



## SEC FORM – I-ACGR

### AMENDED INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended December 31, 2020
2. SEC Identification Number CS200711792 3. BIR Tax Identification No. 006-806-867
4. Exact name of issuer as specified in its charter GT Capital Holdings, Inc.
5. Metro Manila, Philippines  
Province, Country or other jurisdiction  
of incorporation or organization
6.  (SEC Use Only)  
Industry Classification Code:
7. 43<sup>rd</sup> GT Tower International 6813 Ayala Ave., cor. H.V. de la Costa St., Makati City  
Address of principal office  
  
1227  
Postal Code
8. (632) 8836-4500  
Issuer's telephone number, including area code
9. N/A  
Former name, former address, and former fiscal year, if changed since last report.

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

COMPLIANT/  
NON-  
COMPLIANT

ADDITIONAL INFORMATION

EXPLANATION

## The Board's Governance Responsibilities

**Principle 1:** The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.

### Recommendation 1.1

1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	Provide information or link/reference to a document containing information on the following:	
2. Board has an appropriate mix of competence and expertise.	Compliant	1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance  <b><u>GT Capital's Response:</u></b>  <u>Definitive Information Statement for the year 2020 ("DIS")</u> Item 5. Directors & Executive Officers of the Registrant, pp. 11-16 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a>  <u>2020 Annual Report ("Annual Report")</u> Profiles of the Board of	

		<p>Directors, pp. 96-99  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p> <p><u>Manual on Corporate Governance amended as of May 08, 2019 ("MCG")</u>  Section 2.2.2.2, pp. 8-11  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
<b>Recommendation 1.2</b>			
1. Board is composed of a majority of non-executive directors.	Compliant	<p>Identify or provide link/reference to a document identifying the directors and the type of their directorships</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Only one (1) director, Carmelo Maria Luza Bautista, is also an executive officer. The rest of the Board is composed of non-executive directors.</p> <p><u>DIS</u>  Item 5. (a).(i), p. 11  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a></p> <p><u>Results of Organizational Board</u></p>	

		<p>Meeting held on June 5, 2020</p> <p><a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=5555d4e91c7ab1980de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=5555d4e91c7ab1980de8473cebbd6407</a></p>	
<b>Recommendation 1.3</b>			
<p>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</p>	<p>Compliant</p>	<p>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The incumbent as well as newly-elected directors are required to attend a seminar on corporate governance which shall be conducted by a duly-recognized private or government institute.</p> <p>If necessary, funds shall be allocated by the CFO or its equivalent officer for the purpose of conducting an orientation program or workshop.</p> <p><u>MCG</u>  Section 2.2.2.7, p. 12  Section 4 Training Process, p. 24  Annex D: Corporate Governance Committee Charter, Duties and Responsibilities (g)  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20</a></p>	

		<a href="#">of%20May%208,%202019.pdf</a>	
2. Company has an orientation program for first time directors.	Compliant	Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.	
3. Company has relevant annual continuing training for all directors.	Compliant	<p><b><u>GT Capital's Response:</u></b></p> <p>It is the Company's policy to require its first-time directors to undergo an orientation program on SEC-mandated topics on corporate governance and an introduction to the Corporation's business, Manual on Corporate Governance, Articles of Incorporation and By-Laws.</p> <p><u>MCG</u> Section 2.2.2.7, p. 12 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p> <p>In 2020 and as of March 2021, directors of the Corporation attended various programs on corporate governance.</p> <p><u>Definitive Information Statement for the year 2021 ("2021 DIS")</u> Board Corporate Governance</p>	

		<p>Training, pp. 65-66  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a></p> <p><u>Annual Report</u>  Orientation and Continuing Education Initiatives for Directors, p. 76  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>Indicate gender composition of the board.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>MCG</u>  Section 2.2.2.5, pp. 11-12  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p> <p>In 2020-2021, a female director was nominated and elected: Alesandra T. Ty. Further, while there were no</p>	

		<p>female independent directors on the board, the Corporation values and promotes a policy on board diversity through the input of its female adviser and senior executive officers who attend the board meetings.</p> <p><u>Annual Report</u>  Profile of Ms. Alesandra Ty, p. 97  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p> <p><u>Results of 2020 Annual Stockholders' Meeting held on June 5, 2020</u>  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=3b44d8114bed57790de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=3b44d8114bed57790de8473cebbd6407</a></p> <p>Ms. Consuelo D. Garcia, a female independent director, was elected as a member of the Board of Directors of GT Capital for 2021-2022 in its Annual Stockholders' Meeting held on May 17, 2021.</p> <p><u>Results of Annual Stockholders' Meeting held on May 17, 2021</u>  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=a6db923afc9b675d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=a6db923afc9b675d542af6f1e997b9</a></p>	
<b>Optional: Recommendation 1.4</b>			

<p>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.</p> <p>Provide link or reference to a progress report in achieving its objectives.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>MCG</u> Section 2.2.2.5, pp. 11-12 Annex A. Nominations Committee Charter, pp. 1-2 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a> The policy on board diversity is in the Corporation's MCG and is considered by the Nomination Committee in preparing the final list of candidates for nomination to the Board of Directors.</p> <p>See response above on election of a female director in 2020-2021 and a female independent director for 2021-2022.</p>	
<p><b>Recommendation 1.5</b></p>			
<p>1. Board is assisted by a Corporate Secretary.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document</p>	
<p>2. Corporate Secretary is a separate</p>	<p>Compliant</p>		



individual from the Compliance Officer.		containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.	
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	<p><b><u>GT Capital's Response:</u></b></p> <p>The Corporate Secretary, Atty. Antonio V. Viray, is not a member of the Board of Directors and is not the Corporation's Compliance Officer.</p> <p><u>DIS</u> Profile of Atty. Antonio V. Viray, p. 18 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a></p> <p><u>GT Capital's Website</u> <a href="https://www.gtcapital.com.ph/antonio-v-viray">https://www.gtcapital.com.ph/antonio-v-viray</a></p> <p><u>Annual Report</u> Profile of Atty. Antonio V. Viray, p. 102 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p> <p><u>MCG</u> Section 2.5 The Corporate Secretary, pp.19-20 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20</a></p>	

		<a href="#">of%20May%208,%202019.pdf</a>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<p>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Corporate Secretary attended on March 5, 2021 the Advanced Corporate Governance Training hosted by the Institute of Corporate Directors for at least four (4) hours. The topics covered were AMLA in a Digital World, Risk Management in the Age of Covid-19, Digital Transformation, and Building Resilience in the Corporate Strategy.</p> <p><u>Advisement Letter on Attendance in Advanced Corporate Governance Training</u>  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=5d8642205cb845a95d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=5d8642205cb845a95d542af6f1e997b9</a></p>	
<b>Optional: Recommendation 1.5</b>			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting	

		<p><b><u>GT Capital's Response:</u></b></p> <p>The Corporate Secretary herein certifies that materials for board meetings are distributed at least five (5) business days before scheduled meetings, in accordance with his duties and responsibilities. The certification is attached as Annex "A".</p> <p><u>MCG</u> Section 2.5.1 (g) p. 19 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
<b>Recommendation 1.6</b>			
1. Board is assisted by a Compliance Officer.	Compliant	Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.  <b><u>GT Capital's Response:</u></b>  GT Capital's Compliance Officer/ Head of Legal and Compliance Department, Atty. Renee Lynn Miciano-Atienza, has a rank of Vice President and is not a member of the Board of Directors.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3. Compliance Officer is not a member of the board.	Compliant		

		<p><u>DIS</u> Profile of Atty. Renee Lynn Miciano-Atienza, p. 20 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a></p> <p><u>GT Capital's Website</u> <a href="https://www.gtcapital.com.ph/renee-lynn-miciano-atienza">https://www.gtcapital.com.ph/renee-lynn-miciano-atienza</a></p> <p><u>Annual Report</u> Profile of Atty. Miciano-Atienza, p. 105 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p> <p><u>MCG</u> Section 2.7 Compliance Officer, pp. 21-22 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
4. Compliance Officer attends training/s on corporate governance.	Compliant	Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered	

		<p><b><u>GT Capital's Response:</u></b></p> <p>Atty. Miciano-Atienza attended on March 12, 2021 the Advanced Corporate Governance Training provided by the Institute of Corporate Directors, for at least four (4) hours. The topics covered were AMLA in a Digital World, Risk Management in the Age of Covid-19, Digital Transformation, and Building Resilience in the Corporate Strategy.</p> <p><u>Advisement Letter on Attendance in Advanced Corporate Governance Training</u>  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=5d8642205cb845a95d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=5d8642205cb845a95d542af6f1e997b9</a></p>	
<p><b>Principle 2:</b> The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.</p>			
<p><b>Recommendation 2.1</b></p>			
<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The directors attend and actively participate in board and committee</p>	

		<p>meetings. Pursuant to the MCG, directors undertake to conduct fair business transactions with the Corporation, devote time and attention to the Corporation, act judiciously and exercise independent judgment on the Corporation's issues, and observe confidentiality.</p> <p><u>MCG</u> Section 2.1.3, pp. 5-6 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
<b>Recommendation 2.2</b>			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<p>Indicate frequency of review of business objectives and strategy</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Board, pursuant to its duty to oversee the Corporation's business objectives, reviews and discusses the Corporation's strategic direction before the start of each fiscal year, taking into consideration the</p>	

		<p>estimated budget and forecasts presented by Management. Questions as to key strategies and goals are also included in the Board and Director self-assessment forms.</p> <p><u>MCG</u> Section 2.1.2(b), p. 4 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p> <p><u>Annual Report</u> Duties and Responsibilities of the Board of Directors, p. 72 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Supplement to Recommendation 2.2</b>			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>Indicate or provide link/reference to a document containing the company's vision, mission and core values.</p> <p>Indicate frequency of review of the vision, mission and core values.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>GT Capital's website <a href="https://www.gtcapital.com.ph/about/vision-mission">https://www.gtcapital.com.ph/about/vision-mission</a></p>	

		<p>Management reviews the vision, mission and core values of the Corporation annually during the Corporation's Strategic Planning Conference and the re-adoption or revision, if any, is submitted to the Board for approval.</p>	
<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p>	Compliant	<p>Provide information on or link/reference to a document containing information on the strategy execution process.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The business strategy of the Corporation is developed by the Management Committee, with guidance from the Executive Committee, in an annual strategic planning session held every November. The Management Committee is guided by the Executive Committee, which is comprised of key members of the Board. The strategies and objectives formulated by the Management Committee are then conveyed to the relevant personnel and all material transactions and acts are approved by the relevant Committees and the Board.</p>	

### Recommendation 2.3



1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Corporation's Chairperson is Mr. Arthur Vy Ty.</p> <p><u>DIS</u> Profile of Mr. Arthur Vy Ty, pp. 12-13 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a></p> <p><u>GT Capital's Website</u> <a href="https://www.gtcapital.com.ph/board-of-directors/arthur-v-ty">https://www.gtcapital.com.ph/board-of-directors/arthur-v-ty</a></p> <p><u>Annual Report</u> Profile of Mr. Arthur Vy Ty, p. 96 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.p df</a></p>	
<b>Recommendation 2.4</b>			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation	
2. Board adopts a policy on the retirement	Compliant		

for directors and key officers.		<p><b><u>GT Capital's Response:</u></b></p> <p>Recognizing the needs for continuing education and development of its employees, GT Capital's Human Resources and Administration Department identifies programs and allocates a budget that allows employees to acquire and enhance technical leadership and behavioral competencies. Both employees and Senior Management are likewise encouraged to attend programs which address any competency gaps and which expose them to the latest concepts, information and techniques in their respective field as well as to further build their competencies in preparation for higher responsibilities in the future. These training and development programs supplement the mentoring provided by each Department Head and the President to the officers of GT Capital.</p> <p>In line with GT Capital's initiative to strengthen succession planning, officers, and employees were given developmental interventions in 2020 based on the results of their individual evaluations, which focused on closing their competency gaps and enhancing leadership skills.</p>	
---------------------------------	--	---	--

		<p><u>Annual Report</u> Succession Planning, p. 83 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p> <p><u>MCG</u> Section 2.1.2(a), p. 3 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p> <p>Retirement age for officers is 55 years old; however, the term of such officers may be extended.</p> <p>The retirement policy, which includes retirement benefits for officers and other employees, may be found in GT Capital's Employee Handbook.</p> <p>The Head of Human Resources and Administration certifies to the existence of an employee handbook. The certification is attached as Annex "B".</p> <p><u>Employee Handbook</u> Section 5.10</p>	
<b>Recommendation 2.5</b>			
1. Board aligns the remuneration of key officers and board members with long-	Compliant	Provide information on or link/reference to a document	

term interests of the company.		containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	<p><b><u>GT Capital's Response:</u></b></p> <p>The Compensation Committee is tasked to develop a policy on remuneration of directors and key officers of the Corporation and to ensure that their compensation is consistent with the Corporation's culture, strategy, long-term interests and the business environment in which it operates.</p> <p>Remuneration of directors (including Independent and Non- Executive Directors) consists of per diem and transportation allowances as well as a year-end bonus which is not dependent on performance. Directors do not receive any remuneration in the nature of options or performance shares.</p> <p><u>2021 DIS</u> Item 6. Compensation of Directors and Executive Officers, p. 24 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9</a></p> <p>Directors are disallowed to decide on</p>	

		<p>their own remuneration.</p> <p><u>MCG</u> Section 2.2.3.2(a), p. 12 Annex B Compensation Committee Charter, pp. 1-2 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p> <p><u>Annual Report</u> Director and Executive Compensation, p. 75 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Optional: Recommendation 2.5</b>			
1. Board approves the remuneration of senior executives.		Provide proof of board approval	
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.		Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.	
<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Provide information or reference to a document containing information on the company's nomination and	

2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	<p><b><u>GT Capital's Response:</u></b></p> <p>The Nominations Committee pre-screens and short-lists all candidates for the Board as well as nominations to other positions requiring Board approval in accordance with qualifications and disqualifications under the Manual on Corporate Governance.</p> <p>In reviewing and evaluating the qualifications of candidates for nomination to the Board, the Nominations Committee considers the Corporation's vision, mission, corporate objectives, and strategic direction. The Nominations Committee also considers the skills and competencies of the currently serving directors, identifies the gaps in skills and searches for candidates to fill in these gaps.</p> <p><u>MCG</u> Section 2.2.2, pp. 8-12 Section 6.3, pp. 26-27 <a href="https://www.gtcapital.com.ph/stora">https://www.gtcapital.com.ph/stora</a></p>	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		

		<p><a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">ge/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p> <p>Provide proof if minority shareholders have a right to nominate candidates to the board</p> <p><b><u>GT Capital's Response:</u></b>  All shareholders, including minority shareholders, may nominate candidates to the Board provided that the said nomination is made at least forty-five (45) days before the ASM and the prospective candidate is qualified under the Corporation Code and the Manual on Corporate Governance, as shown by his Curriculum Vitae, which should be submitted when the nomination is made. Nominations, along with the nominee's Curriculum Vitae, shall be submitted to the Corporate Secretary, who shall provide the members of the Nominations Committee with copies thereof.</p> <p><u>MCG</u>  Section 6.3.7, p. 27  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p> <p>The Nominations Committee pre-</p>	
--	--	--	--

