETING

Vivant Board Room, Ayala- Life FGU Center
Cebu Business Park, Cebu City
August 17, 2018 at 02:00 PM

PRESENT:

Atty. Jesus B. Garcia, Jr.	- Committee Chairman
Mr. Dennis N.A. Garcia	- Member
Mr. Ramontito E. Garcia	- Member
Mr. Arlo A.G. Sarmeinto	- Member
Mr. Roger Q. Lim	- Member
Amb. Raul Ch. Rabe	- Member via Videoconference

ALSO PRESENT:

Atty. Jess Anthony N. Garcia	- Corporate Secretary
Ms. Minuel Carmela N. Franco	- VP Finance
Ms. Ma. Victoria E. Sembrano	- SAVP Controllershship
Ms. Brigitte Cecile N. Garcia	- AVP Corporate Planning
Mr. Carlos F. Bargamento Jr.	- Sr. Manager – Internal Audit

I. Call to Order

The Chairman of the Audit Committee (“AuditCom”) of Vivant Corporation (the “Corporation”), Atty. Jesus B. Garcia (“JBG”), called the meeting to order at 2:00 P.M. and presided over the same. Mr. Carlos F. Bargamento, Jr. (“CFB”) recorded the minutes of the proceedings.

II. Certification of Quorum

Pursuant to the guidelines under Securities and Exchange Commission Memorandum Circular No. 15, Series of 2001, CFB made a roll call and requested all parties participating in the AuditCom meeting (whether through video/teleconference or in person) to state for the record their full name and location. CFB then informed the attendees who participated in the meeting through videoconference call, to confirm the following:

1. That they can completely and clearly hear others who can clearly hear them at the end of the line;
2. That they received the agenda and all materials for the meeting; and
3. That they attended the meeting through videoconference using the contact number below:

<u>Name</u>	<u>IP Address</u>
Amb. Raul Ch. Rabe	58.69.9.84

Having satisfied themselves that the participants can hear each other completely and clearly and that the materials have been received by the members participating through videoconference call or in person, CFB certified that with the presence of a majority of the members of the AuditCom at the meeting in person or by videoconference call, a quorum existed for the transaction of official business.

III. Reading and Approval of Minutes of the Meeting

The minutes of the Audit Committee Meeting held on August 17, 2018 were presented to the Audit Committee for approval. Upon motion that was duly seconded, the Audit Committee approved all the minutes as presented without corrections.

IV. Others Matters from Previous Meetings

There was no other matter arising from the previous meeting.

V. 2018 CONSOLIDATED THIRD QUARTER FINANCIAL STATEMENTS

Ms. Ma. Victoria E. Sembrano ("MES") showed the report of the 2018 Second Quarter Consolidated Financial Statement.

Second quarter revenue decreased by 35% due to a drop in the volume of energy sales from 1590EC which is brought by the non-renewal of its BCQ. The amount was offset by the ASPA and sales in VEC and Corenergy. Equity Earnings increased by 33% due to MPC and improved bottom lines of CEDC, DPI, CIPC and VECO. The drop in management fee was due to the timing difference. Higher returns in money market placement increased interest income.

Generation cost dropped with the decrease in volume of energy sales. Depreciation was adjusted to reflect the lease extension.

MES discussed further on the operating expenses. Additional manpower and salary adjustment increased salaries. Taxes and licenses increased due to DST payment of VEC and VREC issued shares and a higher local business tax and real property taxes. Professional fees decreased due to 2017 engagement of technical services. Management fee decreased due to adjustment in rate. Higher frequency of business trips and increase in gasoline prices increased travel expenses. Rent increased due additional office space and escalation rates. Communication expenses increased due to manpower functions and booking of 2017 expenses. Utilities increased due to additional office space. Other operating expenses increased due to a donation made to VFI. All in all, net income attributable to parent has no movement compared to same period of last year.

MES continued to report on the balance sheet data. The reduction in cash was due to the increase in investment in TVI and SREC. Collection of dividends caused the trade and receivables to decrease. The notable movement in Non-Current assets was due to the

reclassification of the ET Vivant Investment. Trade payables increase was due to the dividend declaration. FRCN amortization caused the notes payable to decrease. Equity stood at 10.9M as of second quarter of 2018 compared to 10.7M from last year 2017.

Net inflow in the statement in cash flows was due to the dividends received and decrease of cash in financing is due to the FRCN payment.

JBG commented that the committee was concerned on matters that affects the integrity and credibility of the financial report or on its preparation. Directing IA to check the quarterly financials.

RQL discussed on the positive and negative variance while AGS commented that the committees' function is to look into the accuracy and proper recording of transactions.

RCR asked if the financials consider inflation and peso valuation. AGS replied that these matters are taken up by Corp Plan and projected forward.

MES further discussed on the impact of RFS 16 on leases of 1590EC and NR, audit fees for 2018 and BIR assessments as other matters.

VI. Internal Audit Report

Mr. Carlos Bargamento (CFB) reported on the 2nd quarter report for the Internal Audit Group.

CFB discussed the status of the audit plan and the addition of two special projects. Second quarter audit reports issued were for Admin, IT and for the special audit request for Foundation and HR.

Key results of admin audit include review of CCTV recordings, physical count and reconciliation of all fixed assets. Information Technology department key audit result is on the non-approval by the department head on request for access, no policy on password usage, reportorial protocol on breach incident and unsecured protocol of HRIS and DMS.

Further discussed by CFB was on the scheduled engagements for the rest of the year 2018 and the budgeted and actual operating expenses of the Group as of July 2018.

JBG commented that a report or status of the compliance of the findings be reported or shown.

VII. Other Matters

No other matters discussed.

VIII. Resolution

The Audit Committee recommended for presentation and approval to the Board of Directors of the Corporation the 2nd Quarter 2018 consolidated financial statements (SEC Form 17-A).

After discussion and upon motion made and seconded, the Audit Committee approved the same.

IX. Adjournment

There being no other matters to discuss, the Auditcom meeting was adjourned at 03:00 PM.

Prepared by:

Mr. Carlos F. Bargamento Jr.

Attested By:

Atty. Jesus B. Garcia Jr.
Chairman – Audit Committee

Mr. Dennis N.A. Garcia
Member

Mr. Ramontito E. Garcia
Member

Amb. Raul Ch. Rabe
Member

Mr. Arlo A.G. Sarmiento
Member

Mr. Roger Q. Lim
Member



VIVANT CORPORATION
 Minutes of the Regular Meeting of the Board of
 Held on August 11, 2017 at 9:00 A.M.
 Vivant Corporation Boardroom
 Unit 907-908 Ayala Life-FGU Center, Cebu Bus

PRESENT:

Mr. Ramontito E. Garcia	-	President
Mr. Gil A. Garcia II	-	Member
Mr. Charles Sylvestre A. Garcia	-	Member
Mr. Carmelo Maria Luza Bautista	-	Member
Mr. Jose Marko Anton G. Sarmiento	-	Member
Mr. Emil Andre M. Garcia	-	Member; VP for Operations and Business Dev't
Mr. Arlo A.G. Sarmiento	-	Member; EVP and COO
Mr. Rogelio Q. Lim	-	Independent Director
Atty. Jesus B. Garcia, Jr.	-	Independent Director
Amb. Raul Ch. Rabe	-	Independent Director

ALSO PRESENT:

Atty. Jess Anthony N. Garcia	-	Corporate Secretary/General Counsel
Ms. Minuel Carmela N. Franco	-	Treasurer/Vice President for Finance
Mr. Mark D. Habana	-	VP for Commercial Affairs
Atty. Macario C. Padullo, Jr.	-	AVP for Corporate Management Systems
Ms. Maria Victoria E. Sembrano	-	AVP for Finance

NOT PRESENT:

Mr. Dennis N. A. Garcia	-	Chairman of the Board
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I. Call to Order

The President, Mr. Ramontito E. Garcia ("REG"), acted as Chairman for the Regular Meeting of the Board of Directors (the "Board") of Vivant Corporation ("Vivant"), called the meeting to order at 9:00 o'clock in the morning and presided over the same. The Corporate Secretary, Atty. Jess Anthony N. Garcia ("JNG"), recorded the minutes of the proceedings.

