SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December 31, 2021**

2. SEC Identification Number **CS-201629673** 3. BIR Tax Identification No. **009-491-731-000.**

4. Exact name of issuer as specified in its charter **ALLDAY MARTS, INC.**

5. **Metro Manila, Philippines**
Province, Country or other jurisdiction of incorporation or organization

6. ☐ (SEC Use Only)
Industry Classification Code:

7. **LGF Building B, Evia Lifestyle Center, Daanghari Road, Almanza Dos, Las Piñas City**
Address of principal office

1750
Postal Code

8. **(+632) 8830-1900 / (+632) 8830-1901**
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	The Board has an appropriate mix of competence and expertise and is composed of directors with collective working knowledge, experience and expertise that is relevant to the Company's industry. Below is the board composition of the Company: **Name** – **Position** Manuel B. Villar, Jr. – Chairman Camille A. Villar – Vice Chairman Frances Rosalie T. Coloma – Director Manuel Paolo A. Villar – Director Benjamarie Therese N. Serrano – Director Jessie D. Cabaluna – Independent Director Raul Juan N. Esteban – Independent Director Please refer to the Company's website for each of the director's profile and qualifications through this link: https://corporate.allday.com.ph/our-company/board-of-directors-executive-officers-and-management-team/	
2. Board has an appropriate mix of competence and expertise.	Compliant		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant		

<table>
<tr><td></td><td></td><td></td><td></td></tr>
<tr><td colspan="4">Recommendation 1.2</td></tr>
<tr><td>1. Board is composed of a majority of non-executive directors.</td><td>Compliant</td><td>Out of the seven (7) directors, 6 are non-executives including the 2 independent directors, and 1 is holding an executive position. Please see table below:
<table>
<tr><th>Name</th><th>Position</th></tr>
<tr><td>Manuel B. Villar, Jr.</td><td>Non-Executive</td></tr>
<tr><td>Camille A. Villar</td><td>Non-Executive</td></tr>
<tr><td>Frances Rosalie T. Coloma</td><td>Executive</td></tr>
<tr><td>Manuel Paolo A. Villar</td><td>Non-Executive</td></tr>
<tr><td>Benjamarie Therese N. Serrano</td><td>Non-Executive</td></tr>
<tr><td>Jessie D. Cabaluna</td><td>Independent Director</td></tr>
<tr><td>Raul Juan N. Esteban</td><td>Independent Director</td></tr>
</table></td><td></td></tr>
<tr><td colspan="4">Recommendation 1.3</td></tr>
<tr><td>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</td><td>Compliant</td><td>The Company's Board Charter and Manual on Corporate Governance has established a policy on training of directors as enumerated in its Manual on Corporate Governance. The mentioned document can be viewed or downloaded at https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/</td><td></td></tr>
<tr><td>2. Company has an orientation program for first time directors.</td><td>Compliant</td><td>In compliance with the Company's Manual on Corporate Governance, a director, before assuming as such, is required to attend a seminar on corporate</td><td>The Chairman sought an exemption from the attendance in the Seminar on</td></tr>
</table>

<table>
<tr>
<td>3. Company has relevant annual continuing training for all directors.</td>
<td>Compliant</td>
<td>governance which shall be conducted by a duly recognized private or government institution.

In 2021, except for the Chairman of the Board, all of the directors and key officers of the Company have attended a seminar on Corporate Governance conducted by SEC's accredited training providers.

Please see links for the directors' and key officers' Certificate of Attendance:
https://edge.pse.com.ph/openDiscViewer.do?edge_no=f21a17f435620e115d542af6f1e997b9

https://edge.pse.com.ph/openDiscViewer.do?edge_no=af305d63945cbe765d542af6f1e997b9</td>
<td>Corporate Governance which was granted by the SEC.

Please see SEC's approval.


Securities and Exchange Commission
CORPORATE GOVERNANCE AND FINANCE DEPARTMENT
12 December 2016
Ms. Gemma M. Santos
Corporate Secretary
Vista Land & Lifescapes, Inc.
3rd Level Starmall Las Pinas, CV Starr Ave.
Philamlife Village, Pamplona
Las Piñas City 1746
Re : Request for Exemption from Training Requirement f
Mr. Manuel B. Villar, Jr.
Gentlemen:
This refers to your letter dated 15 November 2016 requesting exemption of Mr. Manuel B Jr. from the annual Corporate Governance training requirement under SEC Memorandum Circular Series of 2013.
Please be informed that the Commission, in its en banc meeting on 06 December 2016, re to GRANT the said request. Mr. Manuel B. Villar, Jr. is granted an exemption from the 2016 requirement.
Very truly yours,
Justina F. Callangan
Director</td>
</tr>
<tr>
<td colspan="4">Recommendation 1.4</td>
</tr>
<tr>
<td>1. Board has a policy on board diversity.</td>
<td>Compliant</td>
<td>As a matter of policy, the Company's Board of Directors adheres to diversity of views and opinions in its decision-making process.

Furthermore, there is gender diversity in the composition of the Board, as follows:

<table>
<tr><th>Name</th><th>Position</th></tr>
<tr><td>Manuel B. Villar, Jr.</td><td>Male</td></tr>
<tr><td>Camille A. Villar</td><td>Female</td></tr>
<tr><td>Frances Rosalie T. Coloma</td><td>Female</td></tr>
<tr><td>Manuel Paolo A. Villar</td><td>Male</td></tr>
</table></td>
<td></td>
</tr>
</table>

<table>
<tr><td></td><td></td><td><table><tr><td>Benjamarie Therese N. Serrano</td><td>Female</td></tr><tr><td>Jessie D. Cabaluna</td><td>Female</td></tr><tr><td>Raul Juan N. Esteban</td><td>Male</td></tr></table></td><td></td></tr>
<tr><td colspan="4">Optional: Recommendation 1.4</td></tr>
<tr><td>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</td><td>Compliant</td><td>The Company is committed to principles in implementing board diversity which are discussed in its Manual for Corporate Governance. The said document can be viewed through this link https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/</td><td></td></tr>
<tr><td colspan="4">Recommendation 1.5</td></tr>
<tr><td>1. Board is assisted by a Corporate Secretary.</td><td>Compliant</td><td rowspan="3">As of 2021, the Company's Board is being assisted by Atty. Jo Marie Lazaro-Lim, the duly appointed Corporate Secretary of AllDay Marts, Inc.

Atty. Lazaro-Lim graduated from the University of Sto. Tomas with the degree of Bachelor of Arts in Legal Management and earned her law degree from San Beda College of Law. She is the Compliance Officer and Assistant Corporate Secretary of Vistamalls, Inc. and Assistant Corporate Secretary of Golden MV Holdings, Inc. She is also the Corporate Secretary of AllHome Corp., Manuela Corporation and Masterpiece Asia Properties, Inc. as well as other affiliate companies of the group.