		<p>screens and short-lists all candidates for the Board as well as nominations to other positions requiring Board approval in accordance with qualifications and disqualifications under the Manual on Corporate Governance.</p> <p><u>MCG</u> Section 2.2.2, p. 8-12 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p> <p>Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>GT Capital has adopted its Board, Committee (including the Nominations Committee), and Individual Director's Self-Assessment Forms in order for the Corporation to annually evaluate the performance of its Board, committee and individual directors and to assess the efficiency of its processes in relation to the Board and its Committees.</p>	
--	--	---	--



		<p>In 2019, the Corporation engaged the Institute of Corporate Directors ("ICD") as its external facilitator in the conduct of the Board, Director, and Committee Self-Assessments, as well the Chairman's Assessment. In 2020, the Corporation continued to work with the ICD on the assessments.</p> <p><u>2021 DIS</u> Board Assessment, p. 66 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9</a></p> <p><u>Annual Report</u> Director, Board, and Committee Self-Assessment, pp. 72 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Optional: Recommendation to 2.6</b>			
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.	Compliant	<p>Identify the professional search firm used or other external sources of candidates</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Nominations Committee has the option to use an external search agency or external databases in identifying qualified candidates to</p>	

		the Board of Directors.	
<b>Recommendation 2.7</b>			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	Identify transactions that were approved pursuant to the policy.	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	<p><b><u>GT Capital's Response:</u></b></p> <p>The Corporate Governance and Related Party Transactions Committee ensures that related party transactions are properly reviewed and approved for fairness and transparency. They pass upon and provide clearance for RPTs which involve disbursements of funds exceeding Pesos: One Hundred Million (Php100,000,000.00).</p> <p><u>MCG</u>  Section 2.1.3 (e), p. 6  Annex D – Corporate Governance and Related Party Transactions Committee Charter, pp. 2-3  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208.%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208.%202019.pdf</a></p>	

		<p>GT Capital's Material Related Party Transactions Policy ("Material RPT Policy") complements GT Capital's RPT Policy found in the Corporate Governance and Related Party Transactions Committee Charter. This Material RPT Policy covers all transactions between GT Capital and its Related Parties meeting the Materiality Threshold, which is ten percent (10%) or higher of GT Capital's total consolidated assets based on its latest audited financial statements.</p> <p><a href="https://www.gtcapital.com.ph/storage/uploads/2019/10/MaterialRelatedPartyTransactionsPolicy.PDF">https://www.gtcapital.com.ph/storage/uploads/2019/10/MaterialRelatedPartyTransactionsPolicy.PDF</a></p> <p>The below transaction was approved pursuant to the policy under the Manual on Corporate Governance:</p> <p><u>Purchase of Shares in Toyota Santa Rosa, Laguna, Inc.</u></p> <p><a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=b06899a1bb726f800de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=b06899a1bb726f800de8473cebbd6407</a></p>	
<b>Supplement to Recommendations 2.7</b>			
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	Compliant	Provide information on a materiality threshold for RPT disclosure and approval, if any.	

<p>transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>		<p>Provide information on RPT categories</p> <p><b><u>GT Capital's Response:</u></b></p> <p>RPT Transactions approved by the Corporate Governance and Related Party Transactions Committee as well as the Board of Directors are those transactions where the amount involved is equal or greater than One Hundred Million Pesos (Php100,000,000.00), while the Material RPT Policy covers all transactions between GT Capital and its Related Parties meeting the Materiality Threshold, which is ten percent (10%) or higher of GT Capital's total consolidated assets based on its latest audited financial statements.</p> <p><u>MCG</u> Annex D – Corporate Governance and Related Party Transactions Committee Charter, p. 3 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208.%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208.%202019.pdf</a></p> <p>Material RPT Policy <a href="https://www.gtcapital.com.ph/storage/uploads/2019/10/MaterialRelatedPartyTransactionsPolicy.PDF">https://www.gtcapital.com.ph/storage/uploads/2019/10/MaterialRelatedPartyTransactionsPolicy.PDF</a></p>	
---	--	---	--

<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>Non-compliant</p>	<p>Provide information on voting system, if any.</p>	<p>All elections and all questions shall be decided by the plurality of vote of stockholders present in person or by proxy and entitled to vote thereat, a quorum being present, except in cases where the law provides otherwise. As provided by law, the declaration of stock dividends is subject to approval of stockholders representing not less than two-thirds (2/3) of the outstanding capital stock. However, for election of directors, every stockholder may cumulate his shares in accordance with the Revised Corporation Code, and each outstanding share of stock entitles the registered stockholder to one vote. As required by the ASEAN Corporate Governance Scorecard, the final tally of votes will be reflected in the minutes of the meeting. The voting was by poll and the votes of stockholders who attended in person or by proxy were received and tabulated by the Corporation's Stock Transfer Agent, MBTC-Trust Banking Group, and validated by the external auditor.</p> <p>Minutes of the June 5, 2020 Annual Stockholders Meeting Item No. 3 Voting Procedures, p.2 <a href="https://www.gtcapital.com.ph/storage/uploads/asm/2020%20GT%20Capital%20ASM%20Draft%20Minutes.pdf">https://www.gtcapital.com.ph/storage/uploads/asm/2020%20GT%20Capital%20ASM%20Draft%20Minutes.pdf</a></p>
<p><b>Recommendation 2.8</b></p>			

<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>Identity the Management team appointed</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Article V Section 1 of the Amended By-Laws of GT Capital provides:</p> <p><b>Section 1. Election/Appointment</b> – Immediately after their election, the Board of Directors shall formally organize by electing the President, the Vice-President, the Treasurer, and the Secretary, at said meeting.</p> <p>The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.</p> <p><u>Amended By-Laws of GT Capital</u> Article V, Section 1, p. 8. <a href="https://www.gtcapital.com.ph/storage/uploads/2018/06/Amended%20B">https://www.gtcapital.com.ph/storage/uploads/2018/06/Amended%20B</a></p>	
--	------------------	---	--

		<p><a href="#">y-Laws.pdf</a></p> <p>Below is the list of Management team appointed in the Organizational Meeting of the Board of Directors held on June 5, 2020:</p> <ol style="list-style-type: none"> <li>1. Arthur Vy Ty – Chairman</li> <li>2. Francisco C. Sebastian – Co-Vice Chairman</li> <li>3. Alfred Vy Ty – Co-Vice Chairman</li> <li>4. Renato C. Valencia – Lead Independent Director</li> <li>5. Carmelo Maria Luza Bautista – President</li> <li>6. Anjanette T. Dy Buncio – Treasurer</li> <li>7. Alesandra T. Ty – Asst. Treasurer</li> <li>8. Antonio V. Viray – Corporate Secretary</li> <li>9. Jocelyn Y. Kho – Assistant Corporate Secretary</li> <li>10. Vicente S. Socco – Chairman of GT Capital Auto Dealership Holdings, Inc.</li> <li>11. Francisco H. Suarez Jr. -Chief Financial Officer</li> <li>12. Antonio P.A. Zara III – General Manager of GT Capital Auto Dealership Holdings, Inc.</li> <li>13. Winston Andrew L. Peckson – Chief Risk Officer</li> <li>14. Jose B. Crisol, Jr. – Head, Investor Relations, Strategic Planning and Corporate Communication</li> <li>15. Susan E. Cornelio – Head, Human</li> </ol>	
--	--	---	--

		<p>Resources and Administration</p> <p>16. Leo Paul C. Maagma –Chief Audit Executive</p> <p>17. Reyna Rose P. Manon-Og – Controller and Head, Accounting and Financial Control</p> <p>18. Elsie D. Paras – Head, Corporate Finance and Business Development</p> <p>19. Renee Lynn Miciano-Atienza – Head, Legal and Compliance</p> <p><u>Results of Organizational Board Meeting held on June 5, 2020</u>  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=5555d4e91c7ab1980de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=5555d4e91c7ab1980de8473cebbd6407</a></p>	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	Compliant	<p>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Performance of the President is assessed by the Board on a regular basis. Assessment of the Chief Risk</p>	



		<p>Officer and the Chief Audit Executive is also undertaken by the Board through the Risk Oversight Committee and the Audit Committee. The performance of the heads of the other heads of their respective department is performed through the Board's Executive Director/ the Corporation's President. Promotions of senior executives based on such assessments are approved by the Board.</p> <p><u>Annual Report</u>  Performance Assessment of President by the Board, p. 73  Risk Governance Structure, p. 69  Internal Audit, p. 77  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Recommendation 2.9</b>			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.	
2. Board establishes an effective performance management framework that ensures that personnel's performance	Compliant	<p><b><u>GT Capital's Response:</u></b></p> <p>GT Capital has established, with the</p>	

<p>is at par with the standards set by the Board and Senior Management.</p>	<p>approval of the Board, the following as part of its corporate governance framework, in order to ensure personnel and management performance are at par with the Corporation's standards: A Code of Ethics and Code of Discipline, the implementation of Anti-corruption Programs, a Whistleblowing Policy, and the adoption of an Enterprise Risk Management Policy and Framework, the establishment of a Risk Governance Structure, the identification of key business risks and controls, and the implementation of policies on whistleblowing, on procurement, against conflict of interest, and against insider trading.</p> <p><u>Annual Report</u>  Code of Ethics, p.67  Code of Discipline of Employees and Anti-corruption Programs, p.68  Whistleblowing Policy, p.68  Enterprise Risk Management, p.68  Key Business Risks and Controls, p.69  Policies on Insider Trading, p. 70  Procurement Policies, p.71  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p>	
---	--	--

<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<p><b><u>GT Capital's Response:</u></b></p> <p>The Board, through the Audit Committee, oversees the Corporation's systems of internal control, financial reporting and internal and external audit processes and compliance monitoring procedures. The Committee is comprised of at least three (3) directors and meets at least once every quarter.</p> <p><u>MCG</u> Annex C: Audit Committee Charter <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p> <p>The Corporation also has a separate Internal Audit department.</p> <p><u>Annual Report</u> Internal Audit, p. 77</p>	

		<p>Policy on Conflict of Interest, p. 70  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
3. Board approves the Internal Audit Charter.	Compliant	<p>Provide reference or link to the company's Internal Audit Charter</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Compliance Officer certifies that the Internal Audit Charter was approved by the Board. The certification is attached as Annex "C".</p> <p><u>Manual on Corporate Governance</u>  Annex C: Audit Committee Charter  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
<b>Recommendation 2.11</b>			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	Provide proof of effectiveness of risk management strategies, if any.	

		<p><b><u>GT Capital's Response:</u></b></p> <p>The Corporation has adopted, upon the approval of the Board, an Enterprise Risk Management ("ERM") Policy and Framework for the promotion of increased awareness of risks, minimization of the company's exposure to financial losses, and boosting of shareholder's confidence. The Corporation seeks to maintain an effective risk management process, designed to meet the requirements of generally accepted good corporate governance.</p> <p><u>Annual Report</u> Statement of the Audit and Risk Oversight Committees on Adequacy of GT Capital's Internal Controls and Risk Management System, p. 74 Enterprise Risk Management, p. 68 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its	Compliant	Provide link to the company's website where the Board Charter is disclosed.	

fiduciary role.		<b><u>GT Capital's Response:</u></b>  The Corporation's Manual on Corporate Governance serves as its Board Charter, which contains, among others, the duties and responsibilities of the Board of Directors and key officers, and the charters and functions of the various Board Committees.  <u>MCG</u> <a href="https://www.gtcapital.com.ph/governance/policies">https://www.gtcapital.com.ph/governance/policies</a>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website.	Compliant		
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	Compliant	Provide information on or link/reference to a document showing company's insider trading policy.  <b><u>GT Capital's Response:</u></b>  <u>GT Capital's Website</u> <a href="https://www.gtcapital.com.ph/policies">https://www.gtcapital.com.ph/policies</a>  <u>Annual Report</u> Policies on Insider Trading, p. 70 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a>	

<b>Optional: Principle 2</b>			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	<p>Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.</p> <p><b><u>GT Capital's Response:</u></b> Financial assistance is not granted to entities other than wholly-owned subsidiaries of the Corporation. Directors, being related parties to the Corporation, must conduct their transactions on an arms-length basis.</p> <p><u>MCG</u> Annex D, Corporate Governance and Related Party Transactions Committee Charter, p. 3 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	<p>Indicate the types of decision requiring board of directors' approval and where there are disclosed.</p> <p><b><u>GT Capital's Response:</u></b>  <u>GT Capital By-Laws</u> Article III, Section 1. Powers of the Board <a href="https://www.gtcapital.com.ph/storage/uploads/2018/06/Amended%20B">https://www.gtcapital.com.ph/storage/uploads/2018/06/Amended%20B</a></p>	

		<a href="#">y-Laws.pdf</a>  Disclosure of material transactions approved by the Board are made through the GT Capital Website and through PSE Edge. <a href="https://www.gtcapital.com.ph/disclosures">https://www.gtcapital.com.ph/disclosures</a>  <a href="http://edge.pse.com.ph/companyInformation/form.do?cmpy_id=633">http://edge.pse.com.ph/companyInformation/form.do?cmpy_id=633</a>	
--	--	---	--

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

**Recommendation 3.1**

1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	Provide information or link/reference to a document containing information on all the board committees established by the company.  <b><u>GT Capital's Response:</u></b>  The Corporation has established the following committees: Audit Committee, Compensation Committee, Corporate Governance and Related Party Transactions Committee, Executive Committee, Nominations Committee, and Risk Oversight Committee.	
---	-----------	---	--



		<p>Their specific functions are outlined in the Manual on Corporate Governance and in their respective charters.</p> <p><u>MCG</u> Section 2.2, pp. 7-17 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
<b>Recommendation 3.2</b>			
<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	Compliant	<p>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</p> <p>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>MCG</u> Section 2.2.4, pp. 13-16 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p> <p>Under the Audit Committee Charter, it is the Committee's responsibility to recommend the appointment, re-</p>	

		<p>appointment, and removal of the company's external auditor.</p> <p><u>MCG</u>  Section 2.2.4.3 (d), p.14  See also Annex C: Audit Committee Charter  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	Compliant	<p>Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>For 2020-2021, the Audit Committee is composed of four (4) qualified non-executive directors, three (3) of whom, including the Chairman, are independent.</p> <p><u>Annual Report</u>  Audit Committee, p. 74  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p> <p><u>Results of Organizational Board</u></p>	

		<p>Meeting held on June 5, 2020  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=5555d4e91c7ab1980de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=5555d4e91c7ab1980de8473cebbd6407</a></p>	
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	Compliant	<p>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>Annual Report</u>  Profile of Mr. Wilfredo A. Paras, p. 99  Profile of Mr. Renato C. Valencia, p. 97  Profile of Mr. Rene J. Buenaventura, p. 98  Profile of Mr. Regis V. Puno, p. 98  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Audit Committee Chairman Mr.</p>	