II. Certification of Quorum

JNG certified that notices of the meeting have been sent to all members of the Board, and that with the presence of at least a majority of its members, there was a quorum to transact business.

VII. Corporate Updates

(a) Updates

i. Risk Committee

Ms. Minuel Carmela N. Franco (“MNF”) reported on updates on the Risk Committee (“Riskcom”).

The Riskcom held its first meeting on June 5, 2017. The key decisions to be made pertain to the Enterprise Risk Management (“ERM”) Framework based on ISO 31000, Risk Architecture, Scope, Risk Calendar, and Compliance.

MNF then presented the framework and process for managing risks based on ISO 31000 which is an international standard for risk management principles. She presented the Risk Architecture, showing the reporting and monitoring lines between and among the Board, Riskcom, Audit Committee, Risk Management Unit, Departments and Business Units.

The following were then presented as members of the Riskcom:

Amb. Raul Ch. Rabe – Chairman
Dennis N. A. Garcia – Member
Ramontito E. Garcia – Member
Charles Sylvestre A. Garcia – Member
Rogelio Q. Lim – Advisor
Arlo A. G. Sarmiento – *Ex Officio*
Emil Andre M. Garcia – *Ex Officio*
Minuel Carmela N. Franco – *Ex Officio*
Atty. Jess Anthony N. Garcia – *Ex Officio*

The Risk Management Unit shall be composed of the Chief Risk Officer and Risk Team.

The Risk Owner/Business Unit shall be the relevant Department Heads, Business Unit BoDs and Heads.

With Vivant being a holding company, risk management (“RM”) will be undertaken at two (2) levels: Parent level and Group/Business Unit level. RM in each level will be dependent on identified critical risk areas resulting from the evaluation of respective business models and process mapping. RM will cover: Strategic, Operational, Hazard, and Financial types of risks.

The 2017 – 2018 Calendar for Riskcom activities was then presented to the Board.

IX. Adjournment

Upon motion duly made and seconded, the regular meeting of the Board of Vivant was adjourned at 12:00 P.M..

Prepared by:


ATTY. JESS ANTHONY N. GARCIA

Corporate Secretary

Attested by:

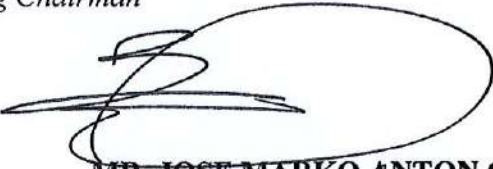

MR. RAMONTITO E. GARCIA

Acting Chairman

Not Present

MR. DENNIS N.A. GARCIA

Chairman


MR. JOSE MARKO ANTON G.

SARMIENTO

Member


MR. CHARLES SYLVESTRE A.

GARCIA

Member


MR. ARLO A.G. SARMIENTO

Member


MR. GIL A. GARCIA

Member

MR. CARMELO MARIA

LUZA BAUTISTA

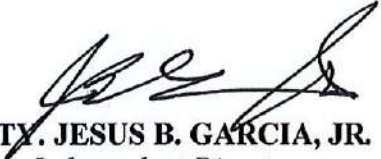
Member


MR. EMIL ANDRE M. GARCIA

Member


MR. ROGELIO Q. LIM

Independent Director


ATTY. JESUS B. GARCIA, JR.

Independent Director

AMB. RAUL CH. RABE

Independent Director

IX. Adjournment

Upon motion duly made and seconded, the regular meeting of the Board of Vivant was adjourned at 12:00 P.M..

Prepared by:

ATTY. JESS ANTHONY N. GARCIA

Corporate Secretary

Attested by:

MR. RAMONTITO E. GARCIA

Acting Chairman

Not Present

MR. DENNIS N.A. GARCIA

Chairman

**MR. JOSE MARKO ANTON G.
SARMIENTO**

Member

**MR. CHARLES SYLVESTRE A.
GARCIA**

Member

MR. ARLO A.G. SARMIENTO

Member

MR. GIL A. GARCIA

Member

**MR. CARMELO MARIA
LUZA BAUTISTA**

Member

MR. EMIL ANDRE M. GARCIA

Member

MR. ROGELIO Q. LIM

Independent Director

ATTY. JESUS B. GARCIA, JR.

Independent Director


AMB. RAUL CH. RABE

Independent Director

MEMORANDUM

For: *All Directors, Officers and Employees of Vivant Corporation*

From: *The Corporate Secretary*

Subject: *Disclosure of Transactions and "Blackout" of Transactions by Directors, Officers, Employees, and Related Individuals of Vivant Corporation Shares*

Date: *30 June 2014*

A. Disclosure of Transactions Involving Shares of Vivant Corporation

Section 23 of the Securities Regulation Code and Section 13 of the Revised Disclosure Rules of the Philippine Stock Exchange ("PSE") require that all directors and officers of Vivant Corporation should disclose any transaction (purchase or sale) involving shares of Vivant Corporation.

In this connection, all transactions (purchase or sale) of Vivant shares must be reported to the Corporate Secretary **not later than one (1) trading day from the date of the transaction**. This will give sufficient time for the Corporate Secretary to disclose the transaction to the Securities and Exchange Commission (SEC) and PSE on the following trading day.

B. "Blackout" Period for Transacting Shares of Vivant Corporation

To avoid the perception of "insider trading", all directors, officers, employees (and their Related Individuals) of Vivant Corporation must avoid purchasing or selling shares, or in any way dealing, with shares of Vivant Corporation during the following periods, which are hereby adopted and declared as "**blackout**" periods:

- (1) Quarterly Report blackout period – 10 trading days before and until 2 trading days after the following dates of each year:
 - a. April 15
 - b. August 15
 - c. October 15
- (2) Annual Report blackout period – 10 trading days before and until 2 trading days after April 15 of each year.

(3) Material Transaction blackout period – 10 trading days before and until 2 trading days after Vivant's disclosure of each the material transaction or event.

"Related Individuals" shall include the director's/officer's/employee's spouse (or live-in partner), relatives by affinity (by blood) or consanguinity (in-laws) within the second degree, legitimate or common-law.

