



SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT



1. For the fiscal year ended **2018**
2. SEC Identification Number **4409** 3. BIR Tax Identification No. **000-313-401-000**
4. Exact name of issuer as specified in its charter **2GO GROUP, INC.**
5. **PHILIPPINES**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **8TH Floor, Tower 1, DoubleDragon Plaza**
Macapagal Blvd. corner EDSA Extension, Pasay City **1302**
Address of principal office Postal Code
8. **(632) 528-7171**
Issuer's telephone number, including area code
9.
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	Per the Company's Manual on Corporate Governance, the Board shall be composed of at least five (5), but not more than fifteen (15) members who are elected by the stockholders. The Board must have at least three (3) independent directors or such number of independent directors that constitutes one-third (1/3) of its members, whichever is higher, but in no case less than three (3). The Board shall strive for board diversity and shall be composed of directors with a collective working knowledge, experience or expertise that is relevant or useful to the Company's industry/sector. In addition to the qualifications for members in the Board provided for in the Corporation Code, Securities Regulation Code and other relevant laws, the Company ensures that its Board members are qualified for their positions individually and collectively and meet all the qualifications and none of the disqualifications enumerated in the Company's Manual on Corporate Governance.	
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		
		Links/references are as follows:	

		<ul style="list-style-type: none"> • 2018 2GO Annual Report – Board of Directors, pgs. 26 – 29 & Board Structure, pg. 17 – https://www.2go.com.ph/IR/financials.asp • Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp • Manual on Corporate Governance – 1.1 Composition of the Board – https://www.2go.com.ph/IR/governance.asp • 2GO Group Website – Board of Directors https://www.2go.com.ph/IR/board-of-directors.asp 	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	COMPLIANT	<p>The Company's Board is composed of nine (9) directors, majority of whom are non-executive directors.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • 2018 2GO Annual Report – Board of Directors, pgs. 26 – 29 & Board Structure, pg. 17 – https://www.2go.com.ph/IR/financials.asp 	

		<ul style="list-style-type: none"> 2GO Group Website – Board of Directors https://www.2go.com.ph/IR/board-of-directors.asp Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp 	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	COMPLIANT	<p>The Company's Manual on Corporate Governance provides for a policy on the training of directors.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 9 – 1.5.9 & 1.5.10 – https://www.2go.com.ph/IR/governance.asp 	
2. Company has an orientation program for first time directors.	COMPLIANT	In accordance with the Company's Manual on Corporate Governance, a director shall, before assuming office, be required to attend a training seminar on corporate governance, which shall be conducted in-house or by a duly recognized private or government institute.	
3. Company has relevant annual continuing training for all directors.	COMPLIANT	Further to this, directors are required to attend annual training/continuing education programs recommended by the Company's Corporate Governance Committee.	

		<p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 9 – 1.5.9 & 1.5.10 – https://www.2go.com.ph/IR/governance.asp Corporate Governance Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
Recommendation 1.4			
1. Board has a policy on board diversity.	COMPLIANT	<p>The Company's Manual on Corporate Governance provides that the Board shall strive for board diversity and shall be composed of directors with a collective working knowledge, experience or expertise that is relevant or useful to the Company's industry/sector. Further to this, the Company has adopted a standalone Board Diversity Policy and Board Matrix.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Diversity Policy and Board Matrix – https://www.2go.com.ph/IR/governance.asp Manual on Corporate Governance – 1.1 Composition of the Board – https://www.2go.com.ph/IR/governance.asp 	

Optional: Recommendation 1.4			
<p>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</p>	COMPLIANT	<p>The Company's Board Diversity Policy and Board Matrix provides that the Company adheres to a process of selection to ensure an appropriate mix of competent directors and officers. The Company values, promotes and observes a policy on diversity in the composition of its Board of Directors. Provided that all other qualifications are met, the Company commits to have a diverse collection of directors, in terms of age, ethnicity, culture, skill, competence, knowledge, gender, among other qualifications.</p> <p>In line with the said policy, Mr. Jesus G. Dureza was elected to 2GO's Board during its Annual Stockholders' Meeting held on April 11, 2019. Mr. Dureza adds his knowledge of the Southern Region and logistics from his time in public service to the Board. Likewise, Mr. Chryss Alfonsus V. Damuy was elected to the Board in the previous year. Mr. Damuy is considered an expert in shipping and transportation management.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Diversity Policy and Board Matrix – https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report – Board of Directors, pgs. 26 – 29 & Board 	

		Structure, pg. 17 – https://www.2go.com.ph/IR/financials.asp	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	COMPLIANT	<p>The Company's Corporate Secretary, Atty. Mia M. Ormita, is not a member of the Board of Directors and is not the Company's Compliance Officer. The Corporate Secretary assists the Board in its duties and must possess administrative, interpersonal and legal skills. The Corporate Secretary's duties and responsibilities are provided for in the Manual on Corporate Governance.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 17 – 3.1 Corporate Secretary – https://www.2go.com.ph/IR/governance.asp Results of the Organizational Meeting of the Board of Directors https://www.2go.com.ph/IR/governance.asp Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp 	
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT		
3. Corporate Secretary is not a member of the Board of Directors.	COMPLIANT		
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	On August 8, 2018, the Corporate Secretary, Atty. Mia M. Ormita attended a half-day	

		<p>Annual Corporate Governance Training Program held at the Conrad Manila, Mall of Asia Complex, Pasay City. The training was conducted by the Institute of Corporate Directors, a SEC accredited training provider.</p> <ul style="list-style-type: none"> 2018 Continuing Education of Directors and Key Officers – https://www.2go.com.ph/IR/governance.asp 	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	COMPLIANT	<p>In accordance with the Manual on Corporate Governance, the Corporate Secretary ensures that regular meetings are scheduled in the prior year and that the agendas, notices and materials are provided to the Board at least a week or five (5) days in advance of the actual meetings.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> 2018 2GO Annual Report – Corporate Governance – Board Performance, pg. 19 – https://www.2go.com.ph/IR/financials.asp Manual on Corporate Governance, pg. 17 – 3.1 Corporate Secretary – https://www.2go.com.ph/IR/governance.asp 	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	COMPLIANT		

2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT	The Company's Corporate Governance and Compliance Officer, Mr. Reginald H. Tiu, holds the rank of Senior Vice President, and is not a member of the Board.	
3. Compliance Officer is not a member of the board.	COMPLIANT	<p>Links/references are as follows:</p> <ul style="list-style-type: none"> 2018 2GO Annual Report – Corporate Governance, pg. 25 – https://www.2go.com.ph/IR/financials.asp Manual on Corporate Governance, pg. 17 – 3.2 Compliance Officer – https://www.2go.com.ph/IR/governance.asp 	
4. Compliance Officer attends training/s on corporate governance.	COMPLIANT	<p>On October 11, 2018, the Company's Corporate Governance and Compliance Officer, Mr. Reginald H. Tiu, attended the 6th Annual Forum on Governance, Ethics and Compliance of the Good Governance Advocates and Practitioners of the Philippines (GGAPP), held at the Conrad Manila.</p> <ul style="list-style-type: none"> 2018 Continuing Education of Directors and Key Officers – https://www.2go.com.ph/IR/governance.asp 	

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	<p>In accordance with the Company's Manual on Corporate Governance, the Board of Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company, its shareholders and other stakeholders.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pgs. 8-11, 1.5 Responsibilities, Duties and Functions of the Board & 1.6 Specific Duties and Responsibilities of Directors– https://www.2go.com.ph/IR/governance.asp 	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	Per the Company's Manual on Corporate Governance, a specific duty and function of the Board is to oversee the development of and approve the Company's business objectives and strategy, and monitor Management's implementation of such.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	COMPLIANT	<p>Furthermore, the Board determines the Company's purpose, vision, mission and strategies to carry out its objectives and reviews it annually, or sooner should the need arise.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 9, 1.5.3 & 1.5.4 under 	

		Responsibilities, Duties and Functions of the Board – https://www.2go.com.ph/IR/governance.asp	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	COMPLIANT	<p>Vision: <i>To be the best and biggest company in the transport and supply chain industry providing memorable travel experiences, moving products and catalyzing business growth in domestic and international markets.</i></p> <p>Mission: <i>Our business is to create memorable, fun filled and safe travel for passengers and provide total supply chain solutions and excellent services to clients building on our 180 years of existence.</i></p> <p><i>We delight our customers with innovative and technology driven services while customizing to their needs and ensuring seamless operations.</i></p> <p><i>We connect the Philippines 7,100 islands to Asia and the world, catalyzing business growth, promoting tourism and partnering in nation building.</i></p> <p><i>We offer employees a rewarding working environment while delivering value to our shareholders.</i></p> <p><i>To ensure the high standard of best practice for the Company, its shareholders and other stakeholders, the Board determines its</i></p>	

		<p>purpose, vision, mission and strategies to carry out its objectives and review it annually, or sooner should the need arise.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pg. 9, 1.5.3 & 1.5.4 under Responsibilities, Duties and Functions of the Board – https://www.2go.com.ph/IR/governance.asp • 2GO Group Website – Vision & Mission- https://www.2go.com.ph/GROUP/About/vision-mission.asp 	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	COMPLIANT	<p>Per the Company's Manual on Corporate Governance, a specific duty and function of the Board is to oversee the development of and approve the Company's business objectives and strategy, and monitor Management's implementation of such.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pg. 9, 1.5.3 & 1.5.4 under Responsibilities, Duties and Functions of the Board – https://www.2go.com.ph/IR/governance.asp 	
Recommendation 2.3			

<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>COMPLIANT</p>	<p>Mr. Dennis A. Uy is the Company's Chairman of the Board. His credentials are available to the public via the website, annual report and other disclosures.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pgs. 4-5 – 1.2 The Chairman and the CEO – https://www.2go.com.ph/IR/governance.asp • Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp • 2018 2GO Annual Report, pg. 28 – https://www.2go.com.ph/IR/financials.asp 	
<p>Recommendation 2.4</p>			
<p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p>	<p>COMPLIANT</p>	<p>In accordance with the Company's Manual on Corporate Governance, the Board takes a direct interest in leadership succession and ensures that an effective succession planning program for directors, key officers and management is in place.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pgs. 8 -9, 1.5.2 under Responsibilities, Duties and Functions of the Board – 	

		https://www.2go.com.ph/IR/governance.asp	
2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT	<p>The Company adheres to the highest standards of corporate governance and observes all relevant laws, rules and regulation on the retirement of its personnel. Per the Company's Manual on Corporate Governance, members of the Board shall retire upon reaching the age of eighty (80) years. For key officers, the Company's follows the Human Resources retirement age of sixty-five (65) years of age.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pgs. 8 -9, 1.5.2 under Responsibilities, Duties and Functions of the Board – https://www.2go.com.ph/IR/governance.asp 	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT	<p>Per the Company's Manual on Corporate Governance, a specific duty and function of the Board is to oversee the development of and approve the Company's business objectives and strategy, and monitor Management's implementation of such.</p> <p>The Board, through the Corporate Governance Committee (which absorbed the functions of the Compensation and Remuneration Committee on April 11, 2019) established a formal and transparent</p>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	COMPLIANT		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT		