		<p>Wilfredo A. Paras is not Chairman of the Board or of any other committee.</p> <p><u>Annual Report</u> Board of Directors, p. 92 Composition of Committees, pp. 73-74 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p> <p><u>Results of Organizational Board Meeting held on June 5, 2020</u> <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=5555d4e91c7ab1980de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=5555d4e91c7ab1980de8473cebbd6407</a></p>	
<b>Supplement to Recommendation 3.2</b>			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<p>Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Chief Financial Officer certifies that the Audit Committee reviewed and approved the non-audit fees for services conducted by the external auditor in relation to the audit fees to ensure that the non-audit fees do not outweigh the audit fees. The certification is attached as Annex</p>	

		<p>"D".</p> <p><u>2021 DIS</u> Item 7. Independent Public Accountants, p. 25 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9</a></p>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Non-compliant	Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.	<p>The Internal Audit Charter allows the Audit Committee to meet with the external auditor without any management present, if necessary.</p> <p><u>Manual on Corporate Governance</u> Section 2.2.4.3 (v), p. 16 &amp; Annex C: Audit Committee Duties and Responsibilities (v) <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>
<b>Optional: Recommendation 3.2</b>			
1. Audit Committee meet at least four times during the year.	Compliant	<p>Indicate the number of Audit Committee meetings during the year and provide proof</p> <p><b><u>GT Capital's Response:</u></b></p> <p>In 2020, the Audit Committee met six (6) times.</p> <p><u>Annual Report</u> Audit Committee, p. 74</p>	

		<a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a>	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	<p>Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Compliance Officer certifies that in 2018, the Audit Committee approved the appointment of Mr. Leo Paul C. Maagma as Chief Audit Executive ("CAE"). Mr. Maagma continues to be the CAE of GT Capital. The certification is attached as Annex "C".</p> <p><u>MCG</u> Annex C: Audit Committee Duties and Responsibilities (d) <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
<b>Recommendation 3.3</b>			
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	Compliant	Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions	

<p>assigned to a Nomination and Remuneration Committee.</p>		<p>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Corporation has a separate Nominations Committee, which is responsible for reviewing the qualifications of nominee directors and ensuring that the same are aligned with the Corporation's strategic direction.</p> <p><u>MCG</u> Section 2.2.5, p. 16 Annex D: Corporate Governance and Related Party Transactions Committee Charter, pp. 1-2 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.</p> <p><b><u>GT Capital's Response:</u></b></p>	

		<p>The Corporate Governance and Related Party Transaction Committee is composed of three (3) qualified non-executive directors, all of whom are independent.</p> <p><u>Annual Report</u> Corporate Governance and Related Party Transactions Committee, p. 74 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p>	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Chairman of the Corporate Governance and Related Party Transactions Committee, Mr. Renato C. Valencia, is an independent director.</p> <p><u>Annual Report</u> Corporate Governance and Related Party Transactions Committee, p. 74 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p>	



		<a href="#">0Inc.%20Annual%20Report%202020.pdf</a>	
<b>Optional: Recommendation 3.3.</b>			
1. Corporate Governance Committee meet at least twice during the year.	Compliant	<p>Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>In 2020, the Corporate Governance and Related Party Transactions Committee met three (3) times.</p> <p><u>Annual Report</u> Corporate Governance and Related Party Transactions Committee, p. 75 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Recommendation 3.4</b>			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	<p>Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>MCG</u> Section 2.2.6, pp. 16-17</p>	

		Annex F: Risk Oversight Committee Charter <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a>	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	<p>Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship</p> <p>In 2020, the Risk Oversight Committee (ROC) was composed of four (4) members, three (3) of which, including the Chairman, were independent directors.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>Annual Report</u> Risk Oversight Committee, p. 74 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.p df</a></p>	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the BROC</p> <p><b><u>GT Capital's Response:</u></b></p>	

		<p>The Chairman of the Risk Oversight Committee, Mr. Rene J. Buenaventura, is not the Chairman of the Board or of any other committee.</p> <p><u>Annual Report</u> Board of Directors, pp. 92-95 Composition of Committees, pp. 73-74 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p> <p><u>Results of Organizational Board Meeting held on June 5, 2020</u> <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=5555d4e91c7ab1980de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=5555d4e91c7ab1980de8473cebbd6407</a></p>	
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	Compliant	<p>Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROCC.</p> <p><b><u>GT Capital's Response:</u></b> The experiences of the directors enhance their contribution to the Risk Oversight Committee. Further, the members of the Risk Oversight Committee attended seminars to enhance their knowledge and skills on risk and risk management.</p>	

		<p><u>2021 DIS</u>  Business experiences  Mr. Buenaventura p.15  Mr. Valencia p.14  Mr. Paras p.14  Dr. Go p.15  Board Corporate Governance  Training, pp. 65-66  <a href="https://edge.pse.com.ph/openDiscVier.do?edge_no=1fb3a007d18843a85d542af6f1e997b9">https://edge.pse.com.ph/openDiscVier.do?edge_no=1fb3a007d18843a85d542af6f1e997b9</a></p> <p><u>Annual Report</u>  Profile of Mr. Rene J. Buenaventura, p. 98  Profile of Mr. Renato C. Valencia, p. 97  Profile of Mr. Wilfredo A. Paras, p. 99  Profile of Dr. David T. Go, p. 98  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Recommendation 3.5</b>			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	<p>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</p> <p><b><u>GT Capital's Response:</u></b></p>	

		<p>The Corporate Governance and Related Party Transactions Committee, when necessary, passes upon and provides clearance for related party transactions with material significance, after assessing whether the transaction is for the best interest of the corporation.</p> <p><u>MCG</u> Section 2.2.5.4, p. 16 Annex D, pp. 2-3 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	Compliant	<p>Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Corporate Governance Committee and Related Party Transactions Committee acting as a Related Party Transactions Committee is composed of three (3) qualified non-executive directors, all of whom are independent.</p> <p><u>Annual Report</u></p>	

		Corporate Governance and Related Party Transactions Committee p. 74 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a>	
<b>Recommendation 3.6</b>			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	<b><u>GT Capital's Response:</u></b>  <u>MCG</u> See Annexes A- F <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a>	
3. Committee Charters were fully disclosed on the company's website.	Compliant	Provide link to company's website where the Committee Charters are disclosed.  <b><u>GT Capital's Response:</u></b>  <u>MCG</u> See Annexes A- F <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a>	

		<a href="#">of%20May%208,%202019.pdf</a>	
<b>Principle 4:</b> 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.			
<b>Recommendation 4.1</b>			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<p>Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.</p> <p>Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Attendance by teleconference or videoconference is pursuant to SEC rules and regulations.</p> <p>In addition, Article III, Section 5 of GT Capital's Amended By-Laws provides:</p> <p><b>Section 5. Meetings</b> – Regular meetings of the Board of Directors shall be held at least six times annually, to be attended by the</p>	

		<p>Directors either in person or through teleconference or videoconference, on such date and at places as may be called by the Chairman of the Board, or upon the request of a majority of the Directors.</p> <p><u>SEC Memorandum Circular No. 15, series of 2001.</u>  <a href="https://www.sec.gov.ph/mc-2001/sec-memorandum-circular-no-15-8/">https://www.sec.gov.ph/mc-2001/sec-memorandum-circular-no-15-8/</a></p> <p><u>SEC Memorandum Circular No. 6, series of 2020.</u>  <a href="http://www.sec.gov.ph/wp-content/uploads/2020/03/2020MCNo06.pdf">http://www.sec.gov.ph/wp-content/uploads/2020/03/2020MCNo06.pdf</a></p> <p><u>GT Capital Amended By-Laws</u>  Article III, Section 5. Meetings  <a href="https://www.gtcapital.com.ph/storage/uploads/2018/06/Amended%20By-Laws.pdf">https://www.gtcapital.com.ph/storage/uploads/2018/06/Amended%20By-Laws.pdf</a></p> <p>It is the duty of the directors to attend and actively participate in Board or Committee meetings.</p> <p><u>MCG</u>  Section 2.1.3 (b), p. 5  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
--	--	--	--



		<p><u>Advisement Letter on Directors' Attendance</u>  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=fb6f56c97a45cb795d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=fb6f56c97a45cb795d542af6f1e997b9</a></p>	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	<p><b><u>GT Capital's Response:</u></b></p> <p>MCG  Section 2.1.3 (b), p.5  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Under the MCG, directors are enjoined to actively participate in Board and committee meetings, and if called for, ask necessary questions and clarifications.</p> <p>The Corporate Secretary certifies that such participation, questions, and clarifications are included in the minutes of the meetings. The certification is attached as Annex "A".</p>	

		<u>MCG</u> Section 2.1.3 (b), p. 5 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a>	
<b>Recommendation 4.2</b>			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies</p> <p><b><u>GT Capital's Response:</u></b></p> <p>It is a policy under the MCG that non-executive directors can only serve up to a maximum of five (5) publicly listed companies.</p> <p><u>MCG</u>  Section 2.1.3 (b), p. 5  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p> <p><u>DIS</u>  Directorships in Other Reporting Companies and Subsidiaries, pp. 20-21</p>	

		<a href="https://edge.pse.com.ph/openDiscVier.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscVier.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a>  <u>2021 DIS</u> Directorships in Other Reporting Companies and Subsidiaries, pp.21-22 <a href="https://edge.pse.com.ph/openDiscVier.do?edge_no=1fb3a007d18843a85d542af6f1e997b9">https://edge.pse.com.ph/openDiscVier.do?edge_no=1fb3a007d18843a85d542af6f1e997b9</a>	
<b>Recommendation 4.3</b>			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.  <b><u>GT Capital's Response:</u></b>  The directors are mandated to notify the Board before accepting directorship in another company.  <u>MCG</u> Section 2.1.3 (b), p.5 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a>	
<b>Optional: Principle 4</b>			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	<b><u>GT Capital's Response:</u></b>  <u>DIS</u> Directorships in Other Reporting	

		<p>Companies and Subsidiaries, pp. 20-21  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a></p> <p>2021 DIS          Directorships in Other Reporting Companies and Subsidiaries, pp.21-22  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9</a></p>	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	<p><b><u>GT Capital's Response:</u></b></p> <p>The dates of the regular Board meetings of GT Capital are set before the beginning of the calendar year.</p> <p><u>Annual Report</u>          Board Attendance, p. 72  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
3. Board of directors meet at least six times during the year.	Compliant	<p>Indicate the number of board meetings during the year and provide proof</p> <p><b><u>GT Capital's Response:</u></b></p>	

		<p>The board met six (6) times in 2020.</p> <p><u>Advisement Letter on Directors' Attendance</u>  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=fb6f56c97a45cb795d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=fb6f56c97a45cb795d542af6f1e997b9</a></p> <p><u>Annual Report</u>  Board Attendance, p. 72  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p>	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Compliant	<p>Indicate the required minimum quorum for board decisions</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The presence of at least two-thirds (2/3) of the directors is required when there are issues that will have a significant impact on the character of the Corporation. In any case, board meeting dates are scheduled to ensure attendance of all directors.</p> <p><u>MCG</u>  Section 2.5.2 (e), p. 20  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	

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

**Recommendation 5.1**

<p>1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the number of independent directors in the board</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Corporation has four (4) independent directors in 2020.</p> <p><u>SEC Form 17-A for 2020</u> Item 10. Directors and Executive Officers of the Issuer, p. 132 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=dc4535b9aa3fc9fe5d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=dc4535b9aa3fc9fe5d542af6f1e997b9</a></p> <p><u>Annual Report</u> Board of Directors, p. 92-95 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
---	------------------	--	--

**Recommendation 5.2**

<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the qualifications of the independent directors.</p> <p><b><u>GT Capital's Response:</u></b></p>	
---	------------------	---	--

		<p>The independent directors possess all the qualifications and none of the disqualifications provided for in the SRC (Securities Regulation Code) and its Implementing Rules and Regulations, as well as the Corporation's By-laws.</p> <p><u>DIS</u> Profiles of independent directors, pp. 14-15 Item 5 (f) Involvement in legal proceeding, p 23. <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a></p> <p><u>Annual Report</u> Profile of independent directors, pp. 97-99 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Supplement to Recommendation 5.2</b>			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	<p>Provide link/reference to a document containing information that directors are not constrained to vote independently.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>MCG</u></p>	

		Section 2.1.3 (d), p. 6 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a>	
<b>Recommendation 5.3</b>			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<p>Provide information or link/reference to a document showing the years IDs have served as such.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>None of the four (4) independent directors have served for more than a period of nine (9) cumulative years, reckoned from 2012.</p> <p><u>2021 DIS</u> Period of Directorship, p. 12 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9</a></p>	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.		<p>Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>MCG</u> Section 2.1.4 (c), p.7 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20</a></p>	



		<a href="#">of%20May%208,%202019.pdf</a>	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	<p>Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>No independent director has served in such capacity for more than nine (9) years, reckoned from 2012. However, the Corporation has in place a policy providing that if Corporation wants to retain an Independent Director who has served for a cumulative term of nine (9) years, the Board shall provide meritorious justification/s and seek shareholders' approval during the annual stockholders' meeting.</p> <p><u>MCG</u> Section 2.1.4 (c), p. 7 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
<b>Recommendation 5.4</b>			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	<p>Identify the company's Chairman of the Board and Chief Executive Officer</p> <p><b><u>GT Capital's Response:</u></b></p>	

		<p>GT Capital's Chairman is Mr. Arthur Vy Ty while the President is Mr. Carmelo Maria Luza Bautista.</p> <p><u>Results of Organizational Board Meeting held on June 5, 2020</u>  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=5555d4e91c7ab1980de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=5555d4e91c7ab1980de8473cebbd6407</a></p> <p><u>Annual Report</u>  Board of Directors, pp. 92-93  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	<p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <p>Identify the relationship of Chairman and CEO.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>MCG</u>  Section 2.3, pp. 17-18  Duties of the Chairman, p. 19  Duties of the President, p. 21  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20</a></p>	

		<a href="#">of%20May%208,%202019.pdf</a>  The Chairman and the President are not related.	
<b>Recommendation 5.5</b>			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.  Indicate if Chairman is independent.  <b><u>GT Capital's Response:</u></b>  The Chairman is not an independent director. The Board has designated a lead director among the independent directors. The lead independent director is Mr. Renato C. Valencia.  <u>Results of Organizational Board Meeting held on June 5, 2020</u> <a href="https://edge.pse.com.ph/openDiscVier.do?edge_no=5555d4e91c7ab1980de8473cebbd6407">https://edge.pse.com.ph/openDiscVier.do?edge_no=5555d4e91c7ab1980de8473cebbd6407</a>  <u>MCG</u> Section 2.1.4.1, p. 7 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a>	

		<p>Annual Report Board of Directors, p. 94  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Recommendation 5.6</b>			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	Compliant	<p>Provide proof of abstention, if this was the case</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Corporate Secretary certifies that directors with material interest in the transactions abstain from taking part in the deliberations and that such is reflected in the minutes of the meeting. The certification is attached as Annex "A".</p> <p>Under GT Capital's MCG, directors are required to conduct fair business transactions with the Corporation and ensure that his personal interest does not conflict with the interests of the Corporation. In instances when there is an actual or potential conflict of interest, the conflicted director is required to fully and immediately disclose such conflict of interest and abstain from participating in the</p>	

		Board discussion of that item on the agenda.  <u>MCG</u> Section 2.1.3(a), p. 5 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a>	
<b>Recommendation 5.7</b>			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Non-compliant	Provide proof and details of said meeting, if any.  Provide information on the frequency and attendees of meetings.	The Board exercises objectivity and independence with regard to their duties and responsibilities and have access to and may inquire with or approach any member of management independently, if necessary, during board and committee meetings, or during the Corporation's day-to-day operations.
2. The meetings are chaired by the lead independent director.	Non-compliant		Same as above.
<b>Optional: Principle 5</b>			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	Provide name/s of company CEO for the past 2 years  <b><u>GT Capital's Response:</u></b>  Carmelo Maria Luza Bautista has been the Corporation's President since 2011. None of the non-executive directors have been the CEO/President of the Corporation in the past 2 years.	