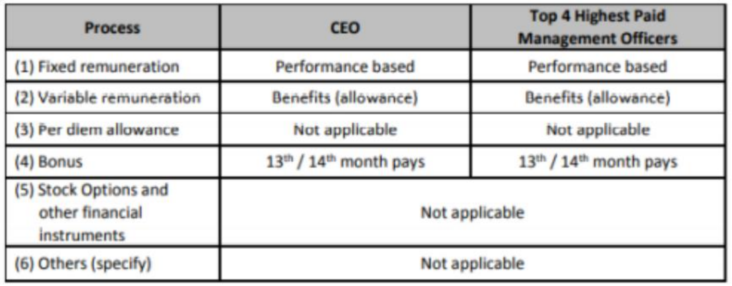
The duties and functions of a Corporate Secretary are being discussed in the Company's Manual on Corporate Governance. The mentioned document can be viewed and downloaded at:</td><td></td></tr>
<tr><td>2. Corporate Secretary is a separate individual from the Compliance Officer.</td><td>Compliant</td><td></td></tr>
<tr><td>3. Corporate Secretary is not a member of the Board of Directors.</td><td>Compliant</td><td></td></tr>
</table>

		https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/ Atty. Lazaro-Lim is not the Compliance Officer and is not a member of the Board of Directors of the Company.	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	On November 19, 2021, the Corporate Secretary attended the two-hour Webinar on "Roles, Responsibilities and Liabilities of Board of Directors" conducted by the Center for Global Best Practices. Please refer to the certificate of attendance: https://edge.pse.com.ph/openDiscViewer.do?edge_no=f21a17f435620e115d542af6f1e997b9	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	The Corporate Secretary distributes notice of meetings and relevant board meeting materials five days before the scheduled meeting through electronic mails.	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	The Board is being assisted by a Compliance Officer on the person of Maria Cristina O. Barao. Ms. Barao graduated from the Pamantasan ng Lungsod ng Maynila in 2001 with a Bachelor of Science in Accountancy. She was previously the Senior Accountant and Chief Accountant of Camella Homes, Crown Asia Properties Inc., and Brittany Corporation from 2009 to 2018. The duties and functions of a Compliance Officer are being discussed in the Company's Manual on	
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		

		Corporate Governance. The mentioned document can be viewed and downloaded at: https://corporate.allday.com.ph/our-company/board-of-directors-executive-officers-and-management-team/ Ms. Barao is part of the Senior Management of the Company. She is not a member of the Board of Directors of AllDay Marts, Inc.	
4. Compliance Officer attends training/s on corporate governance.	Compliant	On October 29, 2021, the Compliance Officer attended a webinar on "Corporate Governance" conducted by Risks, Opportunities, Assessment and Management (ROAM), Inc. Please refer to the certificate of attendance through this link: https://edge.pse.com.ph/openDiscViewer.do?edge_no=f21a17f435620e115d542af6f1e997b9	
Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	The members of the Board of Directors are provided with the relevant materials and information five days prior to the meeting for their reference and evaluation. Each item in the agenda that requires approval from the Board is discussed and deliberated by the Board prior to the approval.	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	The quarterly and the annual financial statements and operating results of the Company are presented and discussed to the Audit Committee and to the Board of	

2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	Directors for approval for filing to the relevant regulatory agencies. The annual budget and pipeline projects are also presented for the approval of the Board. The Board formulated the business objectives and strategy which are subject to quarterly review together with the Manual on Corporate Governance unless the frequency is amended by the Board.	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	The Company has a clearly defined and updated vision, mission and core values which can be found in AllDay's website: https://corporate.allday.com.ph/our-company/corporate-values/ The Board formulated the Corporation's vision, mission, strategic objectives, policies and procedures that shall guide its activities, including the means to effectively monitor Management's performance which is subject to quarterly review together with the Manual on Corporate Governance unless the same frequency is amended by the Board.	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	To facilitate effective management performance that is attuned to the company's business environment, and culture, the Board of Directors conducts their meeting on a regular basis.	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	AllDay is headed by a competent and qualified Chairman in the person of Mr. Manuel B. Villar, Jr.	

		Mr. Villar was a Senator of the Philippines from 2001 to June 2013. He served as the Senate President from 2006 to 2008. He also served as a Congressman from 1992 to 2001 and as Speaker of the House of Representatives from 1998 to 2000. A Certified Public Accountant, Mr. Villar graduated from the University of the Philippines in 1970 with the degree of Bachelor of Science in Business Administration and in 1973 with the degree of Masters in Business Administration. He founded Camella Homes in the early 1970s and successfully managed said company over the years, to become the largest homebuilder in the Philippines now known as the Vista Land Group. Mr. Villar is also Chairman of the Board of Vista Land and Lifescapes, Inc., Vistamalls, Inc. (formerly Starmalls, Inc.), AllHome Corp., AllValue Holdings Corp. and Golden MV Holdings, Inc. (formerly Golden Bria Holdings, Inc.). He is a member of the following organizations: Makati Business Club, Manila Golf Club, Management Association of the Philippines, Financial Executive Institute of the Philippines (FINEX), Philippine Institute of Certified Public Accountants, and the Villar Social Institute for Poverty Alleviation and Governance (SIPAG).	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	The Company's Board has established the following practices in terms of succession planning: 1. Identify those individuals with the potential to assume greater responsibility in the organization	

<table>
<tr><td></td><td></td><td>2. Define the competencies and motivational profile required to undertake those key roles
3. Provide critical development experiences to those that can move into those key roles
4. Engage the leadership in supporting the development of high potential leaders
5. Build a database that can be used to make better staffing decisions for key jobs.</td><td></td></tr>
<tr><td>2. Board adopts a policy on the retirement for directors and key officers.</td><td>Compliant</td><td>The Company has additional objectives that are embedded in the succession process as follows:
1. Improve employee commitment and retention
2. Meet the career development expectations of existing employees
3. Counter the increasing difficulty and cost of recruiting employees externally.</td><td></td></tr>
<tr><td colspan="4">Recommendation 2.5</td></tr>
<tr><td>1. Board aligns the remuneration of key officers and board members with long-term interests of the company.</td><td>Compliant</td><td rowspan="3">The company's remuneration process:

<table>
<tr><th>Process</th><th>CEO</th><th>Top 4 Highest Paid Management Officers</th></tr>
<tr><td>(1) Fixed remuneration</td><td>Performance based</td><td>Performance based</td></tr>
<tr><td>(2) Variable remuneration</td><td>Benefits (allowance)</td><td>Benefits (allowance)</td></tr>
<tr><td>(3) Per diem allowance</td><td>Not applicable</td><td>Not applicable</td></tr>
<tr><td>(4) Bonus</td><td>13th / 14th month pays</td><td>13th / 14th month pays</td></tr>
<tr><td>(5) Stock Options and other financial instruments</td><td colspan="2">Not applicable</td></tr>
<tr><td>(6) Others (specify)</td><td colspan="2">Not applicable</td></tr>
</table>

The directors do not participate in discussions or deliberations involving his/her own remuneration.