		<p>procedure for the development of policies on executive remuneration and fixes the remuneration packages of officers and directors; providing oversight over remuneration of Management, which ensures that compensation is consistent with the Company's culture, strategy and control environment.</p> <p>Furthermore, the Corporate Governance Committee disallows any director to decide his/her own remuneration.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pgs. 10 -11 – 1.6 Specific Duties and Responsibilities of Directors & pgs. 13-14 – 2.1 Corporate Governance Committee – https://www.2go.com.ph/IR/governance.asp • The Corporate Governance Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	COMPLIANT	The Board, through the Corporate Governance Committee (which absorbed the functions of the Compensation and Remuneration Committee on April 11, 2019) established a formal and transparent procedure for the development of policies on	

		<p>executive remuneration and fixes the remuneration packages of officers and directors; providing oversight over remuneration of Management, which ensures that compensation is consistent with the Company's culture, strategy and control environment.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pgs. 13 -14 – 2.1 Corporate Governance Committee – https://www.2go.com.ph/IR/governance.asp • The Corporate Governance Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
<p>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.</p>	<p>NON-COMPLIANT</p>		<p>The Company aligns employee performance with remuneration via merit-based remuneration increases and career advancement opportunities based on annual performance appraisals. However, the Company has yet to adopt claw back provisions or deferred bonuses. Moving forward, the Company commits to study the said provisions for possible adoption.</p>

			<p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pgs. 13 -14 – 2.1 Corporate Governance Committee – https://www.2go.com.ph/IR/governance.asp The Corporate Governance Committee Charter – https://www.2go.com.ph/IR/governance.asp
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	In accordance with the Company's By-Laws, nominations to the Board shall be submitted (in writing) to the Corporate Governance Committee, Board, or Corporate Secretary at least thirty (30) days before the Annual Stockholders' Meeting. This is to ensure that the Corporate Governance Committee has ample time to review and ensure that candidates to the Board meet all the qualifications and none of the disqualifications to be a director. The Corporate Governance Committee shortlists the final candidates to the Board from the pool of candidates nominated by shareholders. Based on the final list of candidates, directors are elected by shareholders individually.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	COMPLIANT		
4. Board nomination and election policy includes how the board shortlists candidates.	COMPLIANT		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in	COMPLIANT		

the nomination, election or replacement of a director.		The nomination and election process is disclosed in the Manual on Corporate Governance. Voting procedures and rights, and pertinent data on directors are included in the information statement released to shareholders before the start of the nomination period. The entire process of nomination, shortlisting, and subsequent election of directors, enables the Company to properly identify the quality of directors that are aligned with the strategic direction of the Company.	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT	<p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pg. 12 – 1.8 Nomination and Election of the Board of Directors & pg. 11 – 1.7 Selection of the Board of Directors and Officers (g.) – https://www.2go.com.ph/IR/governance.asp • Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp • By-Laws - https://www.2go.com.ph/IR/governance.asp • Diversity Policy and Board Matrix – https://www.2go.com.ph/IR/governance.asp 	

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.	COMPLIANT	<p>In accordance with the Corporate Governance Committee Charter, the Company uses professional search firms or other external sources of candidates when searching for candidates to its Board.</p> <p>In practice, the Company requested for lists of candidates to the Board from the Institute of Corporate Directors and the Good Governance Advocates and Practitioners of the Philippines prior to the opening of its last nomination period.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 12 – 1.8.2 under Nomination and Election of the Board of Directors – https://www.2go.com.ph/IR/governance.asp The Corporate Governance Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
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 Board formulates and implements group-wide policies to ensure the integrity of related party transactions, particularly those which pass certain thresholds of materiality, between and among the Company and its	

2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT	related companies, business associates, major shareholders, officers, directors and their spouses, children, dependent siblings and parents, and of interlocking director relationships.	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	COMPLIANT	<p>The Board, through the Related Party Transactions Committee, reviews and approves all material RPTS and ensures that all said transactions are done at market's price and at arms' length.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Related Party Transactions Policy - https://www.2go.com.ph/IR/policies.asp • The Related Party Transactions Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for	COMPLIANT	<p>The Board, through the Related Party Transactions Committee, clearly defines the thresholds for disclosure and approval of RPTs and categorizes such transactions according to their qualifying details. The aggregate amount of RPTs within any twelve-month period is considered for purposes of applying the thresholds for disclosure and approval.</p> <p>Links/references are as follows:</p>	

purposes of applying the thresholds for disclosure and approval.		<ul style="list-style-type: none"> Related Party Transactions Policy - https://www.2go.com.ph/IR/policies.asp The Related Party Transactions Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	NON-COMPLIANT		<p>The Board, through the Related Party Transactions Committee, clearly defines the thresholds for disclosure and approval of RPTs and categorizes such transactions according to their qualifying details. The aggregate amount of RPTs within any twelve-month period is considered for purposes of applying the thresholds for disclosure and approval. A voting system whereby a majority of non-related party shareholders will approve specific types of related party transactions during shareholders' meetings is being studied and will be proposed to the Related Party Transactions Committee, and subsequently to the Board for their approval.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Related Party Transactions Policy -

			https://www.2go.com.ph/IR/policies.asp <ul style="list-style-type: none"> The Related Party Transactions Committee Charter – https://www.2go.com.ph/IR/governance.asp
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	<p>In accordance with Company's By-Laws and Manual on Corporate Governance, executive officers are appointed/elected by affirmative vote of a majority of all the member of the Board of Directors.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 11 – 1.7 Selection of the Board of Directors and Officers & pg. 8 – 1.5 Responsibilities, Duties and Functions of the Board – https://www.2go.com.ph/IR/governance.asp By-Laws - https://www.2go.com.ph/IR/governance.asp 	
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	COMPLIANT	The Company's Board conducts an annual assessment of CEO/President, representing Management. The evaluation is done through the Corporate Governance	

<p>Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>		<p>Committee. The evaluation criteria are based on the duties and responsibilities of the respective officers as provided for by the Company's By-Laws and Manual on Corporate Governance. In the same way, the Chief Audit Executive is assessed by the Board through the Audit Committee.</p> <p>Further to this, Board members assess the performance of the respective members of Management annually. The assessments include achievement of long-term and short-term goals and administrative duties and responsibilities. Said assessments are directly linked to remuneration increases and career advancement opportunities.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pg. 8 – 1.5 Responsibilities, Duties and Functions of the Board – https://www.2go.com.ph/IR/governance.asp • The Audit Committee Charter – https://www.2go.com.ph/IR/governance.asp • The Corporate Governance Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
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	The Board, through the Corporate Governance Committee provides a formal and transparent procedure on executive remuneration packages of officers and provides oversight over remuneration of Management and other key personnel, ensuring that compensation is consistent with the Company's culture, strategy and control environment.	
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	<p>Further to this, Board members assess the performance of the respective members of Management annually. The assessments include achievement of long-term and short-term goals and administrative duties and responsibilities. Said assessments are directly linked to remuneration increases and career advancement opportunities.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pg. 8 – 1.5 Responsibilities, Duties and Functions of the Board – https://www.2go.com.ph/IR/governance.asp • The Corporate Governance Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	The Manual on Corporate Governance defines "internal control" as a process	

		designed and effected by the Board, Management, and all levels of personnel to provide reasonable assurance on the achievement of the Company's objectives through efficient and effective operations; reliable, complete and timely financial and management information and compliance with applicable laws, regulations and the organization's policies and procedures.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT	<p>The Audit Committee is tasked to enhance the Board's oversight capability over the Company's internal control system.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • The Audit Committee Charter – https://www.2go.com.ph/IR/governance.asp • Manual on Corporate Governance, pg. 8 – 1.5 Responsibilities, Duties and Functions of the Board – https://www.2go.com.ph/IR/governance.asp • Conflict of Interest Policy - https://www.2go.com.ph/IR/policies.asp 	
3. Board approves the Internal Audit Charter.	COMPLIANT	The Board, through the Audit Committee, reviews with Management and the Chief Audit Executive, the Internal Audit Charter, plans, activities, staffing and organization structure of the internal audit function.	

		<p>Links/references are as follows:</p> <ul style="list-style-type: none"> The Audit Committee Charter – https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report – Report of the Audit Committee pgs. 36 - 39– https://www.2go.com.ph/IR/financials.asp 	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	<p>In accordance with the Company's Manual on Corporate Governance, the Board identifies and monitors key risk areas and key performance indicators and ensures that a sound Enterprise Risk Management framework is in place.</p>	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT	<p>The Risk Oversight Committee is responsible for the oversight of the Company's ERM system and ensures its functionality and effectiveness.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> The Risk Oversight Committee Charter – https://www.2go.com.ph/IR/governance.asp Enterprise Wide Risk Management Program – https://www.2go.com.ph/IR/ERM.pdf 	

		<ul style="list-style-type: none">Manual on Corporate Governance, pg. 15 – 2.3 Risk Oversight Committee – https://www.2go.com.ph/IR/governance.asp	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	COMPLIANT	The Company's Manual on Corporate Governance serves as its Board Charter. The Manual clearly provides for the Board's roles, responsibilities and accountabilities and serves as a guide for the Company's directors in the performance of their functions. Further to this, the Manual contains the Company's policies on disclosure and transparency and mandates the conduct of communication and training programs on corporate governance. The Manual is publicly available on the Company's website. Link/reference is as follows: <ul style="list-style-type: none">Manual on Corporate Governance – https://www.2go.com.ph/IR/governance.asp	
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	In accordance with the Company's Insider Trading Policy, directors, officers and employees are prohibited from trading in the Company's shares, five (5) trading days before and two (2) trading days after the disclosure of any material, stock price-sensitive information. The Company issues reminders of the "trading ban" before the	

		<p>release of financial reports or the disclosure of other material information to ensure compliance with the policy. Furthermore, directors and officers are required to report their dealings in Company shares with three (3) business days of the transaction.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Insider Trading Policy - https://www.2go.com.ph/IR/policies.asp Code of Business Conduct – Corporate Policy #8 – https://www.2go.com.ph/IR/governance.asp 	
Optional: Principle 2			
<p>1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.</p>	COMPLIANT	<p>Per the Company's Code of Business Conduct, all business decisions and actions must be based on the best interests of the Company and the value to shareholders and should not be motivated by personal considerations or relations which may interfere with the exercise of independent judgment. Directors, officers and employees should only use the Company's resources to benefit the Company. This means that they must not act on their own or support any action that may run counter to the Company's ethical standards. Grants or loan arrangements extended to Directors or Officers by the Company and/or its subsidiaries and/or affiliates are prohibited</p>	

		<p>unless covered by the requisite approval from the Board and are done at arms' length and at fair market rates.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp 	
2. Company discloses the types of decision requiring board of directors' approval.	COMPLIANT	<p>The Company's By-Laws and Manual on Corporate Governance provide for the types of decisions that require Board approval.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> By-Laws - https://www.2go.com.ph/IR/governance.asp Manual on Corporate Governance – https://www.2go.com.ph/IR/governance.asp 	

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	To address specific tasks and responsibilities, the Board adopted seven (6) board committees, namely the Audit Committee, the Executive Committee, the Related Party Transactions Committee, the Compensation	
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and Remuneration Committee, the Risk Oversight Committee, the IT Steering Committee and the Corporate Governance Committee. During the Company's Organizational Meeting of the Board of Directors held on April 11, 2019, the Board combined the Corporate Governance Committee and Compensation and Remuneration Committee. The roles and functions of the latter have been fully absorbed by the former.