		<p>2021 DIS  Profile of Mr. Carmelo Maria Luza Bautista, p. 14  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9</a></p>	
<p><b>Principle 6:</b> 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.</p>			
<p><b>Recommendation 6.1</b></p>			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	<p>Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>Annual Report</u>  Director, Board, and Committee Self-Assessment, p. 72  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Compliant	<p>Identify the external facilitator and provide proof of use of an external facilitator.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Every three (3) years, under the</p>	

		<p>Manual on Corporate Governance, the self-evaluation of the Board shall be supported by an external facilitator. The Compliance Officer certifies that the Corporation engaged the Institute of Corporate Directors as the external facilitator in 2019. The certification is attached as Annex "C".</p> <p><u>MCG</u> Section 2.2.5.3, p. 16 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
<b>Recommendation 6.2</b>			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<p><b><u>GT Capital's Response:</u></b></p> <p>The Corporation adopted its Board, Committee and Individual Director's Self-Assessment Forms in order for the Corporation to annually evaluate the performance of its Board, Committee and individual directors and to assess</p>	

		<p>the efficiency of its processes in relation to the Board and its committees.</p> <p><u>Annual Report</u> Director, Board, and Committee Self-Assessment, p. 72 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p> <p>The Corporation has an investor relations program to better respond to feedback from investors and shareholders and other stakeholders.</p> <p><u>GT Capital's Website</u> <a href="https://www.gtcapital.com.ph/investor-relations/investor-relations-program">https://www.gtcapital.com.ph/investor-relations/investor-relations-program</a></p>	
<b>Principle 7:</b> Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
<b>Recommendation 7.1</b>			
<p>1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.</p>	Compliant	<p>Provide information on or link/reference to the company's Code of Business Conduct and Ethics.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>GT Capital's Code of Ethics</u> <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p>	



		<a href="ge/uploads/2018/06/Code%20of%20Ethics.pdf">ge/uploads/2018/06/Code%20of%20Ethics.pdf</a>	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	<p>Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Code of Ethics is implemented through the Manual on Corporate Governance, Whistleblowing Policy, Code of Discipline of Employees, and the Policies and Procedures Manual ("PPM") of each department.</p> <p>The Whistleblowing Policy and Code of Discipline of Employees were distributed to all directors, officers, and employees while the PPM of each department are disseminated to all the employees of such departments. All these documents are also readily available for access of all directors, officers, and employees through the website, by request from the Legal and Compliance Department, and through the Human Resources and Administration Department, and are reviewed on an annual basis in the context of evolving best practices and changing regulations.</p>	

		<a href="https://www.gtcapital.com.ph/governance/policies">GT Capital's Code of Ethics https://www.gtcapital.com.ph/governance/policies</a>	
3. The Code is disclosed and made available to the public through the company website.	Compliant	<p>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/disclosed.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><a href="https://www.gtcapital.com.ph/governance/policies">GT Capital's Code of Ethics https://www.gtcapital.com.ph/governance/policies</a></p>	
<b>Supplement to Recommendation 7.1</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery</p> <p><b><u>GT Capital's Response:</u></b></p> <p><a href="https://www.gtcapital.com.ph/storage/uploads/2018/06/GT%20Capital%20Code%20of%20Discipline.PDF">GT Capital's Employee Handbook Code of Discipline https://www.gtcapital.com.ph/storage/uploads/2018/06/GT%20Capital%20Code%20of%20Discipline.PDF</a></p> <p><a href="https://www.gtcapital.com.ph/storage/uploads/2018/06/Code%20of%20Ethics.pdf">GT Capital's Code of Ethics https://www.gtcapital.com.ph/storage/uploads/2018/06/Code%20of%20Ethics.pdf</a></p>	

<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	<p>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Directors, officers, and employees are required to comply with the various codes and policies issued by the Corporation.</p> <p>Any amendments to the Corporation's Codes and Policies are approved by the Board.</p> <p>GT Capital's Human Resources and Administration Department, in coordination with the relevant heads of other departments, is tasked with implementing and ensuring compliance with the provisions of the Code of Ethics as well as the policies and codes implementing the Code of Ethics. Its responsibilities include, among others, ensuring that the contents of the Code are</p>	

		<p>communicated to all existing and new officers and employees. This is done by providing officers and employees with a copy of GT Capital's employee handbook, requiring each officer and employee to acknowledge in writing receipt of the same, and conducting an annual orientation on the Corporation's policies. Its activities also include investigating reported violations of the Code and, if necessary, imposing the appropriate disciplinary action. In addition, each department is audited by GT Capital's Internal Audit Department to further verify observance of the relevant policies.</p> <p><u>Annual Report</u>  Code of Ethics, p. 67  Code of Discipline of Employees and Anti-corruption programs, p. 68  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Disclosure and Transparency</b>			
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
<b>Recommendation 8.1</b>			
1. Board establishes corporate disclosure	Compliant	Provide information on or	

<p>policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>		<p>link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>MCG</u> Section 5. Reportorial or Disclosure System of Company's Corporate Governance Policies, pp. 24-25 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p> <p><u>GT Capital's Website - Disclosures</u> <a href="https://www.gtcapital.com.ph/disclosures">https://www.gtcapital.com.ph/disclosures</a></p> <p>The PPM of GT Capital's Legal &amp; Compliance Department includes policies and procedures on: 6.2 Structured Compliance Reporting and 6.3 Unstructured Compliance Reporting, which include disclosures on financial condition, results and business operations of the Corporation.</p> <p><u>Legal and Compliance Policies and Procedures Manual</u>, pp. 6-22 to 6-32 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/06/05.08.19%20LCD">https://www.gtcapital.com.ph/storage/uploads/2019/06/05.08.19%20LCD</a></p>	
---	--	---	--

		<a href="#">%20PPM.pdf</a>	
<b>Supplement to Recommendations 8.1</b>			
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.	Compliant	<p>Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Consolidated Financial Statements were submitted on March 31, 2020, or ninety-one (91) days from December 31, 2019 financial year end, through the PSE Edge, as an attachment to the Corporation's Preliminary Information Statement (PIS), well within the extended deadline provided by the Securities and Exchange Commission in view of the COVID-19 pandemic.  <a href="https://www.sec.gov/ph/mc-2020/mc-no-05-s-2020extension-of-filing-of-the-2019-annual-reports-including-the-applicable-quarterly-reports-for-year-2020-and-2019-audited-financial-statements-afs/">https://www.sec.gov/ph/mc-2020/mc-no-05-s-2020extension-of-filing-of-the-2019-annual-reports-including-the-applicable-quarterly-reports-for-year-2020-and-2019-audited-financial-statements-afs/</a>   <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=67ecf0a2c50583820de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=67ecf0a2c50583820de8473cebbd6407</a></p> <p>The interim reports were also</p>	

		<p>submitted to the Securities and Exchange Commission and the Philippine Stock Exchange within forty-five (45) days from end of reporting period.</p> <table><tr><th>Quarter</th><th>Date of Submission</th><th>No. of Days from end of quarter</th></tr><tr><td>March 31, 2020</td><td>May 15, 2020</td><td>45</td></tr><tr><td>June 30, 2020</td><td>August 14, 2020</td><td>45</td></tr><tr><td>September 30, 2020</td><td>November 16, 2020</td><td>47*  Since the November 14, 2020 deadline fell on a weekend, the Corporation's SEC Form 17-Q was submitted the next working day, as allowed by the rules.</td></tr></table>	Quarter	Date of Submission	No. of Days from end of quarter	March 31, 2020	May 15, 2020	45	June 30, 2020	August 14, 2020	45	September 30, 2020	November 16, 2020	47*  Since the November 14, 2020 deadline fell on a weekend, the Corporation's SEC Form 17-Q was submitted the next working day, as allowed by the rules.	
Quarter	Date of Submission	No. of Days from end of quarter													
March 31, 2020	May 15, 2020	45													
June 30, 2020	August 14, 2020	45													
September 30, 2020	November 16, 2020	47*  Since the November 14, 2020 deadline fell on a weekend, the Corporation's SEC Form 17-Q was submitted the next working day, as allowed by the rules.													
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	Compliant	<p>Provide link or reference to the company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"><li>principal risks to minority shareholders associated with the identity of the company's</li></ol>													

<p>controlling shareholders' voting power and overall equity position in the company.</p>		<p>controlling shareholders;</p> <ol style="list-style-type: none"> <li>2. cross-holdings among company affiliates; and</li> <li>3. any imbalances between the controlling shareholders' voting power and overall equity position in the company.</li> </ol> <p><b><u>GT Capital's Response:</u></b></p> <p>GT Capital's website – Disclosures  <a href="https://www.gtcapital.com.ph/disclosures">https://www.gtcapital.com.ph/disclosures</a></p> <p>Risk to minority shareholders of the Corporation as a listed company is not among the top risks the Corporation identifies. However, this risk is disclosed in the registration statements of the Corporation in the event of additional issuance of shares to the public. There are no cross or pyramid shareholdings.</p> <p><u>SEC Form 17-A for 2020</u>  Risk, pp. 10-11  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=6ca6889ad8b5568a5d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=6ca6889ad8b5568a5d542af6f1e997b9</a></p> <p><u>Prospectus</u>  Risk Factors, pp. 40-51  <a href="https://www.gtcapital.com.ph/stora">https://www.gtcapital.com.ph/stora</a></p>	
---	--	--	--



		<a href="https://www.gtcapital.com.ph/storage/uploads/prospectus/5982c0b64f323.pdf">ge/uploads/prospectus/5982c0b64f323.pdf</a>  Neither are there any imbalances between controlling shareholders' voting power, and overall equity position in the Corporation.	
<b>Recommendation 8.2</b>			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.  <b><u>GT Capital's Response:</u></b>  All dealings and transactions by directors, officers, and employees are disclosed within three (3) business days after transaction. Transactions of directors and officers shall be disclosed to the general public through PSE Edge.  <u>MCG</u> Section 6.6.6, p. 28 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20</a>	

		<a href="#">of%20May%208,%202019.pdf</a> Dealings of Directors and Officers GT Capital's Website <a href="https://www.gtcapital.com.ph/disclosures?group=Others&amp;DLPreportType=Others&amp;DLPmonth=&amp;DLPyear=&amp;DLPsearch=change+in+shareholdings">https://www.gtcapital.com.ph/disclosures?group=Others&amp;DLPreportType=Others&amp;DLPmonth=&amp;DLPyear=&amp;DLPsearch=change+in+shareholdings</a>	
<b>Supplement to Recommendation 8.2</b>			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.  Provide link or reference to the company's Conglomerate Map.  <b><u>GT Capital's Response:</u></b>  <u>SEC Form 23-A/B</u> <a href="https://www.gtcapital.com.ph/disclosures?group=SEC%20FORM%2023-A/B">https://www.gtcapital.com.ph/disclosures?group=SEC%20FORM%2023-A/B</a>  <u>List of Top 100 Stockholders</u> <a href="https://www.gtcapital.com.ph/disclosures?group=Top%20100%20Stockholders">https://www.gtcapital.com.ph/disclosures?group=Top%20100%20Stockholders</a>  GT Capital's Website <a href="https://www.gtcapital.com.ph/conglomerate-map-and-shareholding-structure">https://www.gtcapital.com.ph/conglomerate-map-and-shareholding-structure</a>	
<b>Recommendation 8.3</b>			

<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>DIS</u> Item 5. Directors and Executive Officers of the Registrant pp.11-16 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a></p> <p><u>2021 DIS</u> Board Corporate Governance Training, pp. 65-66 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a></p>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>DIS</u></p>	

		<p>Item 5. Directors and Executive Officers of the Registrant pp.11-16  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a></p> <p><u>Annual Report</u>          Senior Management, p. 100          Direct and Indirect Shareholdings of Major Shareholder, Directors, and Senior Officers, pp. 78-79          Senior Management Training, pp. 80-82  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Recommendation 8.4</b>			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	<p>Disclose or provide link/reference to the company policy and practice for setting board remuneration</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>Annual Report</u>          Director and Executive Compensation, p. 75  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	

		<u>MCG</u> Annex B - Compensation Committee Charter Duties and Responsibilities (c) <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a>	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	Disclose or provide link/reference to the company policy and practice for determining executive remuneration  <b><u>GT Capital's Response:</u></b>  The Compensation Committee designates the amount of remuneration, which shall be in a sufficient level to be able to attract and retain the services of qualified and competent directors and officers.  <u>MCG</u> Annex B - Compensation Committee Charter Duties and Responsibilities (c) <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a>  In addition to fixed compensation, employees, including its executive officers, receive annual variable compensation based on	

		<p>performance such as performance bonuses and merit-based increases.</p> <p><u>Annual Report</u> Policies and Practices on Health, Safety, and Welfare of Employees, p. 79 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-compliant	<p>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</p>	<p>The Corporation discloses information on its directors and executives based on existing disclosure rules of the Securities and Exchange Commission and the Philippine Stock Exchange, while respecting individual executive's right to data privacy.</p> <p>In line with the above explanation, GT Capital discloses the annual remuneration of the directors and executive officers in the aggregate. It also provides the components of such remuneration.</p> <p><u>2021 DIS</u> Item 6 Compensation of Directors and Executive Officers, pp. 24-25 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9</a></p>

**Recommendation 8.5**

1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	<p>Disclose or provide reference/link to company's RPT policies</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>MCG</u> Section 2.1.3 (e), p. 6 Annex D – Corporate Governance and Related Party Transactions Committee Charter, pp. 2-3 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p> <p><u>Material Related Party Transactions Policy</u> <a href="https://www.gtcapital.com.ph/storage/uploads/2019/10/MaterialRelatedPartyTransactionsPolicy.PDF">https://www.gtcapital.com.ph/storage/uploads/2019/10/MaterialRelatedPartyTransactionsPolicy.PDF</a></p> <p>The Corporate Secretary herein certifies that directors with conflicts of interest abstain from discussion of RPTs during Board meetings. The certification is attached as Annex "A".</p>	
2. Company discloses material or significant RPTs reviewed and approved during the	Compliant	Provide information on all RPTs for the previous year or reference to a	

year.		<p>document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> <li>1. name of the related counterparty;</li> <li>2. relationship with the party;</li> <li>3. transaction date;</li> <li>4. type/nature of transaction;</li> <li>5. amount or contract price;</li> <li>6. terms of the transaction;</li> <li>7. rationale for entering into the transaction;</li> <li>8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and</li> <li>9. other terms and conditions</li> </ol> <p><b><u>GT Capital's Response:</u></b></p> <p>The Corporate Governance and Related Party Transactions Committee ensures that related party transactions are properly reviewed and approved for fairness and transparency. They pass upon and provide clearance for RPTs which involve disbursements of funds exceeding Pesos: One Hundred Million (Php100,000,000.00).</p> <p><u>MCG</u> Section 2.1.3 (e), p. 6</p>	
-------	--	---	--