Specifically, Related Interest includes:

- The director, officer, and employee of Vivant Corporation
- The legal spouse (or live-in partner) of such director, officer, and employee
- The director's, officer's, or employee's sibling
- The sibling of the legal spouse (or live-in partner) of such director, officer, and employee

Any transaction during the blackout period may be treated by the Securities Regulation Code as insider trading and may subject the director, officer, or employee to civil (monetary) liability in a suit brought by any investor who, contemporaneously with the purchase or sale of securities that is the subject of the violation, purchased or sold securities of the same class unless such director, officer, or employee, proves that such investor knew the information or would have purchased or sold at the same price regardless of disclosure of the information to him.

Please be guided accordingly.

-Nothing follows-

REPUBLIC OF THE PHILIPPINES }
} S.S.

CERTIFICATION

I, JESS ANTHONY N. GARCIA, Filipino, of legal age and with office address at 9th Floor, Oakridge IT Center 3, Oakridge Business Park, A.S. Fortuna Street, Barangay Banilad, Mandaue City, Cebu, Philippines, after being duly sworn in accordance with law, depose and state that:

1. I am the Corporate Secretary of VIVANT CORPORATION (the "Corporation"), a corporation duly organized and existing pursuant to and under the laws of the Republic of the Philippines, with principal business address at 9th Floor, Oakridge IT Center 3, Oakridge Business Park, A.S. Fortuna Street, Barangay Banilad, Mandaue City, Cebu, Philippines;

2. For the year ending December 31, 2020, the Board of Director of the Corporation held six (6) regular meetings with the following members in attendance:

2020 REGULAR MEETING OF THE BOARD OF DIRECTOR							
NAME	POSITION	January 30, 2020	March 25, 2020	May 13, 2020	August 7, 2020	September 11, 2020	November 13, 2020
Dennis Nicolas A. Garcia	Former Chairman of the Board	Not Present	Present	†	†	†	†
Ramontito E. Garcia	Chairman of the Board and CEO	Present	Present	Present	Present	Present	Present
Edgar John A. Garcia ¹	Vice Chairman	-	-	-	Present	Present	Present
Arlo Angelo G. Sarmiento	Member	Present	Present	Present	Present	Present	Present
Emil Andre M. Garcia	Member	Present	Present	Present	Present	Present	Present
Charles Sylvestre A. Garcia	Member	Present	Present	Present	Present	Present	Present
Gil A. Garcia II	Member	Present	Present	Present	Present	Present	Present
Jose Marko Anton G. Sarmiento	Member	Present	Present	Present	Present	Present	Present

¹ Mr. Edgar John A. Garcia assumed the role as Vice Chairman on July 9, 2020

Rogelio Q. Lim	Independent Director	Present	Present	Present	Not Present	Present	Present
Jesus B. Garcia, Jr.	Independent Director	Present	Not Present	Present	Not Present	Not Present	Present
Carmel Maria L. Bautista	Independent Director	Present	Present	Present	Present	Present	Not Present
Raul Ch. Rabe	Independent Director	Not Present	Not Present	Present	Present	Present	Present

3. For the year ending December 31, 2020, the Audit Committee of the Corporation held four (4) meetings with the following members in attendance:

2020 AUDIT COMMITTEE MEETING					
NAME	POSITION	March 20, 2020	May 12, 2020	August 6, 2020	November 11, 2020
Jesus B. Garcia, Jr.	Chairman	Not Present	Present	Present	Present
Ramontito E. Garcia	Member	Present	Present	Present	Present
Arlo A.G. Sarmiento	Member	Present	Present	Present	Present
Dennis N.A. Garcia	Member	Present	†	†	†
Rogelio Q. Lim	Member	Present	Present	Present	Present
Raul Ch. Rabe	Member	Not Present	Present	Present	Present

4. The foregoing statements are in accordance with the records of the Corporation.

IN WITNESS WHEREOF, I have hereunto affixed my signature this _____ in _____, Philippines.


ATTY. JESS ANTHONY N. GARCIA
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this MAY 18 2021 in Cebu City, Philippines. Affiant personally exhibited to me his Philippine Passport with No. P4404705 B issued at the City of Cebu on January 16, 2020, Philippines as competent proof of his identity.

Doc. No. 13;
Page No. 3;
Book No. 25;
Series of 2021.




ATTY. JOAN GIDUQUIO - BARON
NOTARY COMMISSION NO. 018-19
NOTARY PUBLIC
UNTIL JUNE 30, 2021
UNITS 1501-1502 AYALA LIFE - FGU CENTER
CEBU BUSINESS PARK, CEBU CITY
ROLL NO. 41829
PTR NO. 1981966 - CEBU CITY - 1-05-2021
IBP LIFETIME NO. 019431 - CEBU CITY

Corporate Secretary

From: MSRD COVID19 <msrd_covid19@sec.gov.ph>
Sent: Wednesday, 21 April 2021 6:29 PM
To: corporatesecretary@vivant.com.ph
Cc: ERWIN EDWARD P. MENDINUETO
Subject: Fwd: VIVANT CORPORATION_SEC Form 17-A and Sustainability Report
Attachments: Vivant Corporation SEC Form 17-A_FY2020.pdf; Vivant Corporation Sustainability Report_2020.pdf

Dear Sir/Madam,

Acknowledging receipt of your email below with its attachments.

Thank you.

Regards,

MARKETS AND SECURITIES REGULATION DEPARTMENT
PHILIPPINE SECURITIES AND EXCHANGE COMMISSION

----- Forwarded message -----

From: <corporatesecretary@vivant.com.ph>
Date: Tue, Apr 13, 2021 at 3:51 PM
Subject: VIVANT CORPORATION_SEC Form 17-A and Sustainability Report
To: MSRD COVID19 <msrd_covid19@sec.gov.ph>, <ictdsubmission@sec.gov.ph>
Cc: Joan Baron <jbaron@jpgarcialaw.com>, Dyan Olegario <dyan.olegario@vivant.com.ph>, Ma. Rofil Carpeso <rofil.carpeso@vivant.com.ph>, Gwen Dela Rosa <legal.admin@vivant.com.ph>, Jane Comique <legal.cebuh@vivant.com.ph>

Gentlemen:

I hereby submit on behalf of **Vivant Corporation** the following attached documents:

1. SEC Form 17-A : Annual Report for year 2020;
2. Sustainability Report for year 2020;

The Exhibits to the Annual Report, Vivant Corporation's Revised Manual on Corporate Governance, and SEC Form i-ACGR for year 2019 may be accessed through this link: <https://drive.google.com/drive/folders/1PUJkR1j9jc0ou-0hI4DP-Q2pfl3-D0HP>

The documents in the drive are summarized as follows:

Revised Manual on Corporate Governance

SEC Form i-ACGR FY2019

Exhibit A – Corporate Structure

Exhibit B – 1. Map of Relationships

Exhibit B – 2. Consolidated Financial Statement 2020

Exhibit B – 3. SMR for CFS2020

Exhibit B – 4. Index to CFS2020 and Supplementary Schedules

Exhibit B – 5.1. Schedules A – H

Exhibit B – 5.2. Reconciliation of Retained Earnings

Exhibit B – 6. Schedule of Financial Soundness

Exhibit C – Consolidated Financial Statement 2019

Exhibit D – Consolidated Financial Statement 2018

I hereby certify that all information set forth in the Corporation's SEC Form 17-A: Annual Report, Sustainability Report and all attachments thereto have been made in good faith and to the best of my knowledge, are true and correct. I further commit to submit physical versions of the exact same submitted documents to the Securities and Exchange Commission once the state of public health emergency is lifted.