Links/references are as follows:

- 2018 2GO Annual Report – Corporate Governance, pgs. 19 -23 – <https://www.2go.com.ph/IR/financials.asp>
- 2GO Group Website – Corporate Governance - Board Committees – <https://www.2go.com.ph/IR/governance.asp>
- 2GO Group Website – Board Committees - <https://www.2go.com.ph/IR/board-committees.asp>
- Results of the Organizational Meeting of the Board of Directors <https://www.2go.com.ph/IR/governance.asp>

Recommendation 3.2

1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	COMPLIANT	<p>The Company's Audit Committee exercises the Board's oversight of the Company's financial reporting, internal control system, internal and external audit processes and compliance with applicable laws, rules and regulation. It is the Audit Committee's responsibility to recommend the appointment and removal of the Company's external auditor.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • The Audit Committee Charter – https://www.2go.com.ph/IR/governance.asp • Manual on Corporate Governance, pg. 15 – 2.2 Audit Committee – https://www.2go.com.ph/IR/governance.asp • 2018 2GO Annual Report – Report of the Audit Committee pgs. 36 - 39– https://www.2go.com.ph/IR/financials.asp 	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	COMPLIANT	The Audit Committee is composed of three (3) non-executive directors, majority of whom, including the Chairperson, are independent directors. The Committee members each possess relevant background, knowledge, skills and/or experience in areas of accounting, auditing and finance. The Committee Chairman, Mr. Laurito E. Serrano	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT		

<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>COMPLIANT</p>	<p>doesn't serve as the chairman of any other Board Committee.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • 2018 2GO Annual Report – Report of the Audit Committee pgs. 36 - 39– https://www.2go.com.ph/IR/financials.asp • Manual on Corporate Governance, pg. 15 – 2.2 Audit Committee – https://www.2go.com.ph/IR/governance.asp 	
<p>Supplement to Recommendation 3.2</p>			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>COMPLIANT</p>	<p>The Audit Committee approves all non-audit services conducted by the external auditor.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • 2018 2GO Annual Report – Report of the Audit Committee pgs. 36 - 39– https://www.2go.com.ph/IR/financials.asp • Manual on Corporate Governance, pg. 15 – 2.2 Audit Committee – https://www.2go.com.ph/IR/governance.asp • The Audit Committee Charter – https://www.2go.com.ph/IR/governance.asp 	

2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	COMPLIANT	<p>The Audit Committee invites members of Management, auditors or others to attend meetings and provide pertinent information, as necessary. The Committee holds private meetings with auditors without the presence of Management.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • 2018 2GO Annual Report – Report of the Audit Committee pgs. 36 - 39– https://www.2go.com.ph/IR/financials.asp • The Audit Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	COMPLIANT	<p>The Audit Committee meets at least four (4) times annually. In 2018, the Committee met eleven (11) times.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • 2018 2GO Annual Report – Report of the Audit Committee pgs. 36 - 39– https://www.2go.com.ph/IR/financials.asp 	
2. Audit Committee approves the appointment and removal of the internal auditor.	COMPLIANT	The Audit Committee approves the appointment and removal of the Chief Audit Executive/internal auditor.	

		<p>Links/references are as follows:</p> <ul style="list-style-type: none"> 2018 2GO Annual Report – Report of the Audit Committee pgs. 36 - 39– https://www.2go.com.ph/IR/financials.asp The Audit Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
Recommendation 3.3			
<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p>	<p>COMPLIANT</p>	<p>The Corporate Governance Committee is tasked to assist the Board in its corporate governance related responsibilities, while also performing the review and evaluation of the qualifications of all candidates nominated to the Board of Directors, and those nominated to positions that require board approval under the Company's By-Laws. Furthermore, the Committee undertakes the process of identifying the quality of directors aligned with the Company's strategic direction.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> 2018 2GO Annual Report – Corporate Governance Committee, pgs. 20 - 21– https://www.2go.com.ph/IR/financials.asp Manual on Corporate Governance, pg. 13 – 2.1 Corporate Governance Committee – 	

		https://www.2go.com.ph/IR/governance.asp <ul style="list-style-type: none"> The Corporate Governance Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	COMPLIANT	<p>The Corporate Governance Committee is composed of three (3) members, all of whom are independent directors.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Results of the Organizational Meeting of the Board of Directors https://www.2go.com.ph/IR/governance.asp The Corporate Governance Committee Charter – https://www.2go.com.ph/IR/governance.asp Manual on Corporate Governance, pg. 13 – 2.1 Corporate Governance Committee – https://www.2go.com.ph/IR/governance.asp 2GO Group Website – Board Committees - https://www.2go.com.ph/IR/board-committees.asp 	

<p>3. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>COMPLIANT</p>	<p>The Corporate Governance Committee is composed of three (3) members, all of whom are independent directors.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Results of the Organizational Meeting of the Board of Directors https://www.2go.com.ph/IR/governance.asp The Corporate Governance Committee Charter – https://www.2go.com.ph/IR/governance.asp Manual on Corporate Governance, pg. 13 – 2.1 Corporate Governance Committee – https://www.2go.com.ph/IR/governance.asp 2GO Group Website – Board Committees - https://www.2go.com.ph/IR/board-committees.asp 	
<p>Optional: Recommendation 3.3.</p>			
<p>1. Corporate Governance Committee meet at least twice during the year.</p>	<p>COMPLIANT</p>	<p>The Corporate Governance Committee meets at three times in 2018.</p> <p>Links/references are as follows:</p>	

		<ul style="list-style-type: none"> 2018 2GO Annual Report – Corporate Governance Committee, pg. 20 – https://www.2go.com.ph/IR/financials.asp 	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	COMPLIANT	<p>The Risk Oversight Committee is responsible for the oversight of the Company's Enterprise Risk Management (ERM) system. The Committee ensures that the ERM system is functional and effective.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> The Risk Oversight Committee Charter– https://www.2go.com.ph/IR/governance.asp Enterprise Wide Risk Management Program – https://www.2go.com.ph/IR/ERM.pdf Manual on Corporate Governance, pg. 15 – 2.3 Risk Oversight Committee – https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report – Risk Oversight Committee, pg. 22 – https://www.2go.com.ph/IR/financials.asp 	
2. BROC is composed of at least three members, the majority of whom should be	COMPLIANT	The Risk Oversight Committee is composed of three (3) non-executive directors, majority of	

<p>independent directors, including the Chairman.</p>		<p>whom, including the Chairman, are independent directors.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • The Risk Oversight Committee Charter– https://www.2go.com.ph/IR/governance.asp • Manual on Corporate Governance, pg. 15 – 2.3 Risk Oversight Committee – https://www.2go.com.ph/IR/governance.asp • 2018 2GO Annual Report – Risk Oversight Committee, pg. 22 – https://www.2go.com.ph/IR/financials.asp 	
<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	<p>COMPLIANT</p>	<p>The Chairman of the Risk Oversight Committee, Amb. Raul Ch. Rabe, is an independent director and does not serve as the Chairman of the Board or of any other board committee.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • 2018 2GO Annual Report – Risk Oversight Committee, pg. 22 – https://www.2go.com.ph/IR/financials.asp • Manual on Corporate Governance, pg. 15 – 2.3 Risk Oversight Committee – 	

		https://www.2go.com.ph/IR/governance.asp <ul style="list-style-type: none"> The Risk Oversight Committee Charter– https://www.2go.com.ph/IR/governance.asp 	
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	COMPLIANT	<p>Per the Risk Oversight Committee's Charter, at least one (1) of its members must have relevant knowledge and experience on risk and risk management. The Committee members each possess relevant experience in risk and are well-versed in matters relating to risk management.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> The Risk Oversight Committee Charter– https://www.2go.com.ph/IR/governance.asp Manual on Corporate Governance, pg. 15 – 2.3 Risk Oversight Committee – https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report – Risk Oversight Committee, pg. 22 – https://www.2go.com.ph/IR/financials.asp 	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is	COMPLIANT	The Related Party Transactions (RPT) Committee reviews all material related party	

<p>tasked with reviewing all material related party transactions of the company.</p>		<p>transactions of the Company and ensures that said transactions are conducted at arms' length.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • The Related Party Transactions Committee Charter – https://www.2go.com.ph/IR/governance.asp • Manual on Corporate Governance, pg. 16 – 2.4 Related Party Transactions Committee – https://www.2go.com.ph/IR/governance.asp • 2018 2GO Annual Report – Related Party Transactions Committee, pg. 22 – https://www.2go.com.ph/IR/financials.asp 	
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>COMPLIANT</p>	<p>The Related Party Transactions Committee is composed of three (3) non-executive directors, majority of whom, including the Chairman, are independent directors.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • 2018 2GO Annual Report – Related Party Transactions Committee, pg. 22 – https://www.2go.com.ph/IR/financials.asp 	

		<ul style="list-style-type: none"> Manual on Corporate Governance, pg. 16 – 2.4 Related Party Transactions Committee – https://www.2go.com.ph/IR/governance.asp 	
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	<p>Each board committee has a Charter which defines its composition, roles and responsibilities based on the provisions found in the Manual on Corporate Governance. The Charters include administrative provisions on the conduct of meetings and proceedings, reportorial responsibilities and provide the standards for evaluation of the respective committee performance. The Charters are disclosed in the Company's website.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> 2GO Group Website - Board Committee Charters – https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report – Board Committees, pgs. 19 - 23 – https://www.2go.com.ph/IR/financials.asp Manual on Corporate Governance, pg. 13 – 2. Board Committees – 	
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT		
3. Committee Charters were fully disclosed on the company's website.	COMPLIANT		

<https://www.2go.com.ph/IR/governance.asp>

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

Recommendation 4.1

<p>1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.</p>	<p>COMPLIANT</p>	<p>Per the Company's Manual on Corporate Governance, the Board is tasked to properly discharge Board functions by meeting regularly. Independent views during meetings shall be given due consideration and all such meetings are minuted. Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-videoconferencing conducted in accordance with relevant rules and regulation.</p> <p>Board and Board Committee attendance is disclosed in the Company's website and annual reports.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> 2018 2GO Annual Report – Board Performance, pg. 19 – https://www.2go.com.ph/IR/financials.asp Manual on Corporate Governance, pg. 12 – 1.9 Board Meetings – https://www.2go.com.ph/IR/governance.asp 	
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		<ul style="list-style-type: none"> 2GO Website – Board Performance – https://www.2go.com.ph/IR/governance.asp 	
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT	<p>In accordance with the Manual on Corporate Governance, the Corporate Secretary ensures that regular meetings are scheduled in the prior year and that the agendas, notices and materials are provided to the Board at least a week or five (5) days in advance of the actual meetings.</p> <p>The Company's directors review meeting materials for all Board and Committee meetings prior to the said meetings.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 12 – 1.9 Board Meetings – https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report – Board Performance, pg. 19 – https://www.2go.com.ph/IR/financials.asp 	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	<p>The Company's directors review meeting materials for all Board and Committee meetings prior to the said meetings.</p> <p>However, the Company ensures that when a director seeks clarifications/explanations on certain matters during Board and/or</p>	