The Corporate Governance Committee is tasked to assist the Board in the performance of its corporate governance responsibilities, including functions of a nomination and remuneration</td><td rowspan="3">This year, AllDay will establish and create a Compensation and Remuneration Committee. It shall be composed of three (3) members, one of whom shall be an independent director, to establish a formal and transparent procedure for developing a policy on remuneration of directors and officers to ensure that their compensation is consistent with the Corporation's culture, strategy and the business environment in which it operates.</td></tr>
<tr><td>2. Board adopts a policy specifying the relationship between remuneration and performance.</td><td>Compliant</td></tr>
<tr><td>3. Directors do not participate in discussions or deliberations involving his/her own remuneration.</td><td>Compliant</td></tr>
</table>

		committee. For more information on the remuneration of the directors, please refer to the Company's Manual on Corporate Governance which can be accessed through the company's website: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	The Corporate Governance Committee which has the function of the remuneration committee reviews and recommends to the Board for approval the remuneration of senior executives.	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	Please refer to the Company's Manual on Corporate Governance and SEC Form 17-A which can be accessed through the company's website: https://corporate.allday.com.ph/	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	The Corporate Governance Committee is tasked to assist the Board in the performance of its corporate governance responsibilities, including functions of a nomination and remuneration committee. Please refer to the Company's Manual on Corporate Governance which can be accessed through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/ as well as to the Company's Corporate Governance Committee Charter through this link:	AllDay will establish and create a Nomination Committee, which shall be charged with ensuring that potential candidates for the Board are fully qualified as well as ensuring that the Board maintains adequate independent membership.
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		

4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	https://corporate.allday.com.ph/wp-content/uploads/Corporate-Governance-Committee-Charter.pdf Pending its Definitive Information Statement for the 2022 Annual Meeting of Stockholders, please refer to the Company's Preliminary Information Statement for the nomination and election policy of the Company through this link: https://edge.pse.com.ph/openDiscViewer.do?edge_no=4bcecc3b612ea7343470cea4b051ca8f	
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		
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.			
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	The Company's policy with respect to related party transactions is to ensure that these transactions are entered into on terms at least comparable to those available from unrelated third parties. There are no special risks or contingencies arising from these transactions and these transactions, being in the ordinary and regular course of business, do not materially affect the financial statements of the Company. Please refer to the Company's Related Party Transactions Committee Charter through this like:	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant		

		https://corporate.allday.com.ph/wp-content/uploads/Related-Party-Transaction-Board-Charter.pdf as well as to the Company's Material Related Transactions Policy as contained in the Company Policies document: https://corporate.allday.com.ph/wp-content/uploads/AllDay-Company-Policies.pdf	
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered *de minimis* or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	The Company follows accounting rules in determining whether or not a transaction is considered an RPT as specifically discussed on the Notes to Financial Statements in the Annual Report. With respect to the disclosure of such RPTs, the Company follows the PSE Disclosure Rules in determining whether or not an RPT should be disclosed. Please refer to this link for the company's annual report: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf as well as to the Company's Policy on Material Related Party Transactions through this link. https://corporate.allday.com.ph/wp-content/uploads/AllDay-Company-Policies.pdf	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Compliant	Prior to the Company's initial public offering, voting is done by show of hands.	
Recommendation 2.8			

1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	The Board of directors is primarily responsible for approving the selection of the Management. Please refer to the Company's Manual of Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/ As of 2021, Management is composed of: 1. Frances Rosalie T. Coloma 2. Jacqueline B. Cano 3. Maria Cristina O. Barao 4. Jo Marie Lim-Lazaro 5. Emerito M. Purisima Jr.	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	The Board assesses management performance on an annual basis. Please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	Please refer to the Company's Manual on Corporate Governance through this link https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant		
Recommendation 2.10			

1. Board oversees that an appropriate internal control system is in place.	Compliant	The control environment of the Corporation consists of (a) the Board which ensures that the Corporation is properly and effectively managed and supervised; (b) a Management that actively manages and operates the corporation in a sound and prudent manner; (c) the organizational and procedural controls supported by effective management information and risk management reporting systems; and (d) an independent audit mechanism to monitor the adequacy and effectiveness of the Corporation's governance, operations, and information systems, including the reliability and integrity of financial and operational information, the effectiveness and efficiency of operations, the safeguarding of assets, and compliance with laws, rules, regulations and contracts. Please refer to the Company's Manual of Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant		
3. Board approves the Internal Audit Charter.	Compliant	Please refer to the Company's Audit Committee Charter: https://corporate.allday.com.ph/wp-content/uploads/Committee-Charter.pdf	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	Please refer to the Company's Manual on Corporate Governance through this link https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well	Compliant		

as the effectiveness of risk management strategies.			
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	Please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website.	Compliant		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	The Company has a clear insider trading policy which can be viewed through this link: https://corporate.allday.com.ph/wp-content/uploads/2021/08/1.9-AllDay-Manual-on-Corporate-Governance.pdf as well as the Company's policies through this link: https://corporate.allday.com.ph/wp-content/uploads/AllDay-Company-Policies.pdf	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.			
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	Please refer to the Company's Manual on Corporate Governance through this link:	

		https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	
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	The Company has established various board committees. For more details and information of those established committees, please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/ As well as the Company's Board Committees through this link: https://corporate.allday.com.ph/corporate-governance/board-of-directors-and-senior-management/	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	Please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/ Information about the members of the Audit Committee, their qualifications and type of directorship can be viewed through this link: https://corporate.allday.com.ph/our-company/board-of-directors-executive-officers-and-management-team/	

2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	Please refer to this link for information about the members of the Audit Committee: https://corporate.allday.com.ph/corporate-governance/board-of-directors-and-senior-management/ as well as this link for their qualifications and type of directorship: https://corporate.allday.com.ph/our-company/board-of-directors-executive-officers-and-management-team/	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	Please refer to this link for information about the members of the Audit Committee: https://corporate.allday.com.ph/corporate-governance/board-of-directors-and-senior-management/ as well as this link for their qualifications and type of directorship: https://corporate.allday.com.ph/our-company/board-of-directors-executive-officers-and-management-team/	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Non-Compliant	The Company's Audit Committee is headed by Ms. Jessie D. Cabaluna. Ms. Cabaluna is one of the Company's Independent Directors and is also an independent director of AllHome Corp. She was previously a Partner at SGV & Co. She graduated with the degree of Bachelor of Science in Commerce, major in Accounting from University of St. La Salle in 1977. She also completed the Management Development Program in the Asian Institute of Management in 1988, and Advance Management Program in the Harvard Business School in 2012. Ms. Cabaluna also completed Finance for Corporate	While Ms. Cabaluna is also the chairman of another committee specifically the Board Risk Oversight Committee (BROC), we believe that this does not hinder her optimum performance for both committees since Audit Committee and BROC have interrelated functions.