We hope you find everything in order.

Warm regards,

Catherine S. Bringas

AVP – Legal



3rd Floor, La Paz Centre Building

Salcedo Street Corner V.A. Rufino Street

Legaspi Village, Makati City

(T) +63 (02) 84036566; +63 (02) 84036551; +63 (02) 85534730; +63 (02) 88697101 | www.vivant.com.ph

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You may access our full disclaimer at <http://www.vivant.com.ph/disclaimer.html>

**MEMORANDUM**

For: *All Directors, Officers and Employees of Vivant Corporation*

From: *Office of the Corporate Secretary*

Subject: *Disclosure of Transactions and "Blackout" of Transactions by Directors, Officers, Employees, and Related Individuals of Vivant Corporation Shares*

Date: *2 July 2014*

A. Disclosure of Transactions Involving Shares of Vivant Corporation

Section 23 of the Securities Regulation Code (the "Code") and Section 13 of the Revised Disclosure Rules of the Philippine Stock Exchange ("PSE") require that all directors and officers of Vivant Corporation should disclose any transaction (purchase or sale) involving directly-owned or beneficially-owned shares of Vivant Corporation.

As defined by the Code, "Beneficial Ownership" means any person who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has or shares voting power, which includes the power to vote, or to direct the voting of such security; and/or investment returns or power, which includes the power to dispose of, or to direct the disposition of such security; provided, however, that a person shall be deemed to have an **indirect beneficial ownership** interest in any security which is:

- i. held by members of his immediate family sharing the same household;
- ii. held by a partnership in which he is a general partner;
- iii. held by a corporation of which he is a controlling shareholder; or
- iv. subject to any contract, arrangement or understanding which gives him voting power or investment power with respect to such securities;

A person shall also be deemed to be the beneficial owner of a security if that person has the right to acquire beneficial ownership, within thirty (30) days, including, but not limited to, any right to acquire, through the exercise of any option, warrant or right; through the conversion of any security; pursuant to the power to revoke a trust, discretionary account or similar arrangement; or pursuant to automatic termination of a trust, discretionary account or similar arrangement.

In this connection, all transactions (purchase or sale) of Vivant shares, whether directly or indirectly owned, must be reported to the Corporate Secretary **not later than two (2) trading days from the date of the transaction**. This will give sufficient time for the Corporate Secretary to disclose the transaction to the Securities and Exchange Commission (SEC) and PSE on the following trading day.

B. "Blackout" Period for Transacting Shares of Vivant Corporation

To avoid the perception of "insider trading", all directors, officers and employees deemed to have access to material and non-public information on Vivant Corporation must not purchase or sell shares, or in any way deal, with shares of Vivant Corporation during the following periods, which are hereby adopted and declared as **"blackout" periods**:

- (1) Quarterly Report blackout period – 10 trading days before and until 2 trading days after the date of disclosure to the PSE and SEC
- (2) Annual Report blackout period – 10 trading days before and until 2 trading days after the date of disclosure to the PSE and SEC.
- (3) Material Transaction blackout period – 10 trading days before and until 2 trading days after Vivant's disclosure to the PSE and SEC of each of the material transaction or event.

The blackout periods also apply to the directors, officers and relevant employees' Related Individuals, which include the following:

1. The legal spouse (or live-in partner) of such director, officer, or employee
2. The director's, officer's, or employee's sibling
3. The sibling of the legal spouse (or live-in partner) of such director, officer, or employee
4. Any member of the immediate family of the director, officer or employee sharing the same household
5. A partnership in which the director, officer or employee in which he/she is a general partner
6. A corporation of which the director, officer or employee is the controlling shareholder
7. Any natural individual or juridical entity who gives the director, officer or employee voting power or investment power with respect to the Vivant shares, under any contract or arrangement

The Office of the Corporate Secretary shall send an e-mail to advise the directors, officers and relevant employees of any blackout period at least two (2) trading days before said period begins.

Any transaction during the blackout period may be treated by the Securities Regulation Code as insider trading and may subject the director, officer, or employee to civil (monetary) liability in a suit brought by any investor who, contemporaneously with the purchase or sale of securities that is the subject of the violation, purchased or sold securities of the same class unless such director, officer, or employee, proves that such investor knew the information or would have purchased or sold at the same price regardless of disclosure of the information to him.

Please be guided accordingly.

-Nothing follows-



VIVANT CORPORATION
Minutes of the Meeting of the
BOARD RISK OVERSIGHT COMMITTEE
 Ranudo, 9th Floor, Oakridge IT Center 3
 Oakridge Business Park, Mandaue City (Via Zoom)
 November 26, 2020 at 10 o'clock in the morning

Present:

Amb. Raul Ch. Rabe	-	Chairman
Mr. Ramontito E. Garcia	-	Member
Atty. Jesus B. Garcia, Jr.	-	Member
Mr. Jose Marko G. Sarmiento	-	Member
Mr. Rogelio Q. Lim	-	Member

Also Present:

Ms. Minuel Carmela N. Franco	-	SAVP – Corporate and Shared Services/ Chief Risk Officer
Mr. Grant Clark	-	AVP - Information Technology
Atty. Catherine S. Bringas	-	Acting Corporate Secretary
Mr. Nilo Aribas	-	IT Consultant

I. CALL TO ORDER

1 Amb. Raul Ch. Rabe (“RCR”) called to order the meeting of the Board Risk Oversight
 2 Committee (“RiskCom”) of Vivant Corporation (“Vivant”) at ten o'clock in the morning and
 3 presided over the same. The Acting Corporate Secretary, Atty. Catherine S. Bringas (“CSB”)
 4 took the minutes of the meeting.

II. CERTIFICATION OF QUORUM

5 CSB certified that notices of the meeting were given in accordance with the By-Laws,
 6 and with the presence of at least majority of the RiskCom, there was a quorum to transact
 7 business.

8 Pursuant to the guidelines under Securities and Exchange Commission (“SEC”)
 9 Memorandum Circular No. 6, Series of 2020, CSB made a roll call and requested all parties
 10 participating in the meeting (whether through videoconference, or teleconference) to state,
 11 for the record their full name, position, and location. CSB then informed the attendees who
 12 participated in the meeting through videoconference or teleconference call to confirm the
 13 following:

- 14 1. That they could completely and clearly hear others who could clearly hear them
15 at the end of the line;
16 2. That they received the agenda and all materials for the meeting; and
17 3. That they attended the meeting through videoconference or teleconference using
18 the devices below:

Name	Device	Location
Mr. Ramontito E. Garcia	Laptop	Cebu City
Mr. Jose Marko Anton G. Sarmiento	Laptop	Cebu City
Mr. Rogelio Q. Lim	Laptop	Cebu City
Atty. Jesus B. Garcia, Jr.	Laptop	Dipolog City
Amb. Raul Ch. Rabe	Laptop	Muntinlupa City
Ms. Minuel Carmela N. Franco	Laptop	Cebu City
Atty. Catherine S. Bringas	Laptop	Pasig City
Mr. Grant Clark	Laptop	Cebu City
Mr. Nilo Aribas	Laptop	Cebu City

19 Having satisfied themselves that the participants could hear each other completely
20 and clearly and that the materials have been received by the directors participating through
21 videoconference or teleconference call, the Acting Corporate Secretary certified that with at
22 least a majority of the members of the RiskCom present at the meeting by videoconference or
23 teleconference call, a quorum existed for the transaction of official business by the RiskCom.