		<p>Committee meetings, that the relevant parties are available to provide the necessary clarifications/explanations.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 12 – 1.9 Board Meetings & 1.10 Access to Information – https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report – Board Performance, pg. 19 – https://www.2go.com.ph/IR/financials.asp 	
Recommendation 4.2			
<p>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.</p>	COMPLIANT	<p>Non-executive directors of the Company may only concurrently serve in a maximum of five (5) publicly-listed companies to ensure that they have sufficient time to fully prepare for their board duties and responsibilities. No non-executive director currently sits on more than five (5) boards of publicly-listed companies.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> 2018 2GO Annual Report – Corporate Governance Committee, pg. 20 – https://www.2go.com.ph/IR/financials.asp 	

		<ul style="list-style-type: none"> Manual on Corporate Governance, pg. 8, 1.4.2 Temporary Disqualification (h.) – https://www.2go.com.ph/IR/governance.asp 	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	COMPLIANT	<p>Directors are required to notify the Company's Board, through the Corporate Governance Committee before accepting directorships in other companies.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 11, under Specific Duties and Responsibilities of Directors (i.) – https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report – Corporate Governance Committee, pg. 20 – https://www.2go.com.ph/IR/financials.asp The Corporate Governance Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two	COMPLIANT	In accordance with the Manual on Corporate Governance, the CEO and other executive directors limit the number of corporate board	

boards of listed companies outside of the group.		<p>they hold to a low number. This is to ensure that the number of board seats they hold do not exceed their ability to perform their duties in an appropriate fashion.</p> <p>None of the Company's executive directors serve in more than two (2) board of listed companies outside the Group.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • 2018 2GO Annual Report – Corporate Governance Committee, pg. 20 – https://www.2go.com.ph/IR/financials.asp • Manual on Corporate Governance, pg. 14 under 2.1 Corporate Governance Committee – https://www.2go.com.ph/IR/governance.asp • The Corporate Governance Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
2. Company schedules board of directors' meetings before the start of the financial year.	COMPLIANT	<p>In accordance with the Company's Manual on Corporate Governance, board meetings are scheduled a year in advance. This is to ensure maximum participation of the directors.</p> <p>Link/reference is as follows:</p>	

		<ul style="list-style-type: none"> 2018 2GO Annual Report – Board Performance, pg. 19 – https://www.2go.com.ph/IR/financials.asp Manual on Corporate Governance, pg. 12 – 1.9 Board Meetings – https://www.2go.com.ph/IR/governance.asp 	
3. Board of directors meet at least six times during the year.	COMPLIANT	<p>The Board met seven (7) times in 2018.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> 2018 2GO Annual Report – Board Performance, pg. 19 – https://www.2go.com.ph/IR/financials.asp Manual on Corporate Governance, pg. 12 – 1.9 Board Meetings – https://www.2go.com.ph/IR/governance.asp 	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	NON-COMPLIANT		<p>Per the Company's By-Laws, a quorum at any meeting of directors shall consist of a majority of the number of directors fixed in the Articles of Incorporation. The Company is currently studying adopting the 2/3 minimum quorum for board decisions.</p> <p>Link/reference is as follows:</p>

			<ul style="list-style-type: none"> By-Laws - https://www.2go.com.ph/IR/governance.asp
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	COMPLIANT	<p>In accordance with the Company's Manual on Corporate Governance, the Board must have at least three (3) independent directors or such number of independent directors that constitutes one-third (1/3) of its members, whichever is higher, but in no case less than three (3).</p> <p>The Company's Board is composed of nine (9) directors, four (4) of whom are independent directors.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance – 1.1 Composition of the Board – https://www.2go.com.ph/IR/governance.asp 2GO Group Website – Board of Directors https://www.2go.com.ph/IR/board-of-directors.asp 2018 2GO Annual Report – Board Structure, pg. 17 – 	

		https://www.2go.com.ph/IR/financials.asp <ul style="list-style-type: none"> Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp 	
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	COMPLIANT	<p>The Company's independent directors; namely, Mr. Francis C. Chua, Atty. Joseph C. Tan, Mr. Jesus G. Dureza, and Mr. Laurito E. Serrano possess all the qualifications and none of the disqualifications enumerated in the Manual on Corporate Governance.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp 2GO Group Website – Board of Directors – https://www.2go.com.ph/IR/board-of-directors.asp Manual on Corporate Governance, pg. 5 – 1.3 Qualifications of Members of the Board – https://www.2go.com.ph/IR/governance.asp 	

		<ul style="list-style-type: none"> 2018 2GO Annual Report – Board of Directors, pgs. 26 - 29 – https://www.2go.com.ph/IR/financials.asp 	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	COMPLIANT	<p>The Company has no shareholder agreements, By-Laws provisions or other agreements that constrain directors from voting independently. Per the Company's Manual Corporate Governance, directors are required to exercise independent judgment.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 19 – 5. Shareholders' Benefit – https://www.2go.com.ph/IR/governance.asp Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp 	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	COMPLIANT	Per the Company's Manual on Corporate Governance, any independent director that has served on the Board for a maximum cumulative term of nine (9) years shall be permanently disqualified to return as an independent director.	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	COMPLIANT		
3. In the instance that the company retains an independent director in the same capacity after nine years, the board	COMPLIANT		

provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.		<p>None of the Company's independent directors have served for a cumulative term of nine (9) years.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 7 under 1.4.1 Permanent Disqualification (d.) – https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report – Board Structure, pg. 17 – https://www.2go.com.ph/IR/financials.asp 	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	COMPLIANT	<p>The Company's Chairman of the Board, Mr. Dennis A. Uy and the CEO/President Mr. Frederic C. DyBuncio are separate individuals.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance – pg. 4 – 1.2 Chairman and the CEO – https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report – Board Structure, pg. 17 – https://www.2go.com.ph/IR/financials.asp 	

<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>COMPLIANT</p>	<p>The Chairman of the Board and the CEO/President have clearly defined duties and responsibilities found within the Company's Manual on Corporate Governance and By-Laws.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance – pg. 4 – 1.2 Chairman and the CEO – https://www.2go.com.ph/IR/governance.asp • By-Laws - https://www.2go.com.ph/IR/governance.asp 	
<p>Recommendation 5.5</p>			
<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>COMPLIANT</p>	<p>Atty. Joseph C. Tan is the Company's Lead Independent Director. Periodically, the non-executive directors meet with the external auditor and heads of internal audit, compliance and risk, without any executive directors presents; such meetings are chaired by the Lead Independent Director.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • 2018 2GO Annual Report – Board Structure, pg. 17 – https://www.2go.com.ph/IR/financials.asp • Manual on Corporate Governance, pg. 4 under 1.1 Composition of the 	

		<p>Board (1.1.5) – https://www.2go.com.ph/IR/governance.asp</p> <ul style="list-style-type: none"> Results of the Organizational Meeting of the Board of Directors https://www.2go.com.ph/IR/governance.asp 	
Recommendation 5.6			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>COMPLIANT</p>	<p>In accordance with the Company's Manual on Corporate Governance, directors with material interest in any transaction affecting the Company abstain from taking part in the deliberations for the same. Directors conduct fair business transactions with the Company and ensure that personal interests do not bias Board decisions.</p> <p>Since the Company's adoption of the Code of Corporate Governance, no such incident of a director having a material interest in a transaction affecting the Company has occurred. Furthermore, the Company's Conflict of Interest policy requires any director, officer or employee involved in an actual or potential conflict of interest to immediately disclose said conflict to the Company.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 10 – 1.6 Specific Duties and Responsibilities of a Director (a.) 	

		https://www.2go.com.ph/IR/governance.asp <ul style="list-style-type: none"> • 2018 2GO Annual Report -Corporate Governance – Policies and Programs, pg. 23 – https://www.2go.com.ph/IR/financials.asp • Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp • Conflict of Interest Policy – https://www.2go.com.ph/IR/governance.asp 	
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	Periodically, the non-executive directors meet with the external auditor and heads of internal audit, compliance and risk, without any executive directors presents; such meetings are chaired by the Lead Independent Director. Said meetings are regularly conducted immediately before board meetings wherein the heads of the internal control functions are scheduled to present to the Board. There were five (5) such meetings held in 2018, specifically on February 21 and 23, April 5, November 6 and 8. Links/references are as follows:	
2. The meetings are chaired by the lead independent director.	COMPLIANT		

		<ul style="list-style-type: none"> Manual on Corporate Governance, pg. 12 – 1.9 Board Meetings (1.9.3) https://www.2go.com.ph/IR/governance.asp 	
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	COMPLIANT	<p>None of the Company's directors are the former CEO of the Company.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report - Corporate Governance – https://www.2go.com.ph/IR/financials.asp 	
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	<p>The Company's Board conducts an annual self-assessment of its performance as a whole, its Board Committees, individual directors, the Chairman of the Board and the CEO/President. The evaluation is done through the Corporate Governance Committee. The evaluation criteria are based on the duties and responsibilities of the</p>	
2. The Chairman conducts a self-assessment of his performance.	COMPLIANT		
3. The individual members conduct a self-assessment of their performance.	COMPLIANT		

<p>4. Each committee conducts a self-assessment of its performance.</p>	<p>COMPLIANT</p>	<p>Board, the Board Committee, individual directors, Chairman and President as provided for by the Company's By-Laws, Manual on Corporate Governance and respective Board Committee Charters.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • 2018 2GO Annual Report - Corporate Governance – Annual Evaluation of the Board, pg. 21 – https://www.2go.com.ph/IR/financials.asp • Manual on Corporate Governance, pg. 13 – 2.1 Corporate Governance Committee (2.1.3) https://www.2go.com.ph/IR/governance.asp • The Corporate Governance Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
<p>5. Every three years, the assessments are supported by an external facilitator.</p>	<p>COMPLIANT</p>	<p>Per the Corporate Governance Committee Charter, the Board's annual self-assessment should be supported by an external facilitator at least once every three (3) years. For the 2018 board evaluation, the Company engaged the Good Governance Advocates and Practitioners of the Philippines (GGAPP) to facilitate the said assessment.</p> <p>Links/references are as follows:</p>	

		<ul style="list-style-type: none"> Manual on Corporate Governance, pg. 13 – 2.1 Corporate Governance Committee (2.1.3) https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report - Corporate Governance – Annual Evaluation of the Board, pg. 21 – https://www.2go.com.ph/IR/financials.asp The Corporate Governance Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
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	Per the Company's Manual on Corporate Governance, it is the duty of the Board to promote shareholder rights, remove impediments to the exercise of shareholder rights and allow possibilities to seek redress for violation of their rights. The Board encourages the exercise of the shareholders' voting rights and the solution of collective action problems through appropriate mechanisms.	
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT	Furthermore, the Board has established an Investor Relations Department that ensures constant engagement with its shareholders. The Company's shareholders and various stakeholders may raise concerns, provide feedback or make recommendations to the	