		Directors Program in 2017.	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A under Audit Committee's Approval Policies and Procedures Section through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	Quarterly and Annual Financial Statements are presented to the Audit Committee prior to presentation to the Board of Directors for approval.	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.			
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	Please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/ as well as the Audit Committee Charter through this link: https://corporate.allday.com.ph/wp-content/uploads/Committee-Charter.pdf	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	The Board established the Corporate Governance Committee to assist the Board in the performance of its corporate governance responsibilities. Information regarding the committee including its functions are discussed in this link: https://corporate.allday.com.ph/corporate-	

<table>
<tr><td></td><td></td><td>governance/board-of-directors-and-senior-management/

as well as in the Company's Corporate Governance Committee Charter through this link: https://corporate.allday.com.ph/wp-content/uploads/Corporate-Governance-Committee-Charter.pdf</td><td></td></tr>
<tr><td>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</td><td>Non-Compliant</td><td rowspan="2">The composition of the Corporate Governance Committee is as follows:
<table><tr><th>Name</th><th>Position</th></tr><tr><td>Raul Juan N. Esteban (Independent Director)</td><td>Chairman</td></tr><tr><td>Jessie D. Cabaluna (Independent Director)</td><td>Member</td></tr><tr><td>Manuel B. Villar, Jr.</td><td>Member</td></tr></table></td><td>The Company currently has two (2) independent directors, consistent with the Implementing Rules and Regulations of the Securities Regulation Code and the Company's By-Laws.</td></tr>
<tr><td>3. Chairman of the Corporate Governance Committee is an independent director.</td><td>Compliant</td><td></td></tr>
<tr><td colspan="4">Optional: Recommendation 3.3.</td></tr>
<tr><td>1. Corporate Governance Committee meet at least twice during the year.</td><td></td><td></td><td></td></tr>
<tr><td colspan="4">Recommendation 3.4</td></tr>
<tr><td>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.</td><td>Compliant</td><td rowspan="2">The Board established the Board Risk Oversight Committee to assist the Board in the performance of its corporate governance responsibilities. Information regarding the committee including its functions are discussed in the Revised Manual on Corporate Governance which can be viewed through this link: https://www.vistaland.com.ph/corporategovernance/</td><td></td></tr>
<tr><td>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</td><td>Compliant</td><td></td></tr>
</table>

<table>
<tr><td>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</td><td>Non-Compliant</td><td>as well as the Company's Board Risk Oversight Committee Charter through this link: https://corporate.allday.com.ph/wp-content/uploads/Board-Risk-Oversight-Committe-Charter.pdf
The composition of the Board Risk Oversight Committee is as follows:
<table><tr><th>Name</th><th>Position</th></tr><tr><td>Jessie D. Cabaluna (Independent Director)</td><td>Chairman</td></tr><tr><td>Raul Juan N. Esteban (Independent Director)</td><td>Member</td></tr><tr><td>Frances Rosalie T. Coloma</td><td>Member</td></tr></table></td><td>While Ms. Cabaluna is also the chairman of Audit Committee, we believe that this does not affect her overall performance for both committees since Audit Committee and BROC have interrelated functions.</td></tr>
<tr><td>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</td><td>Compliant</td><td>The members of the BROC have relevant thorough knowledge and experience on risk and risk management.

Please refer to this link for information on the members of the Board Risk Committee: https://corporate.allday.com.ph/our-company/board-of-directors-executive-officers-and-management-team/</td><td></td></tr>
<tr><td colspan="4">Recommendation 3.5</td></tr>
<tr><td>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</td><td>Compliant</td><td rowspan="2">The Board established the Related Party Transactions Committee which is tasked with reviewing all material related party transactions of the Company. Information regarding the committee including its functions are discussed in the Related Party Transactions Committee Charter which can be viewed through this link:</td><td></td></tr>
<tr><td>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</td><td>Compliant</td><td></td></tr>
</table>

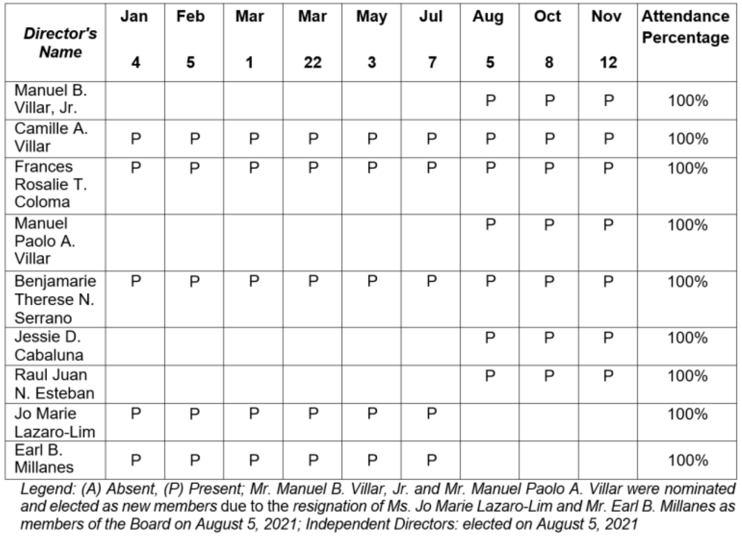
<table>
<tr><td></td><td></td><td>https://corporate.allday.com.ph/wp-content/uploads/Related-Party-Transaction-Board-Charter.pdf

The composition of the Related Party Transactions Committee is as follows:<table><tr><th>Name</th><th>Position</th></tr><tr><td>Raul Juan N. Esteban (Independent Director)</td><td>Chairman</td></tr><tr><td>Jessie D. Cabaluna (Independent Director)</td><td>Member</td></tr><tr><td>Benjamarie Therese N. Serrano</td><td>Member</td></tr></table></td><td></td></tr>
<tr><td colspan="4">Recommendation 3.6</td></tr>
<tr><td>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.</td><td>Compliant</td><td rowspan="2">Please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/</td><td></td></tr>
<tr><td>2. Committee Charters provide standards for evaluating the performance of the Committees.</td><td>Compliant</td><td></td></tr>
<tr><td>3. Committee Charters were fully disclosed on the company's website.</td><td>Compliant</td><td>Committee Charters were fully disclosed on the company's website. Please refer to this link https://corporate.allday.com.ph/corporate-governance/board-of-directors-and-senior-management/</td><td></td></tr>
</table>

Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation’s business.