III. READING AND APPROVAL OF MINUTES OF PREVIOUS MEETING

24 After motion duly made and seconded, the reading of the minutes of the previous
25 meeting was dispensed with. After a subsequent motion that was duly seconded, the minutes
26 were approved without revisions.

IV. MATTERS ARISING FROM PREVIOUS MEETING

27 The Committee discussed the following matters arising from the previous meeting of
28 the RiskCom held on July 14, 2020:

Item	Matter Arising	Person Responsible	Status/Due Date
	The creation of a database management group to collate all data into one (1) databank which can be accessed by executives to have a solid, basic information for decision-making was carried as an action item in the next RiskCom Meeting	MNF	Ongoing. It was still being evaluated which team will handle this, whether Corporate Planning or Corporate Management Services

	On the discussion regarding the top 12 risks, to forward to the RiskCom updates on the RMSAP	MNF	The RMSAP was emailed to the Committee. A summary was presented to the RiskCom. Only a few items were remaining, including the IT Roadmap, BCM, and Compliance Framework.
	On the discussion regarding the IT risk and the information policy, to cascade to the RiskCom the improvements on the Information Policy based on the recommendation of the IT Consultant, and to provide the RiskCom updates on the IT roadmap	MNF	Part of the agenda
	Management to consider coordinating with hospitals to include Vivant in the list for procurement of vaccines for COVID-19	Management	HR tried to coordinate with local hospitals, but at the time, there were no updates from the hospitals.

29 On the 4th item, RCR recalled the discussion earlier on the initiative of private business
30 to fund the securing of the vaccine in the Philippines. He said to encourage the Human
31 Resources (“HR”) group to coordinate with the hospitals. The RiskCom also discussed the tax
32 benefit implications when this happens, since it can become some sort of a donation.

MATTER ARISING:

4.1.1 Management: to encourage the HR group to coordinate with the hospitals in securing the vaccines

V. IT ROADMAP

33 Mr. Grant Clark (“GC”) introduced the presentation as the IT Roadmap or the
34 information systems strategic plans for Vivant and the recommended improvements to its IT
35 system.

36 GC introduced the speaker, Mr. Nilo Aribas (“Mr. Aribas”), who was engaged by Vivant
37 almost a year ago. Mr. Aribas is an IT Consultant with over twenty-five years of experience.
38 He was engaged to perform a thorough review of the IT systems, processes, and the
39 organization of the people in the IT Department. He was also tasked to recommend a
40 roadmap on how to implement the improvements. GC informed the RiskCom about Mr.
41 Aribas’ educational and work background.

Mr. Aribas then presented *"IT Roadmap: Information System Strategic Plan"* ("ISSP"). The presentation covered updates on the ISSP and provide context on the topic on IT risks, information system policies, relevant to business continuity and overall security posture.

The approach will cover three (3) phases of the IT process – people, organization, and infrastructure. There will be holistic view and not limited to specific areas. First was to identify the IT services. The next step was to organize and structure, and maybe reinforce the people to deliver the services. The necessary tools and infrastructure are then determined. This was the core of the review of the IT of the organization. The policies and procedures were also tracked. From there, the IT security posture will be continuously looked. Movements from one location to another may cause a change in security posture and surface exposure.

The IT Department Assumptions for ISSP were identified and enumerated, as follows:

1. The IT Department will continue to provide corporate IT shared services
2. Enterprise Resiliency (through IT Business Continuity) initiative will be given priority in response to operational challenges brought about by COVID-19.
3. The current IT staff/complement will be retained, but roles will be redefined based on restructured IT organization. This also means updating the skills of the people.
4. Workstations and laptops will continue to be the primary work area of Vivant's workforce including work from home ("WFH").
5. IT/Information System ("IS") project management and technical will be enhanced to support the need of the business growth.
6. Cybersecurity will be strengthened has a consequence of the changing computing environment such as WFH and cloud computing.

Mr. Arabis discussed the goal to simplify the ISSP while making sure that key areas were covered. He came up with a strategy based on the assumptions. The IT Strategies were as follows:

1. Centralized IT infrastructure such as back-end servers, back-up, storage.
2. Establish IT systems for policy enforcement and control.
3. Strengthen program on disaster recovery and business continuity. He said this was a key topic area. The critical portion, as discussed earlier, is a situation that the Company is not prepared for. While possible scenarios are being recognized, the reality is that everything cannot be predicted. The best that can be done is to ensure that systems in place: how incidents are handled, how they are escalated, and how they are responded to. It must be ensured that each contributor in the Department must be able to respond consistent with the business recovery strategies and plans. This will be part of equipping them for their role in business continuity.
4. Restructure IT Organization, take advantage of external resources, develop training and development program for internal team.

The Proposed Sequencing of IT Projects based on ISSP was presented. Vivant must establish capability by moving critical equipment/system in the office to the cloud, a structure known to withstand disruption. He gave as an example the quarantine resulting from COVID-19, when the workforce was unable to report to work. The most important aspect of the

workspace was getting access to the system. The gray boxes in the presentation material showed the people and processes, which work hand in hand with the green boxes - infrastructure. The policies and procedures must also be updated, as well as the ability of the people who will enforce them. Then there will be enterprise back-up and recovery infrastructure. After which, there will be a simulation on IT Business Continuity Plan Execution. Each member of the organization becomes conscious of his/her tasks. This is followed by the development of Authorization Schema that pertains to establishing the effective authorizations of the users – i.e., who will have access to what. Once authorization schemes are established, this may be used by IT to enforce the policy. There is a way to audit the in the future whether the approved policy was the one actually implemented.

“The Processes: IT Services” was discussed.

There were two areas: front-end services, what the use experience (laptops and dektops), and back-end services, accessed by all users in the data center. Vivant has two data centers, one in Cebu and another in Makati. The set-up was geographically implemented. Thus, the workforce in Makati accesses the data center in Makati, and the workforce in Cebu accesses the data center in Cebu. However, Mr. Arabis noted that the geographical locations do not provide covering services across the two systems. He said this was not ideal because the system should be able to support the entire workforce regardless of where they were. He said the current set-up was not designed to sustain operations when there was disruption in place. He said that migration to cloud would allow for work to continue 24/7.

He then presented the “Proposed Consolidation/Migration to Cloud.” The infrastructure was consolidated in a location that can be accessed by all the users from anywhere. The office was just one of the locations where they can access the services. This was very convenient considering the new norm. The moment information was moved to the cloud, there will be only one back up and will be centralized. There will be weekly backups and daily incremental backups.