		<p>Company, they may do so via the Investor Relations Department.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • 2018 2GO Annual Report - Corporate Governance – Annual Evaluation of the Board, pg. 21 & pg. 24 – Disclosure and Transparency - Investor Relations Department – https://www.2go.com.ph/IR/financials.asp • Manual on Corporate Governance, pg. 13 – 2.1 Corporate Governance Committee (2.1.3) & pg. 9 under Responsibilities, Duties and Functions of the Board (1.5.14) https://www.2go.com.ph/IR/governance.asp • 2018 2GO Annual Report - Corporate Governance – Annual Evaluation of the Board, pg. 21 – https://www.2go.com.ph/IR/financials.asp 	
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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	COMPLIANT	The Company's Code of Business Conduct provides the backbone for its culture of corporate governance. All directors, officers and employees are required to adhere to the Code in the performance of their duties and	
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internal and external dealings of the company.		<p>responsibilities. The Code highlights the importance of integrity in dealings with investors, creditors, customers, contractors, suppliers, regulators, co-employees and the Company's other various stakeholders.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 10 under Responsibilities, Duties and Functions of the Board (1.5.17) https://www.2go.com.ph/IR/governance.asp Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp 	
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT	The Company ensures that the Code of Business Conduct is properly disseminated to its Board, Management and employees and is available to the public via the Company's website.	
3. The Code is disclosed and made available to the public through the company website.	COMPLIANT	<p>Furthermore, the Company orients all new directors, officers and employees on the Code of Business Conduct and its supplemental policies and ensures that they've formally acknowledged and understood the discussion.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 10 under Responsibilities, Duties 	

		<p>and Functions of the Board (1.5.17) https://www.2go.com.ph/IR/governance.asp</p> <ul style="list-style-type: none"> Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp 	
Supplement to Recommendation 7.1			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.</p>	COMPLIANT	<p>Per the Company's Code of Business Conduct, all directors, officers and employees are required to adhere to the utmost ethical practices when dealing with the Company's various stakeholders. All conflicts of interest and other forms of corruption are required to be disclosed to the Company immediately. Likewise, the Company has policies/guidelines on solicitation and acceptance of gifts, hospitality and/or travel in any form and provides for the reporting of violations to the Code of Business Conduct and its supplemental policies. The Company's Policy on Accountability, Integrity and Vigilance (PAIV), serves as the Company's whistleblowing policy and is an additional layer to the Company's anti-corruption culture.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp 	

		<ul style="list-style-type: none"> Conflict of Interest Policy – https://www.2go.com.ph/IR/governance.asp Policy on Accountability, Integrity and Vigilance (PAIV) - https://www.2go.com.ph/IR/policies.asp 2018 2GO Annual Report -Corporate Governance – Policies and Programs, pgs. 23 – 24 - https://www.2go.com.ph/IR/financials.asp 	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	The Company ensures that the Code of Business Conduct is properly disseminated to its Board, Management and employees and is available to the public via the Company's website.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	COMPLIANT	<p>Furthermore, the Company orients all new directors, officers and employees on the Code of Business Conduct and its supplemental policies and ensures that they've formally acknowledged and understood the discussion.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 10 under Responsibilities, Duties and Functions of the Board (1.5.17 & 1.5.15 & 1.5.12) 	

		https://www.2go.com.ph/IR/governance.asp <ul style="list-style-type: none"> Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp 	
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	<p>The Company ensures that its stakeholders receive timely and accurate information on all facets of its business through the utilization of its website and disclosures. The Company's Manual on Corporate Governance provides for the policies on disclosure and transparency.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 20 – 5.1.4 Right to Information & pg. 21 – 6. Disclosure and Transparency https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report -Corporate Governance – Disclosure and Transparency, pg. 24 - https://www.2go.com.ph/IR/financials.asp 	

Supplement to Recommendations 8.1

<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>COMPLIANT</p>	<p>All annual and quarterly consolidated reports and special audit revisions are made publicly available via the Company's website.</p> <p>The Company's Audited Financial Report was released on March 13, 2019, ahead of ninety (90) days from the end of the fiscal year. Interim reports are published within forty-five (45) days from the end of their respective reporting period.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • 2GO Group Website – SEC/PSE Disclosures https://www.2go.com.ph/IR/pse-disclosures.asp • Manual on Corporate Governance, pg. 21 – 6. Disclosure and Transparency https://www.2go.com.ph/IR/governance.asp 	
<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>COMPLIANT</p>	<p>The Company discloses in its annual report and information statement, the principal risks associated with the identity of the Company's shareholders, the degree of ownership concentration, cross-holdings among company affiliates and other pertinent information on equity position in the Company.</p> <p>Links/references are as follows:</p>	

		<ul style="list-style-type: none"> 2GO Group Website – SEC/PSE Disclosures – Definitive Information Statement & Other disclosures https://www.2go.com.ph/IR/pse-disclosures.asp 2018 2GO Annual Report, pg. 106 – Financial Risk Management Objectives and Policies https://www.2go.com.ph/IR/financials.asp 	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	COMPLIANT	In accordance with the Company's Insider Trading Policy, directors and officers are required to report their dealings in Company shares with three (3) business days of the transaction.	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	COMPLIANT	<p>Links/references are as follows:</p> <ul style="list-style-type: none"> Insider Trading Policy - https://www.2go.com.ph/IR/policies.asp Manual on Corporate Governance, pg. 11 under 1.6 Specific Duties and Responsibilities of a Director (h.) https://www.2go.com.ph/IR/governance.asp 2GO Website – SEC/PSE Disclosures - https://www.2go.com.ph/IR/pse-disclosures.asp 	

Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	COMPLIANT	<p>Trading done by the Company's directors, officers and controlling shareholders is regularly disclosed. The Company discloses its top shareholders and its beneficial owners owning more than 5% of its shares regularly.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp Shareholding and Trading Information of Insiders (2018 – 2019) – https://www.2go.com.ph/IR/governance.asp 2GO Group Website – SEC/PSE Disclosures https://www.2go.com.ph/IR/pse-disclosures.asp 	
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	<p>All relevant and material information on individual directors are disclosed via the Company's website, Definitive Information Statement and Annual Report.</p> <p>Link/references are as follows:</p> <ul style="list-style-type: none"> Definitive Information Statement 2019 & Notice of the ASM – 	

		https://www.2go.com.ph/IR/governance.asp <ul style="list-style-type: none"> 2018 2GO Annual Report – Board Structure, pg. 17 – https://www.2go.com.ph/IR/financials.asp 2GO Group Website – Board of Directors https://www.2go.com.ph/IR/board-of-directors.asp 	
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	<p>All relevant and material information on key officers are disclosed via the Company's Definitive Information Statement and Annual Report.</p> <p>Link/references are as follows:</p> <ul style="list-style-type: none"> Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report – Board Structure, pg. 17 – https://www.2go.com.ph/IR/financials.asp 	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board	COMPLIANT	Board members receive a per diem for every meeting attended. The corporate	

remuneration, including the level and mix of the same.		compensation philosophy for executive remuneration in 2GO is meritocracy based. Commensurate compensation is given based on the annual performance evaluations of 2GO's executives. Any change in compensation is subject to full discussion and concurrence by the Board upon the review and recommendation of the Corporate Governance Committee (the functions and responsibilities of Compensation and Remuneration Committee were absorbed by the Corporate Governance Committee on April 11, 2019).	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	COMPLIANT	<p>Links/references are as follows:</p> <ul style="list-style-type: none"> • 2018 2GO Annual Report – Compensation and Remuneration Committee, pgs. 21 - 22 – https://www.2go.com.ph/IR/financials.asp • Manual on Corporate Governance, pg. 14 under 2.1 Corporate Governance Committee (2.1.12 – 2.1.16) https://www.2go.com.ph/IR/governance.asp • The Corporate Governance Committee Charter – https://www.2go.com.ph/IR/governance.asp 	

<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>NON-COMPLIANT</p>		<p>A discussion on the remuneration of the individual directors and senior management is included in the annual report. Further to this, the Company discloses the aggregate remuneration of CEO/President and four (4) most highly compensated executive officers. The disclosure of individual director/officer remuneration is being studied, however, due to security constraints, the Company has yet to adopt the practice.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report – Remuneration of Directors and Senior Management, pg. 22 – https://www.2go.com.ph/IR/financials.asp
<p>Recommendation 8.5</p>			
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring</p>	<p>COMPLIANT</p>	<p>The Company's Manual on Corporate Governance defines related parties and related party transactions and provides for the proper monitoring and review of said</p>	

<p>transactions in their Manual on Corporate Governance.</p>		<p>transactions. All material related party transactions are presented to the Related Party Transactions Committee in accordance with the Manual and the said Committee's Charter.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pg. 16 – 2.4 Related Party Transactions Committee & pg. 21 – 6. Disclosure and Transparency https://www.2go.com.ph/IR/governance.asp • The Related Party Transactions Committee Charter – https://www.2go.com.ph/IR/governance.asp • Related Party Transactions Policy - https://www.2go.com.ph/IR/policies.asp 	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>COMPLIANT</p>	<p>The Company discloses the RPTs as required by prevailing standards and relevant rules, laws and regulations.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pg. 16 – 2.4 Related Party Transactions Committee & pg. 21 – 6. Disclosure and Transparency 	

		https://www.2go.com.ph/IR/governance.asp <ul style="list-style-type: none"> • 2018 2GO Annual Report – Related Parties, pg. 94 – https://www.2go.com.ph/IR/financials.asp • Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp • The Related Party Transactions Committee Charter – https://www.2go.com.ph/IR/governance.asp • Related Party Transactions Policy - https://www.2go.com.ph/IR/policies.asp 	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	COMPLIANT	In accordance with the Company's Manual on Corporate Governance, the Board must at all times fully disclose all material information dealings. The Board must cause the filing of all required information through the appropriate Exchange mechanisms for listed companies and submissions to the Commission for the interests of the Company's stockholders and other stakeholders. Likewise, all directors, officers and employees disclose their interests in	

		<p>transactions, or any other conflicts of interest to the Company in line with the Code of Business Conduct and Conflict of Interest Policy.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pg. 16 – 2.4 Related Party Transactions Committee & pg. 21 – 6. Disclosure and Transparency https://www.2go.com.ph/IR/governance.asp • Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp • Conflict of Interest Policy - https://www.2go.com.ph/IR/policies.asp 	
Optional : Recommendation 8.5			
<p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p>	COMPLIANT	<p>All material related party transactions are presented to the Related Party Transactions Committee in accordance with the Manual and the said Committee's Charter. This is to ensure that the said transactions are fair and at arms' length.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Related Party Transactions Policy - https://www.2go.com.ph/IR/policies.asp 	