		<p>Annex D – Corporate Governance and Related Party Transactions Committee Charter, pp. 2-3  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p> <p>GT Capital's Material Related Party Transactions Policy ("Material RPT Policy") complements GT Capital's RPT Policy found in the Corporate Governance and Related Party Transactions Committee Charter. This Material RPT Policy covers all transactions between GT Capital and its Related Parties meeting the Materiality Threshold, which is ten percent (10%) or higher of GT Capital's total consolidated assets based on its latest audited financial statements.</p> <p>The Material RPT policy provides that a summary of Material RPTs, as defined in the Material RPT Policy, entered into by the Corporation shall be disclosed in the IACGR. In 2020, no transaction breached the threshold as provided in the Material RPT Policy.  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/10/MaterialRelatedPartyTransactionsPolicy.PDF">https://www.gtcapital.com.ph/storage/uploads/2019/10/MaterialRelatedPartyTransactionsPolicy.PDF</a></p>	
--	--	--	--

		<p>The below transaction was approved pursuant to the policy under the Manual on Corporate Governance.</p> <p>Purchase of Shares in Toyota Santa Rosa Laguna, Inc.  <a href="https://edge.pse.com.ph/openDiscVier.do?edge_no=b06899a1bb726f800de8473cebbd6407">https://edge.pse.com.ph/openDiscVier.do?edge_no=b06899a1bb726f800de8473cebbd6407</a>  <a href="https://edge.pse.com.ph/openDiscVier.do?edge_no=f8968ab4f779d13d0de8473cebbd6407">https://edge.pse.com.ph/openDiscVier.do?edge_no=f8968ab4f779d13d0de8473cebbd6407</a></p>	
<b>Supplement to Recommendation 8.5</b>			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Under GT Capital's Manual on Corporate Governance, directors are prohibited from using their position to profit or gain benefits or advantages for themselves or their related interests, and are obliged to avoid situations which may compromise their impartiality. If an actual or potential conflict of interest arises, the conflicted director is required to fully and immediately disclose such conflict of interest to the Board and abstain from</p>	

		<p>participating in the Board discussion of that item on the agenda.</p> <p>The Corporate Secretary herein certifies that directors disclose their interests in transactions or any other conflict of interests, which is reflected in the minutes of the meetings. The certification is attached as Annex "A".</p> <p><a href="https://www.gtcapital.com.ph/governance/policies">https://www.gtcapital.com.ph/governance/policies</a></p>	
<b>Optional : Recommendation 8.5</b>			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	<p>Provide link or reference where this is disclosed, if any</p> <p><b><u>GT Capital's Response:</u></b></p> <p>All RPTs are conducted fairly and at an arm's length basis.</p> <p><u>Annual Report</u> Corporate Governance and Related Party Transactions Committee, p. 74 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p> <p>The Corporate Governance and Related Party Transactions</p>	

		<p>Committee ensures that when passing upon related party transactions, the non-independent members of the Committee inhibit themselves from voting on the matter at hand.</p> <p><u>MCG</u> Annex D – Corporate Governance Committee Charter, pp. 2-3 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
<b>Recommendation 8.6</b>			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	<p>Provide link or reference where this is disclosed</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>Disclosures through PSE Edge</u> <a href="http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=633">http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=633</a></p>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	<p>Identify independent party appointed to evaluate the fairness of the transaction price</p> <p>Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.</p> <p><b><u>GT Capital's Response:</u></b></p>	

		<p>The Corporation's Corporate Governance and Related Party Transactions Committee passes upon and provides clearance for related party transactions with material significance. In such cases, the Committee considers the best interest of the Corporation.</p> <p>If approved by the Committee, the proposed related party transaction is then recommended and endorsed to the Board for approval. Transactions of material significance are evaluated for fairness through a third-party evaluator or assessor.</p> <p><u>2021 DIS</u> Item 5 (d) Certain Relationships and Related Transactions, p. 23 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9</a></p>	
<b>Supplement to Recommendation 8.6</b>			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	<p>Provide link or reference where these are disclosed.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Corporation has no shareholder agreements, voting trust agreements, confidentiality agreements and the like which may impact the control,</p>	

		ownership, and strategic direction of the company.	
<b>Recommendation 8.7</b>			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Provide link to the company's website where the Manual on Corporate Governance is posted.  <b><u>GT Capital's Response:</u></b>	
2. Company's MCG is submitted to the SEC and PSE.	Compliant	<u>MCG</u> <a href="https://www.gtcapital.com.ph/governance/policies">https://www.gtcapital.com.ph/governance/policies</a>	
3. Company's MCG is posted on its company website.	Compliant	PSE Edge <a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=38793f4ff4563116efdfc15ec263a54d#sthash.gmJNFuy.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=38793f4ff4563116efdfc15ec263a54d#sthash.gmJNFuy.dpbs</a>	
<b>Supplement to Recommendation 8.7</b>			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	Provide proof of submission.  <b><u>GT Capital's Response:</u></b>  PSE Edge <a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=38793f4ff4563116efdfc15ec263a54d#sthash.gmJNFuy.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=38793f4ff4563116efdfc15ec263a54d#sthash.gmJNFuy.dpbs</a>	
<b>Optional: Principle 8</b>			
1. Does the company's Annual Report disclose the following information:	Compliant	Provide link or reference to the company's Annual Report containing the said information.	

a. Corporate Objectives	Compliant	<b><u>GT Capital's Response:</u></b>  <u>Annual Report</u> Corporate Objectives, p. 90 Financial Performance Indicators, p. 6-7 Non-financial indicators, p. 90 Dividend Policy, p. 86 Biographical details, p. 96-99 Board Attendance, p. 72 Total Remuneration, p. 75 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a>	
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		
f. Attendance details of each director in all directors meetings held during the year	Compliant		
g. Total remuneration of each member of the board of directors	Compliant		
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	Provide link or reference to where this is contained in the Annual Report  <b><u>GT Capital's Response:</u></b>  <u>Annual Report</u> 2020 Compliance, p. 67 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a>	
3. The Annual Report/Annual CG Report	Compliant	Provide link or reference to where this	

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.		<p>is contained in the Annual Report</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Board of Directors, through the Audit Committee and the Risk Oversight Committee jointly certify the adequacy of the Corporation's material controls and risk management systems</p> <p><u>Annual Report</u> Statement of the Audit and Risk Oversight Committees on Adequacy of GT Capital's Internal Controls and Risk Management System, p. 74 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	<p>Provide link or reference to where this is contained in the Annual Report</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>Annual Report</u> Statement of the Audit and Risk Oversight Committees on Adequacy of GT Capital's Internal Controls and Risk Management System, p. 74 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	



		<a href="#">0Inc.%20Annual%20Report%202020.pdf</a>	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	<p>Provide link or reference to where these are contained in the Annual Report</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>Annual Report</u> Key Business Risks and Controls, p. 69 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p> <p><u>SEC Form 17-A for 2020</u> Risk, pp. 10-11 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=6ca6889ad8b5568a5d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=6ca6889ad8b5568a5d542af6f1e997b9</a></p>	
<b>Principle 9:</b> 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.			
<b>Recommendation 9.1</b>			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.	

		<p><b><u>GT Capital's Response:</u></b></p> <p>An external auditor shall be selected and appointed by the stockholders upon recommendation of the Board after consultation with the Audit Committee.</p> <p><u>Manual on Corporate Governance</u> Section 2.8, p. 22-23 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	<p>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The appointment of SGV as external auditor for the year 2020 was approved by at least majority of the total issued and outstanding shares of the Corporation entitled to vote.</p> <p><u>Results of Annual Stockholders' Meeting held on June 5, 2020</u> <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=3b44d8114bed57790de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=3b44d8114bed57790de8473cebbd6407</a></p>	

<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.</p>	<p>Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Corporation is compliant with SRC Rule 68, Paragraph 3 (b) (ix) (Rotation of External Auditors), which states that the independent auditors, or in the case of an audit firm, the signing partner, shall be rotated after every five (5) years of engagement, with a two-year cooling off period to be observed in the re-engagement of the same signing partner or individual auditor.</p> <p>Ms. Vicky Lee Salas of SGV replaced Mr. Miguel U. Ballelos Jr. as signing partner in 2020.</p> <p><u>Annual Report</u> Independent Public Accountants, p. 77 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
---	---	--

#### Supplement to Recommendation 9.1

<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Corporation is compliant with SRC Rule 68, Paragraph 3 (b) (ix) (Rotation of External Auditors), which states that the independent auditors, or in the case of an audit firm, the signing partner, shall be rotated after every five (5) years of engagement, with a two-year cooling off period to be observed in the re-engagement of the same signing partner or individual auditor.</p> <p><u>Annual Report</u> Independent Public Accountants, p. 77 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<p><b>Recommendation 9.2</b></p>			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <p>i. assessing the integrity and independence of external auditors;</p>	<p>Compliant</p>	<p>Provide link/reference to the company's Audit Committee Charter</p> <p><b><u>GT Capital's Response:</u></b></p>	

<p>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</p> <p>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p>		<p><u>MCG</u> Annex C - Audit Committee Charter <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	Compliant	<p>Provide link/reference to the company's Audit Committee Charter</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>MCG</u> Annex C - Audit Committee Charter <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
<b>Supplement to Recommendations 9.2</b>			
<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>	Compliant	<p>Provide link/reference to the company's Audit Committee Charter</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>MCG</u> Section 2.2.4.3 (s), Duties and Responsibilities, p. 15 Annex C - Audit Committee Charter Duties and Responsibilities, item (s) <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	

		<a href="#">of%20May%208,%202019.pdf</a>	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	<p>Provide link/reference to the company's Audit Committee Charter</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>MCG</u>  Section 2.2.4.3 (t), Duties and Responsibilities, p. 16  Annex C - Audit Committee Charter, Duties and Responsibilities, Item (t)  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
<b>Recommendation 9.3</b>			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	<p>Disclose the nature of non-audit services performed by the external auditor, if any.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Company disclosed that the auditor performed non-audit services in its Annual Report. The non-audit services performed were for the validation of the stockholders' votes during GT Capital's Annual Stockholder's meeting, as stated in the Corporation's Definitive Information Statement.</p> <p><u>Annual Report</u>  Independent Public Accountants, p.</p>	

		<p>77</p> <p><a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p> <p>2021 DIS</p> <p>Item 7 Independent Public Accountant, p.25</p> <p><a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9</a></p>	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	<p>Provide link or reference to guidelines or policies on non-audit services</p> <p><u>MCG</u></p> <p>Section 2.2.4.3 (I), Duties and Responsibilities, p. 15</p> <p>Annex C - Audit Committee Charter, Duties and Responsibilities, item (I)</p> <p><a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
<b>Supplement to Recommendation 9.3</b>			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p>Provide information on audit and non-audit fees paid.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Non-audit fees paid in 2020 did not outweigh the fees paid for audit services.</p>	

		<p><u>Annual Report</u> Independent Public Accountants, p. 77 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p> <p><u>2021 DIS</u> Item 7 Independent Public Accountant, p.25 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=1fb3a007d18843a85d542af6f1e997b9</a></p>	
<b>Additional Recommendation to Principle 9</b>			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>Provide information on company's external auditor, such as:</p> <ol style="list-style-type: none"> <li>1. Name of the audit engagement partner;</li> <li>2. Accreditation number;</li> <li>3. Date Accredited;</li> <li>4. Expiry date of accreditation; and</li> <li>5. Name, address, contact number of the audit firm.</li> </ol> <p><b><u>GT Capital's Response:</u></b></p> <p>Vicky Lee Salas Partner CPA Certificate No. 86838</p>	



		<p>SEC Accreditation No. 0115-AR-5 (Group A), April 16, 2019, valid until April 15, 2022</p> <p>Tax Identification No. 129-434-735</p> <p>BIR Accreditation No. 08-001998-053-2020, November 27, 2020, valid until November 26, 2023</p> <p>PTR No. 8534310, January 4, 2021, Makati City</p> <p>Sycip Gorres Velayo &amp; Co. (SGV &amp; Co.)</p> <p>6760 Ayala Avenue</p> <p>1226 Makati City, Philippines</p> <p>Tel. (632) 891 0307</p> <p>Fax: (632) 819 0872</p>	
<p>2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).</p>	Compliant	<p>Provide information on the following:</p> <ol style="list-style-type: none"> <li>1. Date it was subjected to SOAR inspection, if subjected;</li> <li>2. Name of the Audit firm; and</li> <li>3. Members of the engagement team inspected by the SEC.</li> </ol> <p><b><u>GT Capital's Response:</u></b></p> <p>The Corporation's external auditor, Sycip Gorres Velayo &amp; Co., was subjected to SOAR Inspection Program by the Securities and Exchange Commission on November 12-23, 2018. The names of the members of the engagement team were provided to the Securities and</p>	

		Exchange Commission during the SOAR inspection.	
<b>Principle 10:</b> The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
<b>Recommendation 10.1</b>			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	<p>Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>On May 14, 2021, GT Capital released its Sustainability Report with information for the reporting period January 1 to December 31, 2020, adopting the Global Reporting Initiative ("GRI") Standards, an internationally recognized framework for sustainability. The Sustainability Report covers the following sixteen (16) material topics under the GRI Standards:</p> <ul style="list-style-type: none"> <li>• Economic Performance</li> <li>• Indirect Economic Impacts</li> <li>• Anti-corruption</li> <li>• Anti-competitive Behavior</li> <li>• Energy</li> <li>• Environmental Compliance</li> <li>• Employment</li> <li>• Labor/Management Relations</li> <li>• Training and Education</li> <li>• Diversity and Equal Opportunity</li> </ul>	

		<ul style="list-style-type: none"> <li>• Nondiscrimination</li> <li>• Human Rights Assessment</li> <li>• Supplier Social Assessment</li> <li>• Marketing and Labeling</li> <li>• Customer Privacy</li> <li>• Socioeconomic Compliance</li> </ul> <p>The Sustainability Report presents globally comparable information affecting its triple bottom line, a vital component of stakeholder relations. Moreover, the focus on sustainability allows GT Capital to identify potential opportunities or trends or evaluate emerging risks, making the endeavor a risk management and strategic initiative for the Corporation.</p> <p><u>Sustainability Report</u>  <a href="https://www.gtcapital.com.ph/storage/uploads/sustainability-reports/GT%20Capital%20Holdings,%20Inc.%20Sustainability%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/sustainability-reports/GT%20Capital%20Holdings,%20Inc.%20Sustainability%20Report%202020.pdf</a></p> <p>GT Capital likewise disclosed on the following material topics and disclosures in the Sustainability Reporting Template as per SEC Memorandum Circular No. 4 Series of 2019, which is attached to its latest SEC Form 17-A:</p> <p>I. Economic  A. Economic Performance</p>	
--	--	--	--