Recommendation 4.1

<table>
<tr>
<td>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.</td>
<td>Compliant</td>
<td>Pending the Company’s Definitive Information Statement, please refer to the Company’s Preliminary Information Statement through this link: https://edge.pse.com.ph/openDiscViewer.do?edge_no=4bcecc3b612ea7343470cea4b051ca8f



<table>
<tr><th><i>Director's Name</i></th><th>Jan 4</th><th>Feb 5</th><th>Mar 1</th><th>Mar 22</th><th>May 3</th><th>Jul 7</th><th>Aug 5</th><th>Oct 8</th><th>Nov 12</th><th>Attendance Percentage</th></tr>
<tr><td>Manuel B. Villar, Jr.</td><td></td><td></td><td></td><td></td><td></td><td></td><td>P</td><td>P</td><td>P</td><td>100%</td></tr>
<tr><td>Camille A. Villar</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>100%</td></tr>
<tr><td>Frances Rosalie T. Coloma</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>100%</td></tr>
<tr><td>Manuel Paolo A. Villar</td><td></td><td></td><td></td><td></td><td></td><td></td><td>P</td><td>P</td><td>P</td><td>100%</td></tr>
<tr><td>Benjamarie Therese N. Serrano</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>100%</td></tr>
<tr><td>Jessie D. Cabaluna</td><td></td><td></td><td></td><td></td><td></td><td></td><td>P</td><td>P</td><td>P</td><td>100%</td></tr>
<tr><td>Raul Juan N. Esteban</td><td></td><td></td><td></td><td></td><td></td><td></td><td>P</td><td>P</td><td>P</td><td>100%</td></tr>
<tr><td>Jo Marie Lazaro-Lim</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td></td><td></td><td></td><td>100%</td></tr>
<tr><td>Earl B. Millanes</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td></td><td></td><td></td><td>100%</td></tr>
</table>

<i>Legend: (A) Absent, (P) Present; Mr. Manuel B. Villar, Jr. and Mr. Manuel Paolo A. Villar were nominated and elected as new members</i> due to the <i>resignation of Ms. Jo Marie Lazaro-Lim and Mr. Earl B. Millanes as members of the Board on August 5, 2021; Independent Directors: elected on August 5, 2021</i></td>
<td></td>
</tr>
<tr>
<td>2. The directors review meeting materials for all Board and Committee meetings.</td>
<td>Compliant</td>
<td>It is a practice observed by all the members of the Board of Directors and Committee Members of the Company to devote time and attention necessary to properly and effectively perform their duties and to familiarize themselves with the Company’s business. For this purpose, the Corporate Secretary of the Company ensures that all the materials for board and committee meetings are distributed to the directors or</td>
<td></td>
</tr>
</table>

		committee members, as applicable, at least five business days prior the scheduled meeting.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	Directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	Please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/ Pending its Definitive Information Statement, please also refer to the Company's Preliminary Information Statement the profile of the Non-Executive Directors which can be accessed through this link: https://edge.pse.com.ph/openDiscViewer.do?edge_no=4bcecc3b612ea7343470cea4b051ca8f	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	During the year, there were no new directorship from our existing directors that needs notification.	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	All executive directors of the Company serve only in boards of directors within the group.	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	All regular meetings of the Board are already scheduled before the start of the financial year.	
3. Board of directors meet at least six times during the year.	Compliant	The Board of Directors met 9 times during the year.	

4. Company requires as minimum quorum of at least 2/3 for board decisions.	Compliant	While it is not a legal requirement, historically, at least 2/3 of the directors are present in each of the Company's board meetings. Furthermore, while it is not a legal requirement, board decisions are usually either unanimous or have the concurrence of at least 2/3 of the Board.	
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Non-Compliant		The Company currently has two (2) independent directors, consistent with the Implementing Rules and Regulations of the Securities Regulation Code and the Company's By-Laws. The Company shall comply with the requirements under the Revised Code of Corporate Governance on independent directors as soon as practicable.
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Pending the Company's Definitive Information Statement, please refer to the Company's Preliminary Information Statement through this link: https://edge.pse.com.ph/openDiscViewer.do?edge_no=4bcecc3b612ea7343470cea4b051ca8f	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other	Compliant	Please refer to the Company's Manual on Corporate Governance through this link:	

arrangements that constrain the directors' ability to vote independently.		https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	All Independent Directors of the Company has served for a cumulative term of less than a year.	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	The company is in compliance with SEC Memorandum Circular No. 4.	
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.	Not Applicable	All Independent Directors are still within the term limits.	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Manuel B. Villar, Jr. - Chairman of the Board Frances Rosalie T. Coloma - Chief Executive Officer	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Please refer to the Company's Manual on Corporate Governance through this link https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Non-Compliant	The Chairman of the Board is not an independent director. The Company believes there is no need for a lead independent director as the Company has only two independent directors and all directors of the Company have equal rights and obligations as such in any event.	

Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	No such case occurred during the year.	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Compliant	The Audit Committee and the Corporate Governance Committee both headed by non-executive and independent directors regularly conduct meetings. The Audit Committee meets with the heads of internal audit meet before the presentation of the quarterly and annual financial statements. The Corporate Governance committee's meeting includes the Integrated Annual Corporate Governance Report. Jessie D. Cabaluna - Audit Committee Chairman Raul Juan N. Esteban - Corporate Governance Committee Chairman	
2. The meetings are chaired by the lead independent director.	Compliant		
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	No member of the board is a former CEO of the Company in the past year.	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Please refer to Governance Self-Rating System portion in the company's Manual on Corporate Governance through this link https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	
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.	Non-Compliant		The company will adopt the recommendation prior to the expiration of the three-year period.
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	Please refer to the Company's Manual on Corporate Governance for information on assessing the performance of the individual directors, and the feedback mechanism from the shareholders through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/ The Committee Charters provide the standards for evaluating the performance of the Committees https://corporate.allday.com.ph/corporate-governance/board-of-directors-and-senior-management/	
2. The system allows for a feedback mechanism from the shareholders.	Compliant		
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Please refer to the Code of Business Conduct & Ethics as disclosed through this link: https://corporate.allday.com.ph/corporate-governance/code-of-business-conduct-and-ethics/	

2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Please refer to the Code of Business Conduct & Ethics as disclosed through this link: https://corporate.allday.com.ph/corporate-governance/code-of-business-conduct-and-ethics/ Please refer to the Manual on Corporate Governance on the orientation program to disseminate the Code as disclosed through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	
3. The Code is disclosed and made available to the public through the company website.	Compliant	Please refer to the Code of Business Conduct & Ethics as disclosed through this link: https://corporate.allday.com.ph/corporate-governance/code-of-business-conduct-and-ethics/	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	Please refer to the Company Policies through this link: https://corporate.allday.com.ph/wp-content/uploads/AllDay-Company-Policies.pdf as well as to the Company's Sustainability Report included in its 2021 Annual Report (SEC Form 17-A) through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Please refer to the Code of Business Conduct & Ethics as disclosed through this link https://corporate.allday.com.ph/corporate-governance/code-of-business-conduct-and-ethics/	

2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	Please refer to the Company Policies through this link: https://corporate.allday.com.ph/wp-content/uploads/AllDay-Company-Policies.pdf Directors, Senior Management and Employees are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.	
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	As a policy, the Company endeavors that all disclosures of the Company are timely submitted to the PSE and SEC. Please refer to the Company's Manual of Corporate Governance for information on the reportorial or disclosure system of the company through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	
Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Compliant	AllDay Marts, Inc has been listed to the Philippine Stock Exchange on November 3, 2021. With this, FY2020, 1Q 2021, and 2Q 2021 and their respective comparative periods were filed in the prospectus and as listing requirements to regulatory agencies. Disclosures after listing (PSE and SEC):	Pursuant to the Securities and Exchange Commission ("SEC") Memorandum Circular No. 02, Series of 2022, the Company submitted its 2021 Annual Report (SEC Form 17-A), in compliance with PSE and SEC rules on submission of annual structured reports.