		<ul style="list-style-type: none"> Manual on Corporate Governance, pg. 16 – 2.4 Related Party Transactions Committee & pg. 21 – 6. Disclosure and Transparency https://www.2go.com.ph/IR/governance.asp The Related Party Transactions Committee Charter – https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report – Related Party Transactions Committee, pg. 22 – https://www.2go.com.ph/IR/financials.asp 	
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	<p>All material information about the Company which could adversely affect its viability or the interest of its stockholders and other stakeholders should be disclosed publicly and in a timely manner. Such information includes, among others, earnings results, acquisition or disposition of assets, off balance sheet transactions, related party transactions and direct and indirect remuneration of members of the Board and Management.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 21 – 6. Disclosure and Transparency 	

		https://www.2go.com.ph/IR/governance.asp <ul style="list-style-type: none"> • 2018 2GO Annual Report, pg. 24 – Disclosure and Transparency – https://www.2go.com.ph/IR/financials.asp • Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp • 2GO Website – SEC/PSE Disclosures - https://www.2go.com.ph/IR/pse-disclosures.asp 	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	COMPLIANT	<p>The Company appoints independent parties to evaluate the fairness of prices in its acquisitions and/or disposal of assets. The procedures followed in the acquisition and/or disposal of assets include due diligence, benchmarking, market dynamics, long-term sustainability of the business, synergies with the whole group, cost implications, core competency, board approval and regulatory approvals.</p> <p>The independent parties vary and depend on the type of transactions being conducted. The Company deals with a host of investment banks, external auditors, third party appraisers and legal and tax consultants when it conducts such transactions.</p>	

		<p>Link/reference are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 21 – 6. Disclosure and Transparency https://www.2go.com.ph/IR/governance.asp 2GO Website – SEC/PSE Disclosures - https://www.2go.com.ph/IR/pse-disclosures.asp Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp 	
Supplement to Recommendation 8.6			
<p>1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.</p>	COMPLIANT	<p>The 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. There were no such agreements in the past year.</p> <p>Links/reference is as follows:</p> <ul style="list-style-type: none"> Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp 	

		<ul style="list-style-type: none"> Manual on Corporate Governance, pg. 21 – 6. Disclosure and Transparency https://www.2go.com.ph/IR/governance.asp 	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	<p>The Company's Manual on Corporate Governance institutionalizes the principles and best practices of good corporate governance in the organization and remains a testament to the belief that good corporate governance is a critical component of sound strategic business management. In addition to the provisions relating to the Board of Directors and Management, the Manual also contains the Company's policies on disclosure and transparency, and mandates the conduct of communication, and training programs on corporate governance. It also outlines the rights of stakeholders and the protection of the interests of minority shareholders.</p> <p>The Company has submitted its Manual to the SEC and PSE and ensures that all updates to the said Manual are also communicated with regulators. All governance related policies are also disclosed via the Company's website.</p> <p>Links/references are as follows:</p>	
2. Company's MCG is submitted to the SEC and PSE.	COMPLIANT		
3. Company's MCG is posted on its company website.	COMPLIANT		

		<ul style="list-style-type: none"> Manual on Corporate Governance https://www.2go.com.ph/IR/governance.asp 2GO Website – SEC/PSE Disclosures - https://www.2go.com.ph/IR/pse-disclosures.asp 	
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	COMPLIANT	<p>The Company has submitted its Manual to the SEC and PSE and ensures that all updates to the said Manual are also communicated with regulators. All governance related policies are also disclosed via the Company's website.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://www.2go.com.ph/IR/governance.asp 2GO Website – SEC/PSE Disclosures - https://www.2go.com.ph/IR/pse-disclosures.asp 	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		2GO's Annual Report discloses the Company's corporate objectives and financial and non-financial performance indicators.	
a. Corporate Objectives	COMPLIANT	Link/reference is as follows:	
b. Financial performance indicators	COMPLIANT		
c. Non-financial performance indicators	COMPLIANT		

		<ul style="list-style-type: none"> 2018 2GO Annual Report – https://www.2go.com.ph/IR/financials.asp 	
d. Dividend Policy	COMPLIANT	<p>The Company's Dividend Policy may be found in the 2018 Annual Report.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> 2018 2GO Annual Report, pg. 25 – Dividend Policy – https://www.2go.com.ph/IR/financials.asp 	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	COMPLIANT	<p>2GO's Annual Report includes the full profiles of its directors, and their individual attendance for the year.</p> <p>Link/reference is as follows:</p>	
f. Attendance details of each director in all directors meetings held during the year	COMPLIANT	<ul style="list-style-type: none"> 2018 2GO Annual Report, pgs. 26 - 29 Board of Directors & pg. 17 Board Structure – https://www.2go.com.ph/IR/financials.asp 	
g. Total remuneration of each member of the board of directors	NON-COMPLIANT		<p>Board members receive a per diem for every meeting attended. The Company is studying the disclosure of total remuneration of individual directors and will strive to include such in its next annual report.</p> <p>Link/reference is as follows:</p>

			<ul style="list-style-type: none"> 2018 2GO Annual Report - Corporate Governance, pg. 22 – Remuneration of Directors and Senior Management – https://www.2go.com.ph/IR/financials.asp
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	COMPLIANT	<p>The Company certifies that its directors, officers and employees have adopted and fully complied with all leading practices and principles of good corporate governance as provided by its Manual on Corporate Governance.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> 2018 2GO Annual Report – Manual on Corporate Governance, pg. 23 – https://www.2go.com.ph/IR/financials.asp 	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	COMPLIANT	The Report of the Audit Committee is found in the Company's Annual Report. Said report discloses that the Board, through the Audit Committee, has conducted a review of the Company's material controls and risk management systems. Further to this, the Audit Committee also reported on the adequacy of the Company's internal 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.	COMPLIANT	<p>Link/reference is as follows:</p>	

		<ul style="list-style-type: none"> 2018 2GO Annual Report – Report of the Audit Committee, pgs. 36-39 – https://www.2go.com.ph/IR/financials.asp 	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	COMPLIANT	<p>The Company discloses in the Annual Report, the key risks to which it is materially exposed to.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> 2018 2GO Annual Report, pg. 106 – Financial Risk Management Objectives and Policies https://www.2go.com.ph/IR/financials.asp 2018 2GO Annual Report – Enterprise Wide Risk Management Program (ERM) pg. 22 - https://www.2go.com.ph/IR/financials.asp 	

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	The Company's Manual on Corporate Governance and Audit Committee Charter, provide for the process of approving and recommending the appointment, reappointment, removal and fees of the external auditors.	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee,	COMPLIANT		

approved by the Board and ratified by the shareholders.		Per the Report of the Audit Committee, found in the Company's Annual Report, the Audit Committee recommended the reappointment of the external auditor to the Board, and the Board approved. Said Board approval was approved by shareholders during the Company's last stockholders' meeting.	
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	<p>The Company will disclose the removal and the reasons for removal of the external auditor should the need arise.</p> <p>Based on the tabulation of votes from stockholders attending in person, and votes indicated in proxy, 100% of the total number of voting shares represented at the Annual Stockholders' Meeting approved the resolution to re-appoint the Company's External Auditors.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance – 4. Audit Mechanisms, pgs. 18 – 19 https://www.2go.com.ph/IR/governance.asp • The Audit Committee Charter – https://www.2go.com.ph/IR/governance.asp • 2018 2GO Annual Report – Report of the Audit Committee, pgs. 36-39 – 	

		https://www.2go.com.ph/IR/financials.asp <ul style="list-style-type: none"> Minutes of the 2019 Annual Stockholders' Meeting – https://www.2go.com.ph/IR/governance.asp 	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	COMPLIANT	<p>Per the Company's Manual on Corporate Governance, the Company's external auditor handling partner shall be rotated every five (5) years or earlier.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 18 - 4.1 External Auditor (4.1.4) https://www.2go.com.ph/IR/governance.asp 	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant 	COMPLIANT	<p>The Audit Committee Charter provides for the assessment of the integrity and independence of the external auditor, oversight to review and monitor the external auditor's independence and objectivity and oversight of the effectiveness of the audit process.</p> <p>Links/references are as follows:</p>	

Philippine professional and regulatory requirements.		<ul style="list-style-type: none"> • The Audit Committee Charter – https://www.2go.com.ph/IR/governance.asp • 2018 2GO Annual Report – Report of the Audit Committee, pgs. 36-39 – https://www.2go.com.ph/IR/financials.asp • Manual on Corporate Governance – 4. Audit Mechanisms, pgs. 18 – 19 https://www.2go.com.ph/IR/governance.asp 	
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	<p>The Company's Manual on Corporate Governance and Audit Committee Charter provide for the responsibility of the Committee to review and monitor the external auditor's suitability and effectiveness on an annual basis.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • The Audit Committee Charter – https://www.2go.com.ph/IR/governance.asp • 2018 2GO Annual Report – Report of the Audit Committee, pgs. 36-39 – https://www.2go.com.ph/IR/financials.asp • Manual on Corporate Governance – 4. Audit Mechanisms, pgs. 18 – 19 	

		https://www.2go.com.ph/IR/governance.asp	
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	<p>The Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties and valuations of such transactions.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • The Audit Committee Charter – https://www.2go.com.ph/IR/governance.asp • 2018 2GO Annual Report – Report of the Audit Committee, pgs. 36-39 – https://www.2go.com.ph/IR/financials.asp • Manual on Corporate Governance – 4. Audit Mechanisms, pgs. 18 – 19 https://www.2go.com.ph/IR/governance.asp 	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	COMPLIANT	<p>The Audit Committee ensures that the external auditor has adequate quality control procedures.</p> <p>Links/references are as follows:</p>	

		<ul style="list-style-type: none"> • The Audit Committee Charter – https://www.2go.com.ph/IR/governance.asp • 2018 2GO Annual Report – Report of the Audit Committee, pgs. 36-39 – https://www.2go.com.ph/IR/financials.asp • Manual on Corporate Governance – 4. Audit Mechanisms, pgs. 18 – 19 https://www.2go.com.ph/IR/governance.asp 	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	COMPLIANT	<p>Per the Company's Definitive Information Statement and Annual Report, the external auditors, SGV & Co., rendered minimal non-audit services in the pertinent year.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Definitive Information Statement 2019 – 7. Independent Public Accountants https://www.2go.com.ph/IR/financials.asp • 2018 2GO Annual Report – Report of the Audit Committee, pgs. 36-39 – https://www.2go.com.ph/IR/financials.asp 	
2. Audit Committee stays alert for any potential conflict of interest situations,	COMPLIANT	Per the Company's Manual on Corporate Governance and Audit Committee Charter,	

given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.		<p>the Company ensures that the external auditor shall not at the same time provide the services of an internal auditor, and that any non-audit work shall not conflict with the functions of the external auditor.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 18 - 4.1 External Auditor https://www.2go.com.ph/IR/governance.asp The Audit Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	COMPLIANT	<p>The external auditors, SGV & Co., rendered minimal non-audit services in the pertinent year. Said non-audit fees do not outweigh the fees paid for audit services.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Definitive Information Statement 2019 – 7. Independent Public Accountants https://www.2go.com.ph/IR/financials.asp 	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	COMPLIANT	The Company's external auditor, SGV & Co., is duly accredited by the SEC under Group A category. Details are as follows:	