		<ul style="list-style-type: none"> <li>1. Direct Economic Value Generated and Distributed</li> <li>B. Anti-corruption <ul style="list-style-type: none"> <li>1. Training on Anti-Corruption Policies and Procedures</li> </ul> </li> <li>II. Environment <ul style="list-style-type: none"> <li>A. Resource Management <ul style="list-style-type: none"> <li>1. Reduction of energy consumption</li> </ul> </li> <li>B. Environmental Compliance <ul style="list-style-type: none"> <li>1. Non-compliance with environmental laws and regulations</li> </ul> </li> </ul> </li> <li>III. Social <ul style="list-style-type: none"> <li>A. Employee Management <ul style="list-style-type: none"> <li>1. Employee Hiring and Benefits</li> <li>2. Employee Training and Development</li> <li>3. Diversity and Equal Opportunity</li> </ul> </li> <li>B. Supplier Chain Management</li> <li>C. Customer Management <ul style="list-style-type: none"> <li>1. Marketing and labeling</li> <li>2. Customer privacy</li> <li>3. Data security</li> </ul> </li> </ul> </li> </ul> <p>SEC Form 17-A for 2020  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=dc4535b9aa3fc9fe5d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=dc4535b9aa3fc9fe5d542af6f1e997b9</a></p>	
2. Company adopts a globally recognized	Compliant	Provide link to Sustainability Report, if	

standard/framework in reporting sustainability and non-financial issues.		<p>any. Disclose the standards used.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>On May 14, 2021, GT Capital released its Sustainability Report with information for the reporting period January 1 to December 31, 2020, adopting the Global Reporting Initiative ("GRI") Standards, an internationally recognized framework for sustainability.</p> <p><u>Sustainability Report</u>  <a href="https://www.gtcapital.com.ph/storage/uploads/sustainability-reports/GT%20Capital%20Holdings,%20Inc.%20Sustainability%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/sustainability-reports/GT%20Capital%20Holdings,%20Inc.%20Sustainability%20Report%202020.pdf</a></p>	
--	--	---	--

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

**Recommendation 11.1**

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	<p>Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>Investor Relations, through the</u></p>	
---	-----------	---	--

		<p><u>Corporation's Website</u>  <a href="https://www.gtcapital.com.ph/invest-or-relations">https://www.gtcapital.com.ph/invest-or-relations</a></p> <p><u>Events</u>  <a href="https://www.gtcapital.com.ph/invest-or-relations/events">https://www.gtcapital.com.ph/invest-or-relations/events</a></p> <p><u>Quarterly Briefing Slides</u>  <a href="https://www.gtcapital.com.ph/invest-or-relations/presentation-slides">https://www.gtcapital.com.ph/invest-or-relations/presentation-slides</a></p> <p><u>Notice of Analyst's/Investors' Briefing</u>  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=b7c0634c4e7ede6b0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=b7c0634c4e7ede6b0de8473cebbd6407</a></p> <p><a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=4eac99292ad4d7b10de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=4eac99292ad4d7b10de8473cebbd6407</a></p>	
<b>Supplemental to Principle 11</b>			
1. Company has a website disclosing up-to-date information on the following:	Compliant	Provide link to company website	
		<b><u>GT Capital's Response:</u></b>	
a. Financial statements/reports (latest quarterly)	Compliant	<u>SEC Form 17-A/17-Q</u> <a href="https://www.gtcapital.com.ph/disclosures?group=SEC%20Form%2017-A%20/%2017-Q">https://www.gtcapital.com.ph/disclosures?group=SEC%20Form%2017-A%20/%2017-Q</a>	
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant	<u>Briefing Materials</u> <a href="https://www.gtcapital.com.ph/invest-or-relations/presentation-slides">https://www.gtcapital.com.ph/invest-or-relations/presentation-slides</a>	
d. Notice of ASM and/or SSM	Compliant		

e. Minutes of ASM and/or SSM	Compliant	Annual Report <a href="https://www.gtcapital.com.ph/annual-reports">https://www.gtcapital.com.ph/annual-reports</a>	
f. Company's Articles of Incorporation and By-Laws	Compliant	Notice of ASM <a href="https://www.gtcapital.com.ph/disclosures?group=Stockholders%27%20Meetings">https://www.gtcapital.com.ph/disclosures?group=Stockholders%27%20Meetings</a>  Minutes - <a href="https://www.gtcapital.com.ph/governance/stockholders-meeting">https://www.gtcapital.com.ph/governance/stockholders-meeting</a>  Articles and By-laws <a href="https://www.gtcapital.com.ph/aoi-and-by-laws">https://www.gtcapital.com.ph/aoi-and-by-laws</a>	
<b>Additional Recommendation to Principle 11</b>			
1. Company complies with SEC-prescribed website template.	Compliant	<b><u>GT Capital's Response:</u></b>  <a href="http://www.gtcapital.com.ph">http://www.gtcapital.com.ph</a>	
<b>Internal Control System and Risk Management Framework</b>			
<b>Principle 12:</b> 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.			
<b>Recommendation 12.1</b>			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	List quality service programs for the internal audit functions.  Indicate frequency of review of the internal control system  <b><u>GT Capital's Response:</u></b>	

		<p><u>Annual Report</u> Statement of the Audit and Risk Oversight Committees on Adequacy of GT Capital's Internal Controls and Risk Management System, p. 74 Internal Audit, p. 77 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p> <p>In performing their responsibility of evaluating the Corporation's governance, risk management, and control processes, Internal Audit follows a risk-based audit plan approved by the Audit Committee. In 2019, Internal Audit re-evaluated the existing audit universe, which resulted in the development of a strategic plan wherein the Parent Corporation's core activities will be reviewed annually and non-core/other areas every two (2) years; hence, covering all auditable areas in a 2-year cycle. Internal audit will re-evaluate these auditable areas again in 2021.</p> <p>The Corporation engaged the services of an independent auditing firm to perform an external quality</p>	
--	--	--	--



		review of the Internal Audit Division wherein it was given the highest classification of conformity to the International Standards for the Professional Practice of Internal Auditing.	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<p>Identify international framework used for Enterprise Risk Management</p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> <li>1. Company's risk management procedures and processes</li> <li>2. Key risks the company is currently facing</li> <li>3. How the company manages the key risks</li> </ol> <p>Indicate frequency of review of the enterprise risk management framework.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Review of the ERM framework is on an annual basis. In 2020, a total of thirty-seven (37) risks were identified.</p> <p><u>Annual Report</u> Key Business Risks and Controls, p. 69 Statement of the Audit and Risk Oversight Committees on Adequacy</p>	

		<p>of GT Capital's Internal Controls and Risk Management System, p. 74 Internal Audit, p. 77</p> <p><a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Supplement to Recommendations 12.1</b>			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	Compliant	<p>Provide information on or link/reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p> <p>Indicate frequency of review.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>GT Capital has adopted certain policies and practices as its official framework, including the Legal and Compliance Division Policies and Procedures Manual, reviewed on an annual basis, to cultivate a culture of compliance and governance within the Corporation.</p> <p><u>Annual Report</u> 2020 Compliance, p. 67 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	

		<a href="#">df</a>  Legal and Compliance Division Policies and Procedures Manual <a href="https://www.gtcapital.com.ph/storage/uploads/2019/06/05.08.19%20LCD%20PPM.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/06/05.08.19%20LCD%20PPM.pdf</a>	
<b>Optional: Recommendation 12.1</b>			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	Provide information on IT governance process  <b><u>GT Capital's Response:</u></b>  The Audit Committee ensures that review of technological security is conducted on a regular basis.  <u>Manual on Corporate Governance</u> 2.2.4.3 Audit Department Duties and Responsibilities (h), p. 14. <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a>  IT issues are included in the risks monitored by the Risk and Audit Departments of the Corporation. Both departments report to their respective Board Committees, and the chairmen of each committee report significant issues to the Board. In 2019, the IT Department consulted with a third party consultant in performing a health check and	

		security assessment of the Corporation's IT system. The results of which were discussed with the Risk Department and Internal Audit Department. Further, in 2020, an internal audit review was made on information handling and security process of the Corporation.	
<b>Recommendation 12.2</b>			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	<p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Corporation has an Internal Audit Division.</p> <p><u>Annual Report</u> Internal Audit, p. 77 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Recommendation 12.3</b>			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	<p>Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.</p> <p><b><u>GT Capital's Response:</u></b></p>	

		<p>The Corporation's Chief Audit Executive (CAE) for the year 2020 was Mr. Leo Paul C. Maagma.</p> <p><u>Annual Report</u> Internal Audit, p. 77 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant	<p><b><u>GT Capital's Response:</u></b></p> <p><u>MCG</u> Section 2.9, p. 23 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Not Applicable – no fully outsourced internal audit activity	<p>Identify qualified independent executive or senior management personnel, if applicable.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Corporation has no fully-outsourced internal audit activity.</p>	
<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	<p>Provide information on company's risk management function.</p> <p><b><u>GT Capital's Response:</u></b></p>	

		<p>GT Capital's risk governance structure ensures that risk management is not the sole responsibility of one individual but rather occurs and is supported at all levels in the Corporation. The effectiveness of the risk governance structure and process is supported by well-defined risk management roles and responsibilities and periodic review conducted by the Internal Audit Department.</p> <p>The Corporation has a Risk Office comprised of the Chief Risk Officer and a full-time risk officer.</p> <p><u>Annual Report</u> Risk Governance Structure, p. 69 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Supplement to Recommendation 12.4</b>			
1. Company seeks external technical support in risk management when such competence is not available internally.	Not applicable – Corporation has its own Internal Risk Office	<p>Identify source of external technical support, if any.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Corporation has its own internal Risk Office, which reports to the</p>	

		Board Risk Oversight Committee on a quarterly basis.	
<b>Recommendation 12.5</b>			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	<p>Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Mr. Winston Andrew L. Peckson was appointed as GT Capital's Chief Risk Officer in the Organizational Board Meeting held on June 5, 2020. He was reassigned as a consultant effective November 23, 2020, and Ms. Joyce B. de Leon was appointed as the Chief Risk Officer of the Corporation.</p> <p><u>Annual Report</u>  Profile of Ms. Joyce de Leon, p. 104  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	<p><b><u>GT Capital's Response:</u></b></p> <p>At the management level, the</p>	

		<p>Corporation's CRO works with the Risk Oversight Committee (ROC) to develop and implement enterprise risk management policies and procedures as well as perform corollary monitoring and reporting to the ROC.</p> <p><u>MCG</u> Annex F – Risk Oversight Committee Charter, p. 1.</p> <p><u>Annual Report</u> Profile of Ms. Joyce de Leon, p. 104 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p> <p>The CRO is assisted by a full time risk management officer.</p> <p><u>Annual Report</u> Risk Governance Structure, p. 69 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Additional Recommendation to Principle 12</b>			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at	Compliant	Provide link to CEO and CAE's attestation	



least annually, that a sound internal audit, control and compliance system is in place and working effectively.		<p><b><u>GT Capital's Response:</u></b></p> <p>The President, the Chief Risk Officer, and the Chief Audit Executive herein certify that the joint statement of the Audit Committee and the Risk Oversight Committee Chairmen as to the adequacy of the Corporation's internal controls and risk management system was made pursuant to the written recommendation of the Chief Audit Executive and the President. The certification is attached as Annex "E".</p> <p><u>Annual Report</u> Statement of the Audit and Risk Oversight Committees on Adequacy of GT Capital's Internal Controls and Risk Management System, p. 74 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Cultivating a Synergic Relationship with Shareholders</b>			
<b>Principle 13:</b> The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
<b>Recommendation 13.1</b>			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.	

		<p><b><u>GT Capital's Response:</u></b></p> <p><u>MCG</u> Section 6.1 Rights of Investors/ Minority Interests, p. 25-29 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	<p>Provide link to company's website</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Basic shareholder rights are disclosed in the MCG, which is uploaded to GT Capital's website <a href="https://www.gtcapital.com.ph/governance/policies">https://www.gtcapital.com.ph/governance/policies</a></p>	
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share.	Compliant	<p><b><u>GT Capital's Response:</u></b></p> <p><u>MCG</u> Section 6.3 Voting Right, pp. 26-27 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	<p>Provide information on all classes of shares, including their voting rights if any.</p> <p><b><u>GT Capital's Response:</u></b></p>	

		<p><u>MCG</u>  Section 6.3 Voting Right, pp. 26-27  Section 6.9 Rights to Fair and Equal Treatment p. 29  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
3. Board has an effective, secure, and efficient voting system.	Compliant	<p>Provide link to voting procedure. Indicate if voting is by poll or show of hands.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Voting is by poll.</p> <p>Minutes of the Annual Meeting of the Stockholders held on June 5, 2020  Item 3 Voting Procedures , p.2  <a href="https://www.gtcapital.com.ph/storage/uploads/asm/2020%20GT%20Capital%20ASM%20Draft%20Minutes.pdf">https://www.gtcapital.com.ph/storage/uploads/asm/2020%20GT%20Capital%20ASM%20Draft%20Minutes.pdf</a></p>	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	<p>Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Corporation shall ensure that all shareholders of the same class are treated equally and fairly with respect to voting rights, subscription rights, transfer rights, and share</p>	

		<p>repurchases.</p> <p><u>MCG</u> Section 6.9, p. 29. <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	<p>Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Under the Manual on Corporate Governance, minority shareholders have the right to propose the holding of a meeting and the right to propose items in the agenda of the meeting.</p> <p><u>MCG</u> Section 6.6.2, p. 28 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	<p>Provide information or link/reference to the policies on treatment of minority shareholders</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>MCG</u></p>	

		<p>Section 6.6.2, to 6.6.4, p.28</p> <p><a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
7. Company has a transparent and specific dividend policy.	Compliant	<p>Provide information on or link/reference to the company's dividend Policy.</p> <p>Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Corporation has a Board-approved annual target dividend payout of PhP 3.00 per share, payable out of its unrestricted retained earnings.</p> <p><u>Annual Report</u> Shareholder Meetings and Dividend Policy, p. 86</p> <p><a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	

		Dividends were disclosed through the PSE and uploaded to the GT Capital website: <a href="https://www.gtcapital.com.ph/disclosures?group=Dividends">https://www.gtcapital.com.ph/disclosures?group=Dividends</a>	
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	<p>Identify the independent party that counted/validated the votes at the ASM, if any.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The votes of stockholders who attended by remote communication or by proxy were validated by the external auditor, SGV.</p> <p><u>Minutes of Annual Stockholders Meeting held on June 5, 2020</u> Item 3 Voting Procedures, p. 2 <a href="https://www.gtcapital.com.ph/storage/uploads/asm/2020%20GT%20Capital%20ASM%20Draft%20Minutes.pdf">https://www.gtcapital.com.ph/storage/uploads/asm/2020%20GT%20Capital%20ASM%20Draft%20Minutes.pdf</a></p>	
<b>Recommendation 13.2</b>			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out.</p> <p>Indicate whether shareholders' approval of remuneration or any</p>	