The IT Organization/Staffing was discussed. The current set-up was that the assignment of people followed the same arrangement. There was one IT staff in Makati and two in Cebu. The IT in Makati was a single point of failure, because he was the only person able to support the Makati group. Post-migration, the roles may be consolidated to ensure that they were performed. There will be duplicate roles. As data was accumulated, the people handling the network or servers will have different focus from the ones handling the data. IT services will also be enhanced because focus on managing data will be managed by a database administrator.

One of the key changes to be incorporated was the IT Incident Response and Management. It was how the incidents will be captured and how it will be handled by the staff. Within IT, incidents, big or small are captured. It was processed either for information, alert, or crisis level reporting.

IT Business Continuity Planning Cycle was reported next. There was Assessment, where risk was assessed; Analysis, where impact was analyzed; Design and Implementation

123 of the strategy; and Simulate, Measure and Monitor. Simulation will allow the Company to
124 establish a baseline based on the response, if acceptable.

125 Mr. Arabis continued to report on IT Organizational Set Up. The current set-up was
126 that there were infrastructure staff, who work on the back-end servers, network
127 administration, who provide support for desktops and laptops, and the development group,
128 which refers to outside partners who work on the software. He said that this should be
129 considered as a critical IT component.

130 He presented an illustration showing the IT system infrastructure. It gives an idea on
131 what is affected when a certain component of the IT system was down. The lower portion
132 showed the hardware or physical asset in the office. The top-most showed the users who do
133 not usually see what was beneath the system that they access. These are assigned to the
134 physical devices/assets, which, if affected, will impact the users.

135 Mr. Arabis also discussed crisis response from an IT perspective. In the current set-up,
136 if an IT personnel was assigned to handle the physical assets in the premises, hints or signs of
137 anomaly, even at the first level, must be escalated. By having an early warning of what was
138 expected, the IT group will know how to respond accordingly.

139 In the cloud set-up, however, when any anomaly happens, the IT group was not
140 constrained to the specific components earlier mentioned. Vivant was more flexible in
141 addressing the inherent issues such as hardware failure. Most of the cloud service providers'
142 systems are more tolerant. Since they have more servers, they can afford to bring down some
143 of the servers without affecting the services in the top tiers.

144 On the process side, once the information was captured at the IT level, it may be
145 escalated further up where it will connect to the overall Business Continuity Plan of the
146 organization. It becomes easier for the Crisis Management Team to handle problem.

147 The IT Organizational Set-up was presented to the RiskCom. The current team showed
148 that the Development Team, which was usually outsourced, also handles projects. It was
149 between the other teams, Infrastructure and Front-end Services. They strive to ensure that
150 the systems continue to work. The Development Team work on systems in-progress, not yet
151 in production. Normally, operations and work-in-progress systems were not mixed. The
152 critical functions should not be affected by any glitches by those that still needs to be polished
153 or perfected.

154 The proposed set-up highlights a clear delineation between operations and the
155 projects under business services, between those running the system and those creating the
156 system. By having specific focus areas, as the organization grows, it will not be affected by the
157 peculiarities of development and of operations.

158 RCR asked if the new system will render the regional offices or entities unnecessary.
159 Mr. Arabis answered that the idea behind migrating to the cloud was for accessibility for
160 operational needs. Older data which are required to be mandated for legal or other purposes,

161 are not intended to be stored in the cloud. He said there was still a necessity to develop
162 systems for in-house purposes like maintaining these older data.

163 RCR pointed out that once the cloud is used, the full operations of the data centers in
164 Cebu and Makati will no longer be necessary. Mr. Arabis agreed and said that there will only
165 be one entity needed for the historical archive, either in Cebu or in Makati.

166 Mr. Jose Marko Anton G. Sarmiento ("JGS") asked which cloud services will be used –
167 independent or third-party, e.g. Amazon, Google, etc. Mr. Arabis said part of Vivant's data
168 were with Amazon and its email, with Google. He said that it was up to Vivant to determine
169 which will be the best fit. If it will dump voluminous data, Google is cheaper.

170 JGS asked about data security when information is dumped on the cloud. Mr. Arabis
171 said that Vivant can opt to have the data pass through Vivant before it may be accessed
172 through the cloud – like a re-routing of data traffic. He said this encrypted "tunnel" can be
173 implemented. Effectively, the cloud is not public since it was not exposed. Vivant will just
174 capitalize on the inherent availability features of the cloud provider. All the policies existing
175 will still be enforced; only the traffic was being re-routed. JGS pointed out the risks involved
176 in using the cloud, but if risks were mitigated, then it will be a good thing.

177 Atty. Jesus B. Garcia, Jr. ("JBG") critiqued the presentation. He said the presentation
178 was very good in terms of people, organization, and infrastructure. He recalled that he was
179 asked to give a critique of a thesis in UP Manila a long time ago relative to IT, which pointed
180 that IT was the essence of management. At every stage of the management process, IT was
181 necessary because of the data involved. IT still has limitations. It is merely the supplier of
182 information, on which management acts. He said that the presentation was weak on the
183 product which was to be produced. Since IT primarily provides information for management
184 to base its decisions, the more important aspect is how IT will integrate information (or
185 package information) to make the information "usable" or "chewable" by management. He
186 said that management should be apprised of this as the more important thing. The road map
187 should also consider artificial intelligence ("AI"). He said that management should be look into
188 how IA can be utilized to package data into usable information.

189 He summarized that what should be considered were the following: 1) generation of
190 data and integrated probably with the use of AI and 2) immediate feedback for management
191 to address.

MATTERS ARISING:

192 5.1.1Management: JBG asked management to look into how AI can be utilized to
193 package data into usable information for management.

VI. IT SECURITY POSTURE

194 Mr. Arabis continued his report on IT Security Posture. Over the last months, an
195 external scan was conducted, and the following were concluded:

- 196 1. WFH transformed enterprise to fragments of computing tools.
- 197 2. The diversity of devices, alternative connections, in multiple locations creates
- 198 complexity.
- 199 3. Disruption of supply chains accelerated transformation to online.
- 200 4. Everything that touches the enterprise exposes it to potential risk.
- 201 5. There is a significant increase in cybercrime as a consequence of COVID-19.

202 An internal scan was made to review the risks faced by Vivant. Higher risks include
203 hardware failure. There were also concerns on the process side, such as identity theft. A
204 threat actor can actually assume one's identity, usually online. This is made in the form of
205 *phishing*, where the user is manipulated to provide personal information. There were also
206 concerns on malware and ransomware, the latter depriving one access to data. Some of these
207 viruses are not destructive but are still disruptive. There was also the issue of the IT staff not
208 being able to report to the office, especially during the initial stages of the quarantine.
209 However, the staff were slowly already able to perform their jobs, even remotely.

210 The risks were being grouped under Infrastructure, Processes, and People. In order to
211 address these risks, there were short-term and long-term forms of mitigation. One of the
212 strategies adapted for purposes of security was --- Defense in Depth ("DiD"). The concept of
213 this was that the overall security posture of an organization depended on a series of security
214 measures put in place.