<p>2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).</p>	<p>COMPLIANT</p>	<p>Josephine H. Estomo, Partner CPA Certificate No. 46349 SEC Accreditation No. 0780-AR-4 (Group A) Validity – June 9, 2016 until June 9, 2019 TIN 102-086-208 BIR Accreditation No. 08-001998-18-2015 Validity – Feb. 27, 2015 until Feb. 26, 2018 PTR No. 6621259, Jan. 9, 2018, Makati City 6760 Ayala Avenue, Makati City 1226 Metro Manila, Philippines T: +632 891 0307</p> <p>The Company's external auditor agreed to be subjected to the SOAR Inspection Program conducted by the SEC's OGA.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> 2018 2GO Annual Report – Independent Auditor's Report, pgs. 40-45 – https://www.2go.com.ph/IR/financials.asp 	
<p>Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.</p>			
<p>Recommendation 10.1</p>			
<p>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.</p>	<p>COMPLIANT</p>	<p>As provided for by the Company's Manual on Corporate Governance, 2GO is committed to strike a balance among economic growth, social development and environmental stewardship in the conduct of its business. To this end, 2GO shall implement programs that promote environmental preservation as well</p>	

		<p>as social and economic development in the communities where its businesses operate.</p> <p>Link/reference are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pg. 22 – 8. Sustainability Policy - https://www.2go.com.ph/IR/governance.asp • 2018 2GO Annual Report, pgs. 14-15 Sustainable Development Goals – https://www.2go.com.ph/IR/financials.asp • 2018 2GO Sustainability Report – https://www.2go.com.ph/IR/2GO-2018-SR.pdf 	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	COMPLIANT	<p>The Company's Annual Sustainability Report provides all the pertinent information on 2GO's environmental and social policies and programs and adheres to the standards set by the Global Reporting Initiative (GRI).</p> <p>Link/reference are as follows:</p> <ul style="list-style-type: none"> • 2018 2GO Sustainability Report – https://www.2go.com.ph/IR/2GO-2018-SR.pdf • 2018 2GO Annual Report, pgs. 14-15 Sustainable Development Goals – 	

<https://www.2go.com.ph/IR/financials.asp>

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

<p>1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p>	<p>COMPLIANT</p>	<p>The Company's Investor Relations Department conducts regular briefings with analysts and media to ensure the timely and accurate dissemination of material information to the public.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pg. 21 – 5.1.7 Other Minority Shareholder Benefits - https://www.2go.com.ph/IR/governance.asp • 2GO Website – Investor Relations Program - https://www.2go.com.ph/IR/investor-relation-program.asp 	
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Supplemental to Principle 11

<p>1. Company has a website disclosing up-to-date information on the following:</p>		<p>The Company ensures that its stakeholders receive timely and accurate information on all facets of its business through the utilization of its website and disclosures.</p> <p>Financial reports, materials used during media and analysts' briefings, annual reports, Notice and Minutes of ASMs and the Company's</p>	
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		<p>Articles of Incorporation and By-Laws may be found in the Company's website.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> 2GO Website – https://www.2go.com.ph/GROUP/About/company-profile.asp 	
a. Financial statements/reports (latest quarterly)	COMPLIANT	https://www.2go.com.ph/IR/financials.asp	
b. Materials provided in briefings to analysts and media	COMPLIANT	https://www.2go.com.ph/IR/pse-disclosures.asp	
c. Downloadable annual report	COMPLIANT	https://www.2go.com.ph/IR/financials.asp	
d. Notice of ASM and/or SSM	COMPLIANT	https://www.2go.com.ph/IR/governance.asp	
e. Minutes of ASM and/or SSM	COMPLIANT	https://www.2go.com.ph/IR/governance.asp	
f. Company's Articles of Incorporation and By-Laws	COMPLIANT	https://www.2go.com.ph/IR/governance.asp	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	COMPLIANT	<p>The Company is compliant with SEC MC. No. 11, series of 2014, Website Template for All Publicly-Listed Companies.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> 2GO Website – https://www.2go.com.ph/GROUP/About/company-profile.asp 	

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

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>The Company's internal controls are reviewed continuously throughout the year by the Chief Audit Executive. Audit reports are issued to the Audit Committee upon completion of the audit. Significant findings and issues are taken up in the quarterly meetings of the Audit Committee. The directors' criteria for assessing the effectiveness of the internal control system include risks involved, materiality of the amounts, and pervasiveness of the controls as well as the cost and benefit from the exercise.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 18 – 4.2 Internal Auditor & pg. 15 – 2.2 Audit Committee https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report – Report of the Audit Committee, pgs. 36-39 – https://www.2go.com.ph/IR/financials.asp 	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>The Company adopts the Committee of Sponsoring Organizations of the Treadway Commission or COSO framework of internal control system which has five components – control environment, risk assessment, information and communication, control</p>	

		<p>activities and monitoring. COSO defines internal control as "a process, effected by an entity's board of directors, management and other personnel, designed to provide reasonable assurance regarding the achievement of objectives in the following categories:</p> <ul style="list-style-type: none"> • Effectiveness and efficiency of operations • Reliability of financial reporting • Compliance with applicable laws and regulations." <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pg. 15 – 2.3 Risk Oversight Committee https://www.2go.com.ph/IR/governance.asp • 2018 2GO Annual Report – Enterprise Wide Risk Management Program (ERM) pg. 22 - https://www.2go.com.ph/IR/financials.asp • The Risk Oversight Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program	COMPLIANT	The Manual on Corporate Governance defines "internal control" as a process	

<p>covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>		<p>designed and effected by the Board, Management, and all levels of personnel to provide reasonable assurance on the achievement of the Company's objectives through efficient and effective operations; reliable, complete and timely financial and management information and compliance with applicable laws, regulations and the organization's policies and procedures.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 17 - 3.2 Compliance Officer & pg. 22 – 10. Reportorial or Disclosure System of Governance Related Policies https://www.2go.com.ph/IR/governance.asp 	
Optional: Recommendation 12.1			
<p>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.</p>	<p>COMPLIANT</p>	<p>Discussion on a governance process on IT issues including disruption, cyber security and disaster recovery is available in the Annual Report.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> 2018 2GO Annual Report – Enterprise Wide Risk Management Program (ERM) pg. 22 & pg. 23 – IT Steering Committee - https://www.2go.com.ph/IR/financials.asp 	

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	<p>The Company's Internal Audit function is in-house and provides independent and objective assurance and consulting services designed to add value and improve the Company's operations.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none">• Manual on Corporate Governance, pg. 18 – 4.2 Internal Auditor & pg. 15 – 2.2 Audit Committee https://www.2go.com.ph/IR/governance.asp• 2018 2GO Annual Report – Report of the Audit Committee, pgs. 36-39 – https://www.2go.com.ph/IR/financials.asp• The Audit Committee Charter – https://www.2go.com.ph/IR/governance.asp	
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Recommendation 12.3

1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	COMPLIANT	Mr. Rodolfo Bravo is the Company's Chief Audit Executive. Mr. Bravo is a certified public accountant, appointed by the Board and is responsible for the internal audit activity of the organization. The Company's internal auditor is in-house.	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	COMPLIANT		
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management	COMPLIANT	Links/references are as follows:	

personnel is assigned the responsibility for managing the fully outsourced internal audit activity.		<ul style="list-style-type: none"> Manual on Corporate Governance, pg. 18 – 4.2 Internal Auditor & pg. 15 – 2.2 Audit Committee https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report – Report of the Audit Committee, pgs. 36-39 – https://www.2go.com.ph/IR/financials.asp The Audit Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	<p>Per the Company's Manual on Corporate Governance, the Board is tasked to identify and monitor key risk areas and key performance indicators and ensure that a sound Enterprise Risk Management framework is in place.</p> <p>The Risk Oversight Committee is responsible for the oversight of the Company's ERM system and ensures its functionality and effectiveness.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 15 – 2.3 Risk Oversight Committee https://www.2go.com.ph/IR/governance.asp 	

		<ul style="list-style-type: none"> 2018 2GO Annual Report – Risk Oversight Committee pg. 22 - https://www.2go.com.ph/IR/financials.asp The Risk Oversight Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	COMPLIANT	<p>The Company's Risk Oversight Committee is responsible for the oversight of the Company's ERM system and ensures its functionality and effectiveness. The ERM system is being managed adequately internally.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 15 – 2.3 Risk Oversight Committee https://www.2go.com.ph/IR/governance.asp The Risk Oversight Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a	COMPLIANT	The Company's Risk Officer, Ms. Joy Eugenio-Limpasan is the ultimate champion of the	

Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).		ERM. Ms. Limpasan has adequate authority, stature, resources and support to fulfill her responsibilities. She functionally reports to the Risk Oversight Committee.	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	COMPLIANT	<p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 15 – 2.3 Risk Oversight Committee https://www.2go.com.ph/IR/governance.asp The Risk Oversight Committee Charter – https://www.2go.com.ph/IR/governance.asp 	
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	COMPLIANT	<p>The Company's CEO/President, Mr. Frederic C. DyBuncio and Chief Audit Executive, Mr. Rodolfo Bravo, have attested in writing, that a sound internal audit control and compliance system is in place and working effectively.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Annual Confirmation of Internal Audit/Control Adequacy – https://www.2go.com.ph/IR/governance.asp 	
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	<p>The Company's Manual on Corporate Governance provides for the rights and protection stakeholders, particularly minority shareholders.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 19 – 5. Shareholders' Benefits https://www.2go.com.ph/IR/governance.asp 	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT	<p>The Company's Manual on Corporate Governance, which provides for the rights and protection of stakeholders, particularly minority shareholders may be found in the Company's website.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 19 – 5. Shareholders' Benefits https://www.2go.com.ph/IR/governance.asp 	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	COMPLIANT	<p>Each of the Company's common shares are entitled to one vote.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Definitive Information Statement 2019 – Voting Securities and Principal Holders Thereof - 	

		https://www.2go.com.ph/IR/financials.asp <ul style="list-style-type: none"> By-Laws - https://www.2go.com.ph/IR/governance.asp 	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	COMPLIANT	<p>The Board ensures that all shareholders are treated equally with respect to voting rights, subscription rights and transfer rights.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 19 – 5. Shareholders' Benefits https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report, pg. 24 – Disclosure and Transparency – https://www.2go.com.ph/IR/financials.asp Definitive Information Statement 2019 – Voting Securities and Principal Holders Thereof - https://www.2go.com.ph/IR/financials.asp By-Laws - https://www.2go.com.ph/IR/governance.asp 	

<p>3. Board has an effective, secure, and efficient voting system.</p>	<p>COMPLIANT</p>	<p>The Company has an effective, secure and efficient voting system in place.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pg. 19 – 5. Shareholders' Benefits & pg. 21 – 5.1.7 Other Minority Shareholder Benefits (a.) https://www.2go.com.ph/IR/governance.asp • 2018 2GO Annual Report, pg. 24 – Disclosure and Transparency – https://www.2go.com.ph/IR/financials.asp • Definitive Information Statement 2019 – Voting Securities and Principal Holders Thereof – https://www.2go.com.ph/IR/financials.asp • By-Laws – https://www.2go.com.ph/IR/governance.asp 	
<p>4. Board has an effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.</p>	<p>COMPLIANT</p>	<p>The Company's stockholders are entitled to employ cumulative voting.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • 2018 2GO Annual Report, pg. 24 – Disclosure and Transparency – 	

		https://www.2go.com.ph/IR/financials.asp <ul style="list-style-type: none"> Definitive Information Statement 2019 – Voting Securities and Principal Holders Thereof - https://www.2go.com.ph/IR/financials.asp By-Laws - https://www.2go.com.ph/IR/governance.asp 	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	COMPLIANT	<p>Per the Company's Manual on Corporate Governance, minority shareholders, holding at least thirty (30) percent of the total issued and outstanding capital stock of the Company which are entitled to vote, may propose the holding of a meeting, and may propose items in the agenda of the meeting, provided the items are for legitimate business purposes.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> 2018 2GO Annual Report, pg. 24 – Disclosure and Transparency – https://www.2go.com.ph/IR/financials.asp Manual on Corporate Governance, pg. 19 – 5. Shareholders' Benefits & pg. 21 – 5.1.7 Other Minority Shareholder Benefits (a.) 	