		<p>changes therein were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Definitive Information Statement (DIS), including the Notice of the Annual Stockholder's Meeting, was disclosed and posted through PSE Edge on May 8, 2020, or twenty-eight (28) days before the ASM.</p> <p><a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=0572ecf6723b9c4f0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=0572ecf6723b9c4f0de8473cebbd6407</a></p>	
<b>Supplemental to Recommendation 13.2</b>			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	<p>Provide link or reference to the company's notice of Annual Shareholders' Meeting</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>DIS</u> Notice of Annual Stockholders' Meeting, p.1 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a></p>	
a. The profiles of directors (i.e., age, academic qualifications, date of first	Compliant	<b><u>GT Capital's Response:</u></b>	

appointment, experience, and directorships in other listed companies)		<u>DIS</u> Item 5. Directors & Executive Officers of the Registrant, pp. 11-16 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a>	
b. Auditors seeking appointment/re-appointment	Compliant	<b><u>GT Capital's Response:</u></b>  <u>DIS</u> Item 7 Independent Public Accountants, p. 25 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a>	
c. Proxy documents	Compliant	<b><u>GT Capital's Response:</u></b>  <u>DIS</u> Proxy, p. 2 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a>	
<b>Optional: Recommendation 13.2</b>			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Provide link or reference to the rationale for the agenda items  <b><u>GT Capital's Response:</u></b>  <u>DIS</u> Explanation / Rationale of Agenda Items, pp. 3-4 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a>	



		<a href="#">8d0de8473cebbd6407</a>	
<b>Recommendation 13.3</b>			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	<p>Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>Minutes of the Annual Meeting of the Stockholders held on June 5, 2020</u>  <a href="https://www.gtcapital.com.ph/storage/uploads/asm/2020%20GT%20Capital%20ASM%20Draft%20Minutes.pdf">https://www.gtcapital.com.ph/storage/uploads/asm/2020%20GT%20Capital%20ASM%20Draft%20Minutes.pdf</a></p> <p><u>Results of Annual Meeting of the Stockholders held on June 5, 2020</u>  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=3b44d8114bed57790de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=3b44d8114bed57790de8473cebbd6407</a></p>	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	<p>Provide link to minutes of meeting in the company website.</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Indicate also if the voting on resolutions was by poll.</p> <p>Include whether there was</p>	

		<p>opportunity to ask question and the answers given, if any</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The draft minutes of the Annual Meeting of the Stockholders held on June 5, 2020 were also uploaded to the GT Capital Website one (1) business day after the 2020 ASM, held on June 05, 2020.</p> <p><a href="https://www.gtcapital.com.ph/storage/uploads/asm/2020%20GT%20Capital%20ASM%20Draft%20Minutes.pdf">https://www.gtcapital.com.ph/storage/uploads/asm/2020%20GT%20Capital%20ASM%20Draft%20Minutes.pdf</a></p>	
<b>Supplement to Recommendation 13.3</b>			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	<p>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The external auditor was present during Annual Meeting of the Stockholders held on June 5, 2020. <u>June 5, 2020 Annual Stockholders Meeting Minutes, p. 1.</u></p> <p><a href="https://www.gtcapital.com.ph/storage/uploads/asm/2020%20GT%20Capital%20ASM%20Draft%20Minutes.pdf">https://www.gtcapital.com.ph/storage/uploads/asm/2020%20GT%20Capital%20ASM%20Draft%20Minutes.pdf</a></p>	
<b>Recommendation 13.4</b>			
1. Board makes available, at the option of a shareholder, an alternative dispute	Compliant	Provide details of the alternative dispute resolution made available to	

<p>mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p>		<p>resolve intra-corporate disputes</p> <p><b><u>GT Capital's Response:</u></b></p> <p>All issues that may result in disputes, claims, or which may be reasonably expected to be subject to corrective action shall be documented in writing by the Corporation's Legal &amp; Compliance Officer. In cases which may result in a claim, the Legal and Compliance Officer shall be responsible for determining the validity of the claim. The Corporation may decide to settle an issue, dispute or claim through judicial or extrajudicial means (including alternative dispute resolution), upon the recommendation of the Legal &amp; Compliance Head and, if necessary, the Company's Board of Directors.</p> <p><u>Legal and Compliance Department Policies and Procedures Manual</u> Section 6.1.2.3.9-Section 6.1.2.3.11 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/06/05.08.19%20LCD%20PPM.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/06/05.08.19%20LCD%20PPM.pdf</a></p> <p>The Corporation has not had any disputes to date with its stockholders, third parties or regulatory authorities.</p> <p>In addition, the Corporation has implemented an Investor Relations</p>	
---	--	--	--

		<p>Program so as to ensure responsive and effective feedback, which should address the shareholder's concerns.</p> <p><u>GT Capital Website</u>  <a href="https://www.gtcapital.com.ph/investor-relations/investor-relations-program">https://www.gtcapital.com.ph/investor-relations-investor-relations-program</a></p>	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	<p>Provide link/reference to where it is found in the Manual on Corporate Governance</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>Legal and Compliance Department Policies and Procedures Manual</u>  Section 6.1.2.3.9  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/06/05.08.19%20LCD%20PPM.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/06/05.08.19%20LCD%20PPM.pdf</a></p> <p><u>MCG</u>  Section 2.1.2 (i), p.4.  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<p>Disclose the contact details of the officer/office responsible for investor relations, such as:</p> <ol style="list-style-type: none"> <li>1. Name of the person</li> <li>2. Telephone number</li> </ol>	

		<p>3. Fax number 4. E-mail address</p> <p><b><u>GT Capital's Response:</u></b></p> <p>JOSE B. CRISOL, JR. First Vice President Head, Investor Relations, Strategic Planning, and Corporate Communications T: (+632) 8836 4500 F: (+632) 8836 4158 E: <a href="mailto:jose.crisol@gtcapital.com.ph">jose.crisol@gtcapital.com.ph</a></p> <p>BRUCE RICARDO O. LOPEZ, CFA Investor Relations and Strategic Planning Officer T: (+632) 8836 4500 F: (+632) 8836 4158 E: <a href="mailto:bruce.lopez@gtcapital.com.ph">bruce.lopez@gtcapital.com.ph</a></p> <p>JOAQUIN JUAN PAOLO V. MABANTA Investor Relations Officer T: (+632) 8836 4500 F: (+632) 8836 4158 E: <a href="mailto:joaquin.mabanta@gtcapital.com.ph">joaquin.mabanta@gtcapital.com.ph</a></p> <p>Other stakeholder concerns may be sent to <a href="mailto:governance@gtcapital.com.ph">governance@gtcapital.com.ph</a>.</p> <p><u>Other Stakeholders and Investor Relations</u> <a href="https://www.gtcapital.com.ph/corporate-governance-report">https://www.gtcapital.com.ph/corporate-governance-report</a></p>	
--	--	---	--

2. IRO is present at every shareholder's meeting.	Compliant	<p>Indicate if the IRO was present during the ASM.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Compliance Officer herein certifies that the Investor Relations Officer, Jose B. Crisol, Jr., was present at the Annual Meeting of the Stockholders held on June 5, 2020. The certification is attached as Annex "C".</p> <p>Minutes of the June 5, 2020 Annual Stockholders Meeting Item No. 1 Call to Order, p.1 <a href="https://www.gtcapital.com.ph/storage/uploads/asm/2020%20GT%20Capital%20ASM%20Draft%20Minutes.pdf">https://www.gtcapital.com.ph/storage/uploads/asm/2020%20GT%20Capital%20ASM%20Draft%20Minutes.pdf</a></p>	
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	<p>Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>GT Capital has several measures in place to prevent ineffective management and other similar checks in its Corporate Governance Framework, including: Code of Ethics, Code of Discipline, Whistleblowing Policy, Policy on Conflict of Interest,</p>	

		<p>and Policy on Insider Trading.</p> <p><u>Annual Report</u> Corporate Governance Policies and Practices, pp. 67-68 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p> <p>The Compliance Officer herein certifies that there are no anti-takeover measures or similar devices. The certification is attached as Annex "C".</p>	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	<p>Indicate the company's public float.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>GT Capital has a public float of 43.80% as of December 31, 2020.</p> <p><u>SEC Form 17-A</u> Item 1. Business, p. 6 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=dc4535b9aa3fc9fe5d542af6f1e997b9">https://edge.pse.com.ph/openDiscViewer.do?edge_no=dc4535b9aa3fc9fe5d542af6f1e997b9</a></p>	
<b>Optional: Principle 13</b>			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM	

		<p><b><u>GT Capital's Response:</u></b></p> <p><u>GT Capital Policies</u>  <a href="https://www.gtcapital.com.ph/governance/policies">https://www.gtcapital.com.ph/governance/policies</a></p> <p>The Corporation provides all updated, pertinent, publicly available financial and operating information to its stockholders through the GT Capital website.</p> <p><u>GT Capital Investor Relations Program</u>  <a href="https://www.gtcapital.com.ph/investor-relations">https://www.gtcapital.com.ph/investor-relations</a></p> <p><a href="https://www.gtcapital.com.ph/investor-relations/investor-relations-program">https://www.gtcapital.com.ph/investor-relations/investor-relations-program</a></p>	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	<p>Disclose the process and procedure for secure electronic voting in absentia, if any.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>During the 2020 Annual Stockholders' Meeting ("ASM") of the Corporation, stockholders had the option to vote through proxy or through electronic voting during the ASM. Voting was by poll.</p> <p>The rules for registration,</p>	



		<p>participation, and voting were set forth in GT Capital's Notice of Stockholder's Meeting, which was made available to stockholders through publication and posting on GT Capital's website.</p> <p>On procedures for participation in the ASM, stockholders who wished to join the 2020 ASM notified the Corporation via e-mail of their intention to do so, and provided the appropriate documentation required for verification. After verification, the Corporation replied via e-mail providing further details to allow registration for the virtual meeting.</p> <p>All matters in the agenda were decided by a majority of the votes of stockholders, except when the law required a higher percentage of votes.</p> <p>As each agenda item is discussed, the Corporation presented on the screen the proposed resolution for adoption of the stockholders. Thereafter, the preliminary results of the poll, which includes votes cast via proxy, were presented on the screen. The final count was reflected in the minutes of the ASM, which was made available to the stockholders on the GT Capital website.</p>	
--	--	--	--

		<p>DIS Notice of Annual Stockholders' Meeting, p.1 <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=015cdb62cd609d8d0de8473cebbd6407</a></p> <p>Minutes of the Annual Meeting of the Stockholders held on June 5, 2020 Item 3 Voting Procedures , p.2 <a href="https://www.gtcapital.com.ph/storage/uploads/asm/2020%20GT%20Capital%20ASM%20Draft%20Minutes.pdf">https://www.gtcapital.com.ph/storage/uploads/asm/2020%20GT%20Capital%20ASM%20Draft%20Minutes.pdf</a></p>	
--	--	---	--

#### Duties to Stakeholders

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

#### Recommendation 14.1

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	<p>Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Shareholder's information is provided through GT Capital's website. <a href="https://www.gtcapital.com.ph/share-and-shareholders-information">https://www.gtcapital.com.ph/share-and-shareholders-information</a></p> <p>Investor Relations Program <a href="https://www.gtcapital.com.ph/invest">https://www.gtcapital.com.ph/invest</a></p>	
---	-----------	---	--

		<a href="#">or-relations/investor-relations-program</a>	
<b>Recommendation 14.2</b>			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	<p>Identify policies and programs for the protection and fair treatment of company's stakeholders</p> <p><b><u>GT Capital's Response:</u></b></p> <p>On all matters of importance to investors, especially institutional investors, the Corporation observes the principle of fair treatment of all shareholders.</p> <p><u>MCG</u> Sections 6.2.2, p. 25 6.8 and 6.9, p. 29 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p> <p><u>Policies and Programs</u> <a href="https://www.gtcapital.com.ph/governance/policies">https://www.gtcapital.com.ph/governance/policies</a></p> <p><a href="https://www.gtcapital.com.ph/investor-relations/investor-relations-program">https://www.gtcapital.com.ph/investor-relations/investor-relations-program</a></p>	
<b>Recommendation 14.3</b>			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to	Compliant	Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address,	

<p>obtain redress for the violation of their rights.</p>		<p>etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.</p> <p>Provide information on whistleblowing policy, practices and procedures for stakeholders</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Investor Relations, Strategic Planning and Corporate Communications Department Trunk Line: 8836 4500 E-mail address: ir@gtcapital.com.ph</p> <p>Alternatively, shareholders may also contact GT Capital through the website <a href="https://www.gtcapital.com.ph/contact-us">https://www.gtcapital.com.ph/contact-us</a></p> <p>The Whistleblowing Policy and other practices and procedures are outlined in the GT Capital website. <a href="https://www.gtcapital.com.ph/governance/policies">https://www.gtcapital.com.ph/governance/policies</a></p>	
<b>Supplement to Recommendation 14.3</b>			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	<p>Compliant</p>	<p>Provide information on the alternative dispute resolution system established by the company.</p> <p><b><u>GT Capital's Response:</u></b></p>	

		<p><u>MCG</u>  Section 2.1.2 (i), p. 4  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p> <p>All issues that may result in disputes, claims, or which may be reasonably expected to be subject to corrective action shall be documented in writing by the Corporation's Legal &amp; Compliance Officer. In cases which may result in a claim, the Legal and Compliance Officer shall be responsible for determining the validity of the claim. The Corporation may decide to settle an issue, dispute or claim through judicial or extrajudicial means (including alternative dispute resolution), upon the recommendation of the Legal &amp; Compliance Head and, if necessary, the Company's Board of Directors.</p> <p>Legal and Compliance Department  Policies and Procedures Manual  Section 6.1.2.3.9-Section 6.1.2.3.11  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/06/05.08.19%20LCD%20PPM.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/06/05.08.19%20LCD%20PPM.pdf</a></p> <p>The Corporation has not had any disputes to date with its stockholders, third parties or regulatory authorities</p>	
--	--	---	--

		<p>In addition, the Corporation has implemented an Investor Relations Program so as to ensure responsive and effective feedback, which should address the shareholder's concerns.</p> <p><u>GT Capital Website</u>  <a href="https://www.gtcapital.com.ph/investor-relations/investor-relations-program">https://www.gtcapital.com.ph/investor-relations/investor-relations-program</a></p>	
<b>Additional Recommendations to Principle 14</b>			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	<p>Disclose any requests for exemption by the company and the reason for the request.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>GT Capital did not seek any exemption from the application of any law, rule or regulation in 2020.</p>	
2. Company respects intellectual property rights.	Compliant	<p>Provide specific instances, if any.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Corporation respects intellectual property rights by proper citation and sourcing in its published materials.</p> <p><u>Full-Year 2020 Analyst &amp; Media Briefing</u></p>	