215 DiD layers were discussed as follows: (1) Data Asset; (2) Application Layer, secured by
216 username and password; (3) Host/Device, which the application must be downloaded in
217 before it can be launched; (4) Internal Network (Vivant's network is compartmentalized,
218 which provides control.); (5) Perimeter Network, which is the firewall gone through before
219 one can access the internet; (6) Physical Access Control, which is the physical office providing
220 a layer of protection; it can ensure that the people accessing are employees of the Company;
221 and (7) Policies and Awareness.

222 The challenge in relying solely on DiD is that the moment the situation changes, such
223 as the WFH arrangement, which removes the Physical Layer, the other measures may be
224 rendered irrelevant. There was a need to reinforce the set-up since the working environment
225 has changed. This is where the strategy on Defense in Breadth ("DiB") comes into play. The
226 layers are made wider to allow not only preventive capability, but also detection and
227 response.

228 An illustration of a DiB is called a multi-factor defense in security. For instance, one
229 the username and password are compromised, there can already be accessed. In DiB, there
230 is another layer added, two-factor authentication. Users will be required two things: 1) what
231 they know – username and password, and 2) what they have – the username and password
232 can only be used in a specific device. This gives the user a "situational awareness". Whenever
233 someone else tries to access the system, the legitimate user will be prompted about it.
234 Something that was prevented was also escalated with the prompt.

235 RCR then summarized the presentation. He asked how Vivant can be protected from
236 scammers since it is vulnerable, being a holding company with a diverse portfolio.

237 Mr. Arabis said that the elements of security posture were in place. It was just having
238 the right visibility on what was going on to make the response. He noted that the ability to
239 prosecute is also based on the ability to gather evidence. He mentioned that one of the
240 measures they would want to implement was a Directory System. Through this, the identity
241 will be tied to or connected with the Infrastructure to ensure that the individual is one of
242 Vivant's employees. He emphasized the importance of having visibility and knowledge on
243 what was happening.

244 RCR added that the important thing was to note how to know the matters that were
245 getting to Vivant's system. At a higher level, a program can be developed a program to protect
246 Vivant. Ms. Minuel Carmela M. Franco ("MNF") clarified that part of the engagement of Mr.
247 Aribas was to review processes and functions. Functions not in place will also be
248 implemented. There were still a lot of internal things to be done as well, not just external.

249 JBG restated the importance of determining what data will be generated by
250 management. Information was being looked at as a commodity. What was important was not
251 the generation or location of the disparate data, rather, the integration. Instead of discussion
252 on the levels access of data, he was keener on the discussion on the levels of information to
253 be accessed. He was asking if it were feasible to manage or integrate data through an
254 application which was accessible only to management.

255 Mr. Arabis agreed with JBG's concerns and shared some similarities to his experience
256 working on the naval security data or information management. So much data was being
257 gathered. However, 95% of the intelligence gathered were open-sourced. The value of the
258 information is really on the analysis. He also emphasized the need for these systems to be in
259 place.

260 Mr. Rogelio Q. Lim ("RQL") said that some of the information presented were
261 confidential. He asked if it would be possible to come up with a presentation that cannot be
262 saved. He added that the people who has access to the information real-time must also be
263 determined. Some people may not need real-time data. On the utilization of AI, the ideal AI
264 should be something that can detect inputs due to creativity and emotion. Current AI
265 technology merely involves anticipatory decision-making.

266 RCR said the RiskCom should continue more discussions on IT and other related
267 matters.

VII. OTHER MATTERS

268 There were no other matters to be discussed.

VIII. ADJOURNMENT

269 Upon a motion duly made and seconded, the meeting of the RiskCom was adjourned
270 at 11:50 A.M.

Prepared by:

A handwritten signature in black ink, appearing to be 'C. Bringas', written over the printed name.

ATTY. CATHERINE S. BRINGAS
Acting Corporate Secretary

Attested by:

AMB. RAUL Ch. RABE
Chairman of the Board Risk Oversight Committee

REPUBLIC OF THE PHILIPPINES }
CEBU CITY } S.S.

CERTIFICATION

I, **RAMONTITO E. GARCIA**, Filipino, of legal age and with office address at 9th Floor, Oakridge IT Center 3, Oakridge Business Park, A.S. Fortuna Street, Barangay Banilad, Mandaue City, Cebu, Philippines, after being duly sworn in accordance with law, depose and state that:

1. I am the Chief Executive Officer of **VIVANT CORPORATION** (the "Corporation"), a corporation duly organized and existing pursuant to and under the laws of the Republic of the Philippines, with principal business address at 9th Floor, Oakridge IT Center 3, Oakridge Business Park, A.S. Fortuna Street, Barangay Banilad, Mandaue City, Cebu, Philippines;

2. The Corporation has a sound internal audit, control and compliance system in place and is working effectively;

3. The foregoing statements are in accordance with the records of the Corporation.

IN WITNESS WHEREOF, I have hereunto affixed my signature this _____ in Cebu City, Philippines.


RAMONTITO E. GARCIA
Chief Executive Officer 

SUBSCRIBED AND SWORN TO before me this **MAY 18 2021** in Cebu City, Philippines. Affiant personally exhibited to me his Philippine Passport with No. P4784127B issued at DFA Cebu on February 12, 2020, Philippines as competent proof of his identity.

Doc. No. 116;
Page No. 4;
Book No. 35;
Series of 2021.




ATTY. JOAN A. GIDUQUIO - BARON
NOTARY COMMISSION NO. 018-19
NOTARY PUBLIC
UNTIL JUNE 30, 2021
UNITS 1501-1502 AYALA LIFE - FGU CENTER
CEBU BUSINESS PARK, CEBU CITY
ROLL NO. 41829
PTR NO. 1981966 - CEBU CITY - 1-05-2021
IBP LIFETIME NO. 019431 - CEBU CITY

COMPENSATION AND BENEFITS

PAYROLL

Payroll cut-off is on the 10th and 25th of every month. The payroll period will be on a twice a month basis, every 15th and end of the month. Payroll may be paid in cash, check, or credited automatically to an employee's payroll bank account, at management's discretion. Payslips will be available in the Human Resource Information System (HRIS)

COMPANY BENEFITS

The Company is committed to provide all employees the benefits due them in accordance with the Labor Code of the Philippines and or any other Philippine laws. In addition, the following benefits accrue to employees starting on the date of regularization and depending on the position they hold in the Company.

14th MONTH PAY

Regular employees are entitled to 14th month pay or a pro rata thereof to be disbursed before the Christmas vacation of the applicable year. This benefit is given pro rata if regularization happens in the middle of the year or if the employee terminates his employment prior to the end of the year.

OTHER BONUSES

Regular employees may also be granted additional bonuses on top of the statutory 13th month pay and the 14th month pay.

LEAVE BENEFITS

The Company provides each employee twenty four (24) working days as Service Incentive Leave (SIL) with pay every year. Employees start to earn SIL credits upon successful completion of the probationary period subject to the necessary approval process. Upon regularization, leave credits are earned monthly counting from the date of regularization, so employees who join the Company in the middle of the year are entitled to pro rata SIL.

Application for Service Incentive Leave

An employee may apply for the SIL by filing online through the HRIS. The employee's immediate manager will be notified through electronic mail of the filed SIL for approval.