<table>
<tr><td></td><td></td><td><table><tr><th>Report</th><th>Period Ending</th><th>Date Published</th><th>No. of Days</th></tr><tr><td>3Q 2021</td><td>09/30/2021</td><td>11/16/2021</td><td>47</td></tr><tr><td>FY 2021</td><td>12/31/2021</td><td>04/21/ 2022</td><td>111</td></tr><tr><td>1Q 2022</td><td>03/31/2022</td><td>05/16/ 2022</td><td>46</td></tr></table>
Please note that the deadline for 3Q 2021 filing was November 16, 2021 instead of November 14, 2021 as the date fell on a weekend. In addition, the deadline for 1Q 2022 filing was May 16, 2022 instead of May 15, 2022 as the date fell on a weekend.</td><td></td></tr>
<tr><td>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</td><td>Compliant</td><td>Please refer to the Company's Annual Report through this link:
https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf</td><td></td></tr>
<tr><td colspan="4">Recommendation 8.2</td></tr>
<tr><td>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.</td><td>Compliant</td><td rowspan="2">Please refer to the Company's Manual on Corporate Governance through this link:
https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/

as well as to the Company's Policy on Insider Trading through this link.
https://corporate.allday.com.ph/wp-content/uploads/AllDay-Company-Policies.pdf</td><td></td></tr>
<tr><td>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.</td><td>Compliant</td><td></td></tr>
<tr><td colspan="4">Supplement to Recommendation 8.2</td></tr>
<tr><td>1. Company discloses the trading of the corporation's shares by directors, officers</td><td>Compliant</td><td>Please see SEC Form 23-A and 23-B. Please refer to the Company's Annual Report SEC Form 17-A</td><td></td></tr>
</table>

(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).		through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	

3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	We only disclose the aggregate compensation of the CEO and the Top 4 highest paid officers, as required to be disclosed under the Securities Regulation Code.
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	Please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/ Please refer to the Company's Material Related Transactions Policy through this link: https://corporate.allday.com.ph/wp-content/uploads/AllDay-Company-Policies.pdf	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A specifically on the Notes to Financial Statements through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	No such transaction and conflict of interests exists during the year.	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A specifically on the Notes to Financial Statements on Related Party Transactions through this link:	

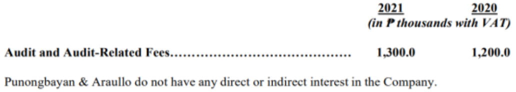
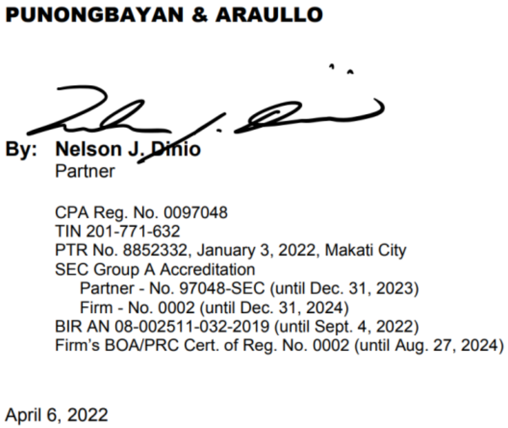
		https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf You may also refer to the Company's Policy on Material Related Party Transactions through this link: https://corporate.allday.com.ph/wp-content/uploads/AllDay-Company-Policies.pdf	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	Please see disclosures in the following link: https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=686 https://corporate.allday.com.ph/company-disclosures/	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	There are no material disposition of capital assets during the year that will require independent appraisal.	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	Pending the Company's Definitive Information Statement SEC Form 20-IS , please refer to the Company's Preliminary Information Statement through this link: https://edge.pse.com.ph/openDiscViewer.do?edge_no=4bcecc3b612ea7343470cea4b051ca8f	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	

2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Not Applicable	There were no changes on the corporate governance practices from previously submitted MCG.	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		Please refer to the Company's Annual Report SEC Form 17-A through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		
f. Attendance details of each director in all directors meetings held during the year			
g. Total remuneration of each member of the board of directors			

2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.			
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.			
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.			
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Please refer to the Audit Committee Charter through this link: https://corporate.allday.com.ph/wp-content/uploads/Committee-Charter.pdf	

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	During the 2021 Annual Stockholders Meeting, 100% of the outstanding capital stocks ratified the appointment of the external auditor.	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	The Company has not removed nor changed any external auditors in 2021.	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	The Company's lead audit partner from year 2020 up to present is Mr. Nelson J. Dinio. For more info on the policy, please refer to the Audit Committee Charter through this link: https://corporate.allday.com.ph/wp-content/uploads/Committee-Charter.pdf	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant	Compliant	The Company's lead audit partner from year 2020 up to present is Mr. Nelson J. Dinio. For more info on the policy, please refer to the Audit Committee Charter through this link: https://corporate.allday.com.ph/wp-content/uploads/Committee-Charter.pdf	

Philippine professional and regulatory requirements.			
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	Please refer to the Audit Committee Charter through this link: https://corporate.allday.com.ph/wp-content/uploads/Committee-Charter.pdf	
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	Please refer to the Audit Committee Charter through this link: https://corporate.allday.com.ph/wp-content/uploads/Committee-Charter.pdf	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Please refer to the Audit Committee Charter through this link: https://corporate.allday.com.ph/wp-content/uploads/Committee-Charter.pdf	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	Please refer to the Audit Committee Charter through this link: https://corporate.allday.com.ph/wp-content/uploads/Committee-Charter.pdf	

Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link: https://edge.pse.com.ph/openDiscViewer.do?edge_no=54233b0c429270273470cea4b051ca8f  2021 2020 *(in ₱ thousands with VAT)* Audit and Audit-Related Fees.. 1,300.0 1,200.0 Punongbayan & Araullo do not have any direct or indirect interest in the Company.	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	 **PUNONGBAYAN & ARAULLO** By: **Nelson J. Dinio** Partner CPA Reg. No. 0097048 TIN 201-771-632 PTR No. 8852332, January 3, 2022, Makati City SEC Group A Accreditation Partner - No. 97048-SEC (until Dec. 31, 2023) Firm - No. 0002 (until Dec. 31, 2024) BIR AN 08-002511-032-2019 (until Sept. 4, 2022) Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024) April 6, 2022	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	1. Date it was subjected to SOAR inspection, if subjected ***September 3-14, 2018*** 2. Name of the Audit firm ***Punongbayan & Araullo*** 3. Members of the engagement team inspected by the SEC	