		<a href="https://www.gtcapital.com.ph/storage/uploads/quarterly-reports/GT%20Capital%20FY%202020%20Briefing%20-%20As%20Presented.pdf">https://www.gtcapital.com.ph/storage/uploads/quarterly-reports/GT%20Capital%20FY%202020%20Briefing%20-%20As%20Presented.pdf</a>	
<b>Optional: Principle 14</b>			
1. Company discloses its policies and practices that address customers' welfare	Compliant	<p>Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>Policies and Programs</u>  <a href="https://www.gtcapital.com.ph/governance/policies">https://www.gtcapital.com.ph/governance/policies</a></p> <p><a href="https://www.gtcapital.com.ph/investor-relations/investor-relations-program">https://www.gtcapital.com.ph/investor-relations/investor-relations-program</a></p> <p><u>Annual Report</u>  Customer Welfare and Safety, Environment-Friendly Value Chain and Interaction with Communities, p. 84  <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p> <p><u>MCG</u>  Section 2.3.5, p. 18</p>	

		<a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a>	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	<p>Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>Annual Report</u> Procurement Policies, p. 71 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<p><b>Principle 15:</b> 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.</p> <p><b>Recommendation 15.1</b></p>			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	<p>Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>Annual Report</u> Employee Relations, p. 79 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	



		<a href="#">reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a>	
<b>Supplement to Recommendation 15.1</b>			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Non-compliant	Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.	<p>Employees receive annual variable compensation based on performance such as performance bonuses and merit-based raises, and are encouraged to contribute in terms of short term and long term goal-setting, subject to the guidance of the Executive Committee and the Board of Directors.</p> <p><u>Annual Report</u> Policies and Practices on Health, Safety, and Welfare of Employees, p. 79 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<p>Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>Annual Report</u> Policies and Practices on Health, Safety, and Welfare of Employees, p. 79 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	

		<a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a>	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Annual Report Training and Development Programs for Employees, p. 80 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Recommendation 15.2</b>			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	<p>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Annual Report Code of Discipline and Anti-corruption Programs, p. 68 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	

		<a href="#">df</a>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	<p>Identify how the board disseminated the policy and program to employees across the organization</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Policies are distributed to and are readily available for access of all directors, officers and employees through website, by request from Legal and Compliance Department, and through the Human Resources and Administration Department.</p> <p><u>Annual Report</u> Corporate Governance Policies and Practices, p. 67 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Supplement to Recommendation 15.2</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	<p>Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices.</p> <p>Include any finding of violations of the company policy.</p> <p><b><u>GT Capital's Response:</u></b></p>	

		<p>To date, there has been no violation of company policy.</p> <p><u>Annual Report</u> Code of Discipline and Anti-corruption Programs, p. 68 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings.%20Inc.%20Annual%20Report%202020.pdf</a></p>	
<b>Recommendation 15.3</b>			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	<p>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees.</p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.</p> <p>Provide contact details to report any illegal or unethical behavior.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>The Whistleblowing Policy clearly defines who qualifies as a whistleblower; outlines a procedure for reporting in good faith acts and omissions that violate any law, rule or regulation or that constitute unethical conduct or fraudulent accounting, among others; and</p>	

		<p>provides protection for the whistleblower through provisions on confidentiality and non-retaliation.</p> <p>Reports by stakeholders, including employees, may be submitted by e-mail to <a href="mailto:governance@gtcapital.com.ph">governance@gtcapital.com.ph</a> or directly in writing to the Chief Audit Executive ("CAE").</p> <p><u>Whistleblowing Policy</u>  <a href="https://www.gtcapital.com.ph/governance/policies">https://www.gtcapital.com.ph/governance/policies</a></p>	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	<p><b><u>GT Capital's Response:</u></b></p> <p><u>Whistleblowing Policy</u>  <a href="https://www.gtcapital.com.ph/governance/policies">https://www.gtcapital.com.ph/governance/policies</a></p>	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	<p>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <p><b><u>GT Capital's Response:</u></b></p> <p>Investigations and findings arising from the whistleblowing policy are overseen by the Board through the Corporate Governance and Related Party Transactions Committee. To date, there have been no reported</p>	

		incidents under the Whistleblowing Policy.  <u>MCG</u> Annex G – Whistleblowing Policy, p. 2 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a>	
<b>Principle 16:</b> 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.			
<b>Recommendation 16.1</b>			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	Provide information or reference to a document containing information on the company's community involvement and environment-related programs.  <b><u>GT Capital's Response:</u></b>  <u>Corporate Social Responsibility</u> <a href="https://www.gtcapital.com.ph/csr">https://www.gtcapital.com.ph/csr</a>	
<b>Optional: Principle 16</b>			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.  <b><u>GT Capital's Response:</u></b>	

		<p><u>Annual Report</u> Customer Welfare and Safety, Environment-Friendly Value Chain and Interaction with Communities, pp. 84 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p> <p><u>MCG</u> Section 2.3.5, p. 18 <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	<p>Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.</p> <p><b><u>GT Capital's Response:</u></b></p> <p><u>Annual Report</u> Customer Welfare and Safety, Environment-Friendly Value Chain and Interaction with Communities, pp. 84 <a href="https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/annual-reports/GT%20Capital%20Holdings,%20Inc.%20Annual%20Report%202020.pdf</a></p>	

		<p>MCG, Section 2.3.5, p. 18  <a href="https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf">https://www.gtcapital.com.ph/storage/uploads/2019/05/MCG%20as%20of%20May%208,%202019.pdf</a></p> <p>Corporate Social Responsibility  <a href="https://www.gtcapital.com.ph/csr">https://www.gtcapital.com.ph/csr</a></p> <p>Sustainability Report  <a href="https://www.gtcapital.com.ph/storage/uploads/sustainability-reports/GT%20Capital%20Holdings,%20Inc.%20Sustainability%20Report%202020.pdf">https://www.gtcapital.com.ph/storage/uploads/sustainability-reports/GT%20Capital%20Holdings,%20Inc.%20Sustainability%20Report%202020.pdf</a></p>	
--	--	---	--



Pursuant to the requirements of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the city of Makati on 23 May 2017.

SIGNATURES



**ARTHUR VV TY**  
Chairman of the Board



**CARMELO MARIA LUZA BAUTISTA**  
President



**RENATO C. VALENCIA**  
Lead Independent Director

**WILFREDO A. PARAS\***  
Independent Director

**RENE J. BUENAVENTURA\***  
Independent Director



**CONSUELO D. GARCIA**  
Independent Director



**ANTONIO V. VIRAY**  
Corporate Secretary



**RENEE LYNN MICIANO ATIENZA**  
Compliance Officer

\*Out of the country

# ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)  
Makati City )S.S.

BEFORE ME, at the above-stated place, this 25 MAY 2021 personally appeared the following:

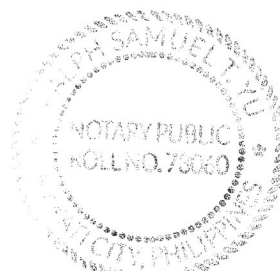
Name	Identification Document	Place of Issuance/Validity
ARTHUR VY TY		
CARMELO MARIA LUZA BAUTISTA		
RENATO C. VALENCIA		
CONSUELO D. GARCIA		
ANTONIO V. VIRAY		
RENEE LYNN MICIANO-ATIENZA		

known to me to be the same persons who executed the foregoing instrument and acknowledged to me that the same is their free act and deed, as well as the act and deed of the entity they represent.

This instrument consists of \_\_\_\_\_ ( ) pages, including the page on which this acknowledgement is written.

WITNESS MY HAND AND SEAL ON THE DATE AND PLACE FIRST STATED.

Doc. No. 423  
Page No. 56;  
Book No. 1;  
Series of 2021.



*[Signature]*  
RALPH SAMUEL T. YU  
Commission No. M-230  
Notary Public City of Makati  
Until 31 December 2021  
Piero Martinez Flores San Pedro & Leano Law Offices  
6th Floor, Tuscany Building, 114 V.A. Rufino St.  
Legaspi Village, Makati City, Philippines  
PTR No. 8544265, 01/04/2021; Makati City  
Bar No. 117334, 01/04/2021; Makati Chapter  
Roll of Attorney No. 73056

  
**WILFREDO A. PARAS**  
Independent Director

ment is written

*[Signature]*

ATTY. MELISSA L. JONES  
Notary Public for Makati City, Philippines  
Roll No. 41639 / Appointment No. M-100  
IBP 054764 / PTR No. CG18A88  
45/F GT Tower International, Ayala Avenue  
Corner H.V. Dela Costa, Makati City

Pursuant to the requirements of the Securities and Exchange Commission, this Amended Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Makati on \_\_\_\_\_.

  
**RENE J. BUENAVENTURA**  
Independent Director

#### ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)  
S.S.

BEFORE ME, at the above-stated place, this Sept. 28, 2021 personally appeared:


Name	Identification Document	Place of Issuance/Validity
RENE J. BUENAVENTURA		

known to me to be the same person who executed the foregoing instrument and acknowledged to me that the same is his free act and deed, as well as the act and deed of the entity they represent.

This instrument consists of \_\_\_\_\_ ( ) pages, including the page on which this acknowledgement is written.

WITNESS MY HAND AND SEAL ON THE DATE AND PLACE FIRST STATED.

Doc. No. 325  
Page No. 65  
Book No. 13  
Series of 2021.

  
**ATTY. MELISSA B. REYES**  
Notary Public for Makati City until December 31, 2021  
Roll No. 41639 / Appointment No. M-120  
IBP 054764 / PTR No. 6618489  
45/F GT Tower International, Ayala Avenue  
Corner H.V. Dela Costa, Makati City

## CERTIFICATION

I, Atty. Antonio V. Viray, Filipino and of legal age, do hereby certify that:

1. I am the Corporate Secretary of GT Capital Holdings, Inc. ("GT Capital" or the "Corporation"), a corporation duly licensed and existing under the laws of the Republic of the Philippines, with principal address at 43<sup>rd</sup> Floor, GT Tower International, 6813 Ayala Avenue cor. H.V. de la Costa St., Makati City;
2. In relation to Recommendation 1.5 (Optional) and in accordance with my duties and responsibilities as Corporate Secretary, materials for board meetings are distributed at least five (5) business days before the scheduled meetings;
3. In relation to Recommendation 4.1.3, directors ask necessary questions or seek clarifications and explanations during the Board and Committee meetings, and such participation, questions, and clarifications are included in the minutes of the meetings;
4. In relation to Recommendation 5.6.1, directors with material interest in the transactions abstain from taking part in deliberations and such is reflected in the minutes of the meeting;
5. In relation to Recommendation 8.5.1, directors with conflicts of interest abstain from discussion of Related Party Transactions during Board meetings; and
6. In relation to Supplement to Recommendation 8.5.1, directors disclose their interests in transactions or any other conflict of interests, which is reflected in the minutes of the meetings.

This certification is being issued in compliance with the Integrated Annual Corporate Governance Report for the year 2020.

Makati City, Philippines, May 17, 2021.

  
**ANTONIO V. VIRAY**  
Corporate Secretary

## CERTIFICATION

I, Susan E. Cornelio, Filipino and of legal age, do hereby certify that:

1. I am the Head of Human Resources and Administration of GT Capital Holdings, Inc. ("GT Capital" or the "Corporation"), a corporation duly licensed and existing under the laws of the Republic of the Philippines, with principal address at 43<sup>rd</sup> Floor, GT Tower International, 6813 Ayala Avenue cor. H.V. de la Costa St., Makati City;
2. In relation to Recommendation 2.4.2, I certify to the existence of an employee handbook of GT Capital which states the retirement policy of the Corporation's officers and other employees, including the retirement benefits which they are entitled to.

This certification is being issued in compliance with the Integrated Annual Corporate Governance Report for the year 2020.

Makati City, Philippines, May 19, 2021.



**SUSAN E. CORNELIO**

VP/Head, Human Resources and Administration



## CERTIFICATION

I, Atty. Renee Lynn Miciano-Atienza, Filipino and of legal age, do hereby certify that:

1. I am the Head of Legal and Compliance of GT Capital Holdings, Inc. ("GT Capital" or the "Corporation"), a corporation duly licensed and existing under the laws of the Republic of the Philippines, with principal address at 43<sup>rd</sup> Floor, GT Tower International, 6813 Ayala Avenue cor. H.V. de la Costa St., Makati City;
2. In relation to Recommendation 2.10.3, the Internal Audit Charter was approved by the Board of Directors;
3. In relation to Recommendation 3.2.2. (Optional), the Audit Committee approved the appointment of Mr. Leo Paul C. Maagma as Internal Auditor;
4. In relation to Recommendation 6.1.5, the Corporation engaged the Institute of Corporate Directors as the Corporation's external facilitator in 2019;
5. In relation to Recommendation 13.5.2, the Corporation's Head of Investor Relations, Strategic Planning, and Corporate Communication, Mr. Jose B. Crisol Jr., was present at the 2020 Annual Stockholders' Meeting; and
6. In relation to Supplemental Recommendations to Principle 13.1, there are no anti-takeover measures or similar devices.

This certification is being issued in compliance with the Integrated Annual Corporate Governance Report for the year 2020.

Makati City, Philippines, May 19, 2021.

  
**RENEE LYNN MICIANO-ATIENZA**  
VP/Head, Legal and Compliance

## CERTIFICATION

I, Francisco H. Suarez Jr., Filipino and of legal age, do hereby certify that:

1. I am the Chief Financial Officer of GT Capital Holdings, Inc. ("GT Capital" or the "Corporation"), a corporation duly licensed and existing under the laws of the Republic of the Philippines, with principal address at 43<sup>rd</sup> Floor, GT Tower International, 6813 Ayala Avenue cor. H.V. de la Costa St., Makati City;
2. In connection with Supplement to Recommendation 3.2.1 of the Corporation's Integrated Annual Corporate Governance Report ("IACGR") for the year 2020, the Audit Committee reviewed the non-audit fees for services conducted by the Corporation's external auditor, Sycip Gorres Velayo & Co., in relation to the audit fees to ensure that the non-audit fees do not outweigh the audit fees, and approved the same.

This certification is being issued in compliance with the IACGR for the year 2020.

Makati City, Philippines, May 19, 2021.



**FRANCISCO H. SUAREZ JR.**  
EVP/Chief Financial Officer



## CERTIFICATION

We, Carmelo Maria Luza Bautista, Joyce Baldueza-De Leon, and Leo Paul C. Maagma, Filipinos and of legal age, do hereby certify that:

1. We are the President, Chief Risk Officer, and Chief Audit Executive, respectively, of GT Capital Holdings, Inc. ("GT Capital" or the "Corporation"), a corporation duly licensed and existing under the laws of the Republic of the Philippines, with principal address at 43<sup>rd</sup> Floor, GT Tower International, 6813 Ayala Avenue cor. H.V. de la Costa St., Makati City;
2. In relation to Additional Recommendation to Principle 12.1, the Audit Committee and the Risk Oversight Committee, during their meetings held on March 19, 2021 and March 29, 2021, respectively, in which we were present, approved the issuance of a joint statement as to the adequacy of the Corporation's internal controls and risk management system, pursuant to the written recommendation of the Chief Audit Executive and the President.

This certification is being issued in compliance with the Integrated Annual Corporate Governance Report ("IACGR") for the year 2020.

Makati City, Philippines, May 19, 2021.



**CARMELO MARIA LUZA BAUTISTA**  
President



**LEO PAUL C. MAAGMA**  
Chief Audit Executive



**JOYCE BALDUEZA-DE LEON**  
Chief Risk Officer