1. Leaves must be used in no less than half day, or four (4)-hour increments for morning and five (5) hours in the afternoon.
2. As a general rule, one (1)-day leaves may be availed of only when filed on the HRIS at least one (1) day prior to the intended date of leave. An exception to the rule would be for those leaves availed for sickness or emergency. In such case, employee must file it upon return to work.
3. Leaves of more than two (2) days, when warranted, should be filed at least three (3) days in advance. Failure to follow this procedure would warrant the denial of the leave of absence and if the employee concerned nonetheless goes on leave, such would be considered AWOL (Absence Without Leave).
4. SILs due to sickness of three (3) days or more will be approved only if duly supported by a doctor's certificate. Said certification should have the following characteristics:
 - a. Issued by a physician/specialist
 - b. Indicate the employee's illness
 - c. Indicate employee's fitness for work and/or full recovery from illness.

b. Any act constituting disrespect and disregard of authority of Company superiors and officers.	15 days Suspension	30 days Suspension	Dismissal		
c. Any act which constitutes resistance, threat, intimidation or assault against a person of authority in the Company or any of this agent.	15 days Suspension	30 days Suspension	Dismissal		
d. Any other act constituting insubordination not included in the preceding sections.	15 days Suspension	30 days Suspension	Dismissal		
e. Willful disobedience of the lawful orders of the Company and any of its officers.	15 days Suspension	30 days Suspension	Dismissal		
SECTION 13 Posting on or removing from Company bulletins any material without authority.	Written Warning	6 days Suspension	15 days Suspension	30 days Suspension	Dismissal
SECTION 14 Immoral conduct or indecent / lascivious acts.	Dismissal				
SECTION 15 Removal of any Company property without proper authorization.	Written Warning	6 days Suspension	15 days Suspension	30 days	Dismissal
SECTION 16 Gambling					
a. During working hours	15 days Suspension	30 days	Dismissal		
b. On off-work time but in Company premises	15 days Suspension	30 days Suspension	Dismissal		

V. SAFETY, HEALTH, SECURITY AND PUBLIC ORDER

A clean and safe working environment benefits all employees and the Company. Therefore, it is the responsibility of each employee to follow appropriate hygienic practices; undergo annual physical examination; wear identification cards, prescribed uniforms and safety equipment; contribute to the good housekeeping and follow safety and security rules and regulations at the work place.

OFFENSE	PENALTIES				
	1 st	2 nd	3 rd	4 th	5 th
SECTION 1 Failure to undergo the annual physical examination as scheduled with clinic/medical. Upon serving of Counseling or suspension, the employee shall have thirty (30) days within which to comply with his physical examination, it shall be construed as another violation.	Written Warning	3 days Suspension	6 days Suspension	15 days Suspension	30 days Suspension
<i>NOTE: For sixth (6th) Offense – Dismissal</i>					
SECTION 2 Reporting for work or working without ID Card for more than two times per calendar month	Written Warning	3 days Suspension	6 days Suspension	15 day Suspension	30 days Suspension
<i>NOTE: For sixth (6th) Offense – Dismissal</i>					
SECTION 3 Unauthorized carrying or possession of firearms, explosives, or other deadly weapons within Company premises.	Dismissal				
SECTION 4 Smoking in "No Smoking" areas or violation of other safety and security rules and regulations.					
a. If no damage or injury caused	Written Warning	6 days Suspension	15 days Suspension	30 days Suspension	Dismissal
b. If there is damage or injury caused	15 days Suspension	30 days Suspension	Dismissal		
<i>NOTE: One (1) to thirty (30) days suspension depending on the extent of damage or injury and other aggravating and mitigating circumstances.</i>					
SECTION 5 Committing acts against proper sanitation and good housekeeping such as littering, hanging of personal belongings in common areas and so forth.	Written Warning	3 days Suspension	6 days Suspension	15 days Suspension	30 days Suspension
SECTION 6 Willful disregard of office directive relating to sanitary conditions, cleanliness and orderli-	Written Warning	6 days Suspension	15 days Suspension	30 days Suspension	Dismissal

ness of the office, security of office supplies and equipment or performing any act contributing to unsanitary condition or practice on Company premises or job sites.					
SECTION 7 Unauthorized possession, duplication, or use of false keys, pick locks or similar devices which can open lockers, drawers, cabinets etc., or other property of the Company or those of other employee	Written Warning	6 days Suspension	15 days Suspension	30 days Suspension	Dismissal
SECTION 8 Reporting for work while having a contagious disease which may endanger the health of other employees, knowing about it, yet failing to report or willfully withholding information thereof to Company authorities.	Written Warning	6 days Suspension	15 days Suspension	30 days Suspension	Dismissal
SECTION 9 Reckless, improper, and unsafe driving/maneuvering of Company vehicles inside or outside Company premises.	Written Warning	6 days Suspension	15 days Suspension	30 days Suspension	Dismissal
<i>NOTE: Offenses or violations of any Company Policy, Rules and Regulations not included among the foregoing will be subject to disciplinary action in accordance with the circumstances of each case.</i>					

VI. ANTI-SEXUAL HARASSMENT

The Company is committed to upholding the rights and dignity of all its employees through the creation of a work environment characterized by professionalism, openness, respect, and trust.

The Company values the dignity of every individual, enhances the development of its human resources, guarantees full respect for human rights and upholds the dignity of its employees and applicants for employment. Towards the end, all forms of sexual harassment in the workplace are hereby declared unlawful.

OFFENSE	CORRECTIVE ACTION				
	1 st	2 nd	3 rd	4 th	5 th
1. Persistently telling smutty jokes to a co-employee who has indicated that he/she finds them offensive;	Written Warning	6 days Suspension	15 days Suspension	30 days Suspension	Dismissal
2. Taunting a co-employee with constant talk of sex or sexual innuendoes;	Written Warning	6 days Suspension	15 days Suspension	30 days Suspension	Dismissal



TO : ALL CONCERNED

2

FROM : HR

RE : Training Request Guidelines

DATE : May 2, 2019

This is to reiterate that all trainings shall be linked to the employee's Individual Development Plan (IDP). A copy of the IDP shall be attached to the training request form to facilitate training approvals.

Please see process flow below:

1. The requesting employee shall fill out the TRA and attach a copy of their approved IDP to better facilitate approvals.
2. The immediate manager shall check if said training matches the employee's IDP then approves the TRA. Once approved, it will be forwarded by the requesting employee to his Department Head or Group Head for final approval.
3. HR will verify, then determine whether said training falls within the approved training plan. If unbudgeted and/or not indicated in the approved IDP, employee is required to seek approval from the Budget Office (Corporate Planning) and the EVP (VVT) or EVP-COO (VEC).
4. Accounting will only process disbursements upon completion of the duly approved TRA.
5. HR shall facilitate training registration and payment settlement. However, forecasting of training payment will be the responsibility of the requesting employee.

The Training Brief and all materials obtained from the training event are still expected to be submitted by the employee to HR within fourteen (14) calendar days from the end of training. Failure to submit said requirements shall bar the rest of his Department from further training enrollments.

Managers are encouraged to send only up to two (2) team members to any particular training to maximize the training budget.


MINUEL CARMELA N. FRANCO
SVP – Corporate and Shared Services