		The names of the members of the engagement team were provided to the SEC during the SOAR inspection.	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	The 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. Such were discussed in the Company's Sustainability Report that was included in its 2021 Annual Report (SEC Form 17-A). Please refer through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Please refer to the Company's Sustainability Report included in its 2021 Annual Report (SEC Form 17-A) through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate	Compliant	The Company uses the following channels: Website, Analyst's briefing, Press briefing, Quarterly reporting, and Current reporting. In light of the current situation	

dissemination of public, material and relevant information to its shareholders and other investors.		due to COVID-19, Press and Analysts' Briefings during the year were conducted through remote communications. Pertinent materials were posted on the Company's website. https://corporate.allday.com.ph/	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:		AllDay website: https://www.allday.com.ph/	
a. Financial statements/reports (latest quarterly)	Compliant		
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		
d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	AllDay website: https://www.allday.com.ph/	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			

Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	The Company has a dedicated Internal Audit Department that reports to the Audit Committee. The committee reviews the annual internal audit plan to ensure its conformity with the objectives of the Corporation. https://corporate.allday.com.ph/wp-content/uploads/Committee-Charter.pdf	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	Please refer to the Company's Risk Management Policy through this link: https://corporate.allday.com.ph/wp-content/uploads/4.4-AllDay-Enterprise-Risk-Management-Policy.pdf The Board Risk Oversight Committee shall review and evaluate regularly the Enterprise Risk Management framework to ensure its continued relevance, comprehensiveness and effectiveness. Please refer to the Board Risk Oversight Committee Charter through this link https://corporate.allday.com.ph/wp-content/uploads/Board-Risk-Oversight-Committe-Charter.pdf	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	Please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/ The manual shall be subject to quarterly review unless the same frequency is amended by the Board.	

Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	The Company has a dedicated Information Technology Department.	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	The internal audit function is in-house.	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	The company's Chief Audit Executive is Mr. Joselito Rivamonte.	
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	CAE oversees and is responsible for the internal audit activity of the organization. Internal audit activities are not outsourced. Please refer to the Audit Committee Charter through this link: https://corporate.allday.com.ph/wp-content/uploads/Committee-Charter.pdf	
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	The Internal Audit Function is in-house.	

Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Please refer to the Risk Management System through this link: https://corporate.allday.com.ph/corporate-governance/%ef%82%b7-enterprise-risk-management/ https://corporate.allday.com.ph/wp-content/uploads/4.4-AllDay-Enterprise-Risk-Management-Policy.pdf	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Not Applicable	The Company is using internal expertise and has not used external technical support during the year.	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Non-Compliant		This year, AllDay will select a Chief Risk Officer with the approval of the Board and consistent with the required qualifications.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Non-Compliant		
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Non-Compliant		The Company regularly conducts reviews on the soundness of the Company's internal audit control and compliance system. However, no written attestation was made for FY 2021.

			For FY2022, the Company's CEO and the Internal Audit Executive will attest in writing that a sound internal audit, control and compliance system is in place and is working effectively.
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	The shareholder's rights are disclosed in the Company's Manual on Corporate Governance which can be accessed through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	AllDay website https://corporate.allday.com.ph/	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	The Company's common share has one vote for one share.	Pending its Definitive Information Statement for the 2022 Annual Meeting of Stockholders, please refer to the Company's Preliminary Information Statement through this link: https://edge.pse.com.ph/openDiscViewer.do?edge_no=4bcecc3b612ea7343470cea4b051ca8f
2. Board ensures that all shareholders of the same class are treated equally with	Compliant	Please refer to the Company's Manual on Corporate Governance which can be accessed through this link:	Pending its Definitive Information Statement for the 2022 Annual Meeting of

respect to voting rights, subscription rights and transfer rights.		https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	Stockholders, please refer to the Company's Preliminary Information Statement through this link: https://edge.pse.com.ph/openDiscViewer.do?edge_no=4bcecc3b612ea7343470cea4b051ca8f
3. Board has an effective, secure, and efficient voting system.	Compliant	Prior to the Company's initial public offering, voting system used is by show of hands.	For the Company's 2022 Stockholders' Meeting, the voting system to be used is presented in the Company's Information Statement. Pending its Definitive Information Statement for the 2022 Annual Meeting of Stockholders, please refer to the Company's Preliminary Information Statement through this link: https://edge.pse.com.ph/openDiscViewer.do?edge_no=4bcecc3b612ea7343470cea4b051ca8f
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	Whenever applicable, the Company faithfully observes the PSE and SEC rules on securing majority of minority approvals for relevant matters.	
5. Board allows shareholders to call a special shareholders' meeting and submit a	Compliant	The Company's By-Laws provide that a stockholders' meeting may be called upon written request of	

proposal for consideration or agenda item at the AGM or special meeting.		stockholders representing majority of the outstanding capital stock.	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	Please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	
7. Company has a transparent and specific dividend policy.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A specifically on Dividends Section through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf  **Dividends** On December 4, 2020, the Company's Board of Directors approved the declaration of cash dividends amounting to P6.3 million and payable to stockholders of record as of December 22, 2020. The cash dividends were paid on January 15, 2021. There was no dividend declaration in 2021 and 2019. as well as the Company's Prospectus for information on the Company's Dividend Policy through this link https://corporate.allday.com.ph/wp-content/uploads/AllDay-Final-Prospectus-2021-10-12.pdf	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.			
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant	Compliant	The company has not yet held an annual stockholders' meeting since being publicly listed.	Notice for the July 4, 2022 Annual Stockholder's meeting

information at least 28 days before the meeting.			were uploaded on the website and the PSE on May 17, 2022 or 48 days before the meeting.
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	The company has not yet held an annual stockholders' meeting since being publicly listed.	Pending its Definitive Information Statement for the 2022 Annual Meeting of Stockholders, please refer to the Company's Preliminary Information Statement through this link: https://edge.pse.com.ph/openDiscViewer.do?edge_no=4bcecc3b612ea7343470cea4b051ca8f
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant		
b. Auditors seeking appointment/re-appointment	Compliant		
c. Proxy documents	Compliant		
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	The company has not yet held an annual stockholders' meeting since being publicly listed.	The Company became a publicly-listed company on November 3, 2021 and it already held its 2021 Stockholders' Meeting prior to that date. For the Company's 2022 Stockholders' Meeting, the rationale for the agenda items is presented in the Company's Information Statement. Pending its Definitive Information Statement for the 2022 Annual Meeting of

			Stockholders, please refer to the Company's Preliminary Information Statement through this link: https://edge.pse.com.ph/openDiscViewer.do?edge_no=4bcecc3b612ea7343470cea4b051ca8f
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	The company has not yet held an annual stockholders' meeting since being publicly listed.	For the Company's 2022 Stockholders' Meeting, the Board will ensure that the votes taken and minutes of the Stockholders' Meeting will be disclosed within the prescribed period.
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		
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	The company has not yet held an annual stockholders' meeting since being publicly listed.	For the Company's 2022 Stockholders' Meeting, the Board will ensure that relevant individuals based on the Meeting's Agenda will be present.
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	Please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	

2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	Please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	Contact details of the Investor Relations Head, such as: 1. **Name:** Emerito Purisima Jr. 2. **Telephone number:** (+632) 8830-1900 or (+632) 8830-1901 3. **E-mail address:** ir@allday.ph	
2. IRO is present at every shareholder's meeting.	Not Applicable	The company has not yet held an annual stockholders' meeting since being publicly listed.	The Company became a publicly listed company on November 3, 2021. The IRO was appointed after the FY2021 Stockholders' Meeting. Hence, there was no IRO present at the shareholders' meeting for FY2021.
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	The Board of Directors are nominated and elected in accordance with the procedures set forth by the Corporate Governance Committee. The directors are elected annually and only serve a term of one year or until their successors have been elected and qualified.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	As of December 31, 2021, Company's public float is at 33%.	

Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	The Company has a dedicated Investor Relations Group that engages with shareholders of the Company.	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	The Company became a publicly-listed company on November 3, 2021 and it already held its 2021 Stockholders' Meeting prior to that date. For FY 2020, voting system used is by show of hands. For FY 2021, voting shall only be allowed for stockholders registered in the Company's Electronic Voting in Absentia System provided in the Company's website for the Annual Meeting of Stockholders or through the Chairman of the meeting as proxy. Pending its Definitive Information Statement for the 2022 Annual Meeting of Stockholders, please refer to the Company's Preliminary Information Statement through this link: https://edge.pse.com.ph/openDiscViewer.do?edge_no=4bcecc3b612ea7343470cea4b051ca8f	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	

		Please refer to the Company's Annual Report through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	The Company has stakeholder engagement touch-points such as the Investor Relations Office, Office of the Corporate Secretary, Customer Relations Office, and Corporate Communications Group. The stakeholder can raise their concerns and/or complaints for possible violation of their rights to: **Mr. Emerito Purisima Jr.** (+632) 8830-1900 or (+632) 8830-1901 ir@allday.ph	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	As a policy, the Company endeavors that any dispute with key stakeholders is settled amicably.	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a	Compliant	The Company did not request for any exemption in 2021.	

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.			
2. Company respects intellectual property rights.	Compliant	Please refer to the discussion on Intellectual Property included in our Annual Report which can be viewed through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	Please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/ as well as to the Company's Sustainability Report included in its 2021 Annual Report (SEC Form 17-A) through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	Please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/ as well as to the Company's Sustainability Report included in its 2021 Annual Report (SEC Form 17-A) through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	

Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	Please refer to the Company Policies through this link: https://corporate.allday.com.ph/wp-content/uploads/AllDay-Company-Policies.pdf as well as to the Company's Sustainability Report included in its 2021 Annual Report (SEC Form 17-A) through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	Please refer to the Company's Sustainability Report included in its 2021 Annual Report (SEC Form 17-A) through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	Please refer to the Company Policies through this link: https://corporate.allday.com.ph/wp-content/uploads/AllDay-Company-Policies.pdf as well as to the Company's Sustainability Report included in its 2021 Annual Report (SEC Form 17-A) through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	

3. Company has policies and practices on training and development of its employees.	Compliant	Please refer to the Company's Sustainability Report included in its 2021 Annual Report (SEC Form 17-A) through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	Please refer to the Company's Manual on Corporate Governance through this link: https://corporate.allday.com.ph/corporate-governance/manual-of-corporate-governance/ as well as the Company's Code of Business Conduct and Ethics through this link: https://corporate.allday.com.ph/wp-content/uploads/AllDay-Code-of-Business-Conduct.pdf	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Please refer to the Company Policies through this link: https://corporate.allday.com.ph/wp-content/uploads/AllDay-Company-Policies.pdf as well as to the Company's Sustainability Report included in its 2021 Annual Report (SEC Form 17-A) through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	Please refer to the Company Policies through this link: https://corporate.allday.com.ph/wp-content/uploads/AllDay-Company-Policies.pdf	

Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	Please refer to the Company Policies through this link: https://corporate.allday.com.ph/wp-content/uploads/AllDay-Company-Policies.pdf The Company established an open-door policy that allows the employee to talk with his/ her immediate supervisor or to a higher level of management without fear of retaliation.	
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. 3.	Compliant	Please refer to the Company Policies through this link: https://corporate.allday.com.ph/wp-content/uploads/AllDay-Company-Policies.pdf	
4. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Please refer to the Company Policies through this link: https://corporate.allday.com.ph/wp-content/uploads/AllDay-Company-Policies.pdf	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	Please refer to the Company's Sustainability Report included in its 2021 Annual Report (SEC Form 17-A) through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	

Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	Please refer to the Company's Sustainability Report included in its 2021 Annual Report (SEC Form 17-A) through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	Please refer to the Company's Sustainability Report included in its 2021 Annual Report (SEC Form 17-A) through this link: https://corporate.allday.com.ph/wp-content/uploads/ALLDY-SEC-17-A-FY2021-with-Annex-A.pdf	

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in MANDALUYONG CITY on MAY 2 7 2022.

By:

MANUEL B. VILLAR, JR.
Chairman of the Board

FRANCES ROSALIE T. COLOMA
President

JESSIE D. CABALUNA
Independent Director

RAUL JUAN N. ESTEBAN
Independent Director

ARBIN OMAR P. CARIÑO
Corporate Secretary

MARIA CRISTINA O. BARAO
Treasurer, Chief Financial Officer and Compliance Officer

SUBSCRIBED AND SWORN, to before me, this MAY 2 7 2022 at MANDALUYONG CITY, affiants exhibiting to me their respective valid identification documents, to wit:

Name	Valid ID	Date and Place of Issue
Manuel B. Villar	Passport No. P2529752B	07.12.2019 – DFA Manila
Frances Rosalie T. Coloma	Driver's License No. N02-92-201402	09.28.2019 – LTO
Jessie D. Cabaluna	Passport No. P3937505B	11.22.2019 – DFA Bacolod
Raul Juan N. Esteban	Passport No. P7115660B	07.06.2021 – DFA Manila
Arbin Omar P. Cariño	Driver's License No. C07-98-165603	03.28.2019 – LTO
Maria Cristina O. Barao	Passport No. P6941287B	06.07.2021 – DFA NCR East

who has satisfactorily proven to me their identities through their valid identification cards, and that they are the same persons who personally signed before me the foregoing and acknowledges that they executed the same.

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Book No. VII;
Series of 2022.

ATTY. FERDINAND B. SABILLO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2022
ROLL No. 53511
IBP Lifetime Member No. 018538
PTR No. 4871166 / 05 Jan. 2022 / Mandaluyong City
MCLE Compliance No. VI-0026080 issued dated 23 May 2019
Notarial Commission Appointment No. 0314-21
Vista Corporate Center, Upper Ground Floor,
Worldwide Corporate Center, Shaw Blvd., Mandaluyong City