		https://www.2go.com.ph/IR/governance.asp	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	COMPLIANT	<p>The Company's Manual on Corporate Governance provides for the rights and protection stakeholders, particularly minority shareholders.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 19 – 5. Shareholders' Benefits & pg. 21 – 5.1.7 Other Minority Shareholder Benefits (a.) https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report, pg. 24 – Disclosure and Transparency – https://www.2go.com.ph/IR/financials.asp 	
7. Company has a transparent and specific dividend policy.	COMPLIANT	<p>The Company has a transparent and specific dividend policy, which may be found in the Manual on Corporate Governance. The same may be found in the Company's By-Laws.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 20 – 5.1.5 Right to Dividends https://www.2go.com.ph/IR/governance.asp 	

		<ul style="list-style-type: none"> By-Laws - https://www.2go.com.ph/IR/governance.asp 	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	COMPLIANT	<p>Per the Company's Manual on Corporate Governance, an independent party shall be engaged to count and/or validate votes during the Annual Shareholders' Meeting.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 21 – 5.1.7 Other Minority Shareholder Benefits (d.) https://www.2go.com.ph/IR/governance.asp 	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	COMPLIANT	<p>The Notice and agenda for the April 11, 2019 Annual Stockholders' Meeting was released on February 27, 2019; more than twenty-eight (28) days prior to the meeting.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 21 – 5.1.7 Other Minority Shareholder Benefits (c.) https://www.2go.com.ph/IR/governance.asp 	

		<ul style="list-style-type: none"> Notice of the ASM – https://www.2go.com.ph/IR/pse-disclosures.asp 	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:		Prior to the Annual Stockholders' Meeting, the Company discloses its definitive information statement which contains its financial statements, full profiles of directors, auditors seeking appointment and proxy documents.	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	COMPLIANT	Link/reference is as follows: <ul style="list-style-type: none"> Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp 	
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	<p>The Notice of the Annual Stockholders' Meeting includes rationales and explanations for each agenda item which requires shareholder approval.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Definitive Information Statement 2019 & Notice of the ASM – https://www.2go.com.ph/IR/governance.asp 	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the	COMPLIANT	In accordance with the Manual on Corporate Governance, the Company makes the results	

votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.		and minutes of the ASM public available immediately following the meeting. The ASM was held on April 11, 2019 and the results of the meeting were posted on the same day. The Minutes were posted the day after the ASM. Votes taken during the ASM and questions/concerns of stockholders are included in the Minutes of the ASM.	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	COMPLIANT	<p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 21 – 5.1.7 Other Minority Shareholder Benefits (e.) https://www.2go.com.ph/IR/governance.asp 2GO Website – SEC/PSE Disclosures – https://www.2go.com.ph/IR/pse-disclosures.asp?nav=3 Minutes of the 2019 Annual Stockholders' Meeting – https://www.2go.com.ph/IR/governance.asp 	
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	To ensure that all shareholder concerns are properly addressed, the Chairman of the Board, Board Directors, the President, Board Committee Chairpersons and Members, Management, the Corporate Secretary, Compliance Officer, Internal Auditor and the External Auditors are always present during the ASM.	

		Link/reference is as follows: <ul style="list-style-type: none">Minutes of the 2019 Annual Stockholders' Meeting – https://www.2go.com.ph/IR/governance.asp	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	COMPLIANT	The Company promotes and protects the rights of its shareholders and allows them to seek redress for violation of those rights through appropriate mechanisms. Per the Manual on Corporate Governance, the Board is committed to maintain an alternative dispute resolution system. Links/references are as follows: <ul style="list-style-type: none">Manual on Corporate Governance, pg. 10 under 1.5 Responsibilities, Duties and Functions of the Board (1.5.19) https://www.2go.com.ph/IR/governance.aspAlternative Dispute Resolution System – https://www.2go.com.ph/IR/policies.asp	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	COMPLIANT		
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	COMPLIANT	In accordance with the Company's Manual on Corporate Governance, the Board established an Investor Relations Program to ensure constant engagement with its shareholders. Representatives of the Investor	
2. IRO is present at every shareholder's meeting.	COMPLIANT		

		<p>Relations Department are always present during shareholders' meetings.</p> <p>Investor Relations Department 8/F Double Dragon Plaza 2850 Epifanio de los Santos Ave. Pasay City, 1308 Philippines investor_relations@2go.com.ph T: +632 528 7171</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 10 under 1.5 Responsibilities, Duties and Functions of the Board (1.5.14) & pg. 21 – 5.1.7 Other Minority Shareholder Benefits (b.) https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report, pg. 24 – Disclosure and Transparency – https://www.2go.com.ph/IR/financials.asp 2GO Website – Investor Relations Program - https://www.2go.com.ph/IR/investor-relation-program.asp 	
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	<p>The Company's stockholders are entitled to employ cumulative voting.</p> <p>Links/references are as follows:</p>	

		<ul style="list-style-type: none"> Definitive Information Statement 2019 – Voting Securities and Principal Holders Thereof - https://www.2go.com.ph/IR/governance.asp By-Laws - https://www.2go.com.ph/IR/governance.asp 	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	NON-COMPLIANT		The Company's current public float is approximately 12%. The Company is studying the possibility of its increasing its public float.
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	COMPLIANT	<p>In accordance with the Company's Manual on Corporate Governance, the Board established an Investor Relations Program to ensure constant engagement with its shareholders.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 10 under 1.5 Responsibilities, Duties and Functions of the Board (1.5.14) & pg. 21 – 5.1.7 Other Minority Shareholder Benefits https://www.2go.com.ph/IR/governance.asp 	

		<ul style="list-style-type: none"> 2018 2GO Annual Report, pg. 24 – Disclosure and Transparency – https://www.2go.com.ph/IR/financials.asp 2GO Website – Investor Relations Program - https://www.2go.com.ph/IR/investor-relation-program.asp 	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	NON-COMPLIANT		<p>The Company has an effective, secure and efficient voting system in place. Electronic voting in absentia for the Annual Stockholders' Meeting is being studied. However, to ensure secure proxy voting, free from cyber security issues, electronic voting in absentia has not yet been adopted.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Definitive Information Statement 2019 – Voting Securities and Principal Holders Thereof - https://www.2go.com.ph/IR/governance.asp

Duties to Stakeholders

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

Recommendation 14.1

<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p>	<p>COMPLIANT</p>	<p>Based on its Manual on Corporate Governance, Code of Business Conduct and other relevant rules, laws and regulations, the Company recognizes and protects the rights and interests of its key stakeholders, namely its shareholders, employees, customers, business partners, creditors, as well as the communities its operates in and the environment.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pg. 22 – 8. Sustainability Policy - https://www.2go.com.ph/IR/governance.asp • 2018 2GO Sustainability Report – https://www.2go.com.ph/IR/2GO-2018-SR.pdf • Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp • 2018 2GO Annual Report, pgs. 14-15 Sustainable Development Goals & pg. 25 – Protection of Stakeholders – https://www.2go.com.ph/IR/financials.asp 	
<p>Recommendation 14.2</p>			
<p>1. Board establishes clear policies and programs to provide a mechanism on the</p>	<p>COMPLIANT</p>	<p>Based on its Manual on Corporate Governance, Code of Business Conduct and other relevant rules, laws and regulations, the</p>	

fair treatment and protection of stakeholders.		<p>Company recognizes and protects the rights and interests of its key stakeholders, namely its shareholders, employees, customers, business partners, creditors, as well as the communities its operates in and the environment.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance, pg. 22 – 8. Sustainability Policy - https://www.2go.com.ph/IR/governance.asp • 2018 2GO Sustainability Report – https://www.2go.com.ph/IR/2GO-2018-SR.pdf • Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp • 2018 2GO Annual Report, pgs. 14-15 Sustainable Development Goals & pg. 25 – Protection of Stakeholders – https://www.2go.com.ph/IR/financials.asp 	
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	In accordance with the Company's Manual on Corporate Governance, the Board established an Investor Relations Department to ensure constant engagement with its shareholders. For issues or concerns, shareholders are welcome to contact:	

		<p>Investor Relations Department 8/F Double Dragon Plaza 2850 Epifanio de los Santos Ave. Pasay City, 1308 Philippines investor_relations@2go.com.ph T: +632 528 7171</p> <p>Other stakeholders may refer to the Company's Code of Business Conduct and Policy on Accountability, Integrity and Vigilance (PAIV), the Company's whistleblowing policy, to communicate with the Company any violations of their rights. For issues or concerns, stakeholders are welcome to contact:</p> <p>Mr. Reginald H. Tiu Corp. Governance & Compliance Officer 8/F Double Dragon Plaza 2850 Epifanio de los Santos Ave. Pasay City, 1308 Philippines reg_tiu@2go.com.ph T: +632 528 7171</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • 2018 2GO Annual Report, pgs. 24 & 25 https://www.2go.com.ph/IR/financials.asp • 2GO Website – Investor Relations Program - https://www.2go.com.ph/IR/investor-relation-program.asp 	
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		<ul style="list-style-type: none"> Policy on Accountability, Integrity and Vigilance – https://www.2go.com.ph/IR/policies.asp 	
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	<p>The Company promotes and protects the rights of its shareholders and allows them to seek redress for violation of those rights through appropriate mechanisms. Per the Manual on Corporate Governance, the Board is committed to maintain an alternative dispute resolution system.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 10 under 1.5 Responsibilities, Duties and Functions of the Board (1.5.19) https://www.2go.com.ph/IR/governance.asp Alternative Dispute Resolution System – https://www.2go.com.ph/IR/policies.asp 	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being	COMPLIANT	The Company has not sought any exemption from application of a law, rule or regulation, especially concerning corporate governance issues. Per the Company's Manual on Corporate Governance, the Board ensures that the Company complies with all relevant	

taken to finally comply with the applicable law, rule or regulation.		<p>laws, regulations and codes of best business practices.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp • Manual on Corporate Governance, pg. 9 under 1.5 Responsibilities, Duties and Functions of the Board (1.5.12) – https://www.2go.com.ph/IR/governance.asp 	
2. Company respects intellectual property rights.	COMPLIANT	<p>Per the Company's Manual on Corporate Governance, the Board ensures that the Company complies with all relevant laws, regulations and codes of best business practices.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp • Manual on Corporate Governance, pg. 9 under 1.5 Responsibilities, Duties and Functions of the Board (1.5.12) – https://www.2go.com.ph/IR/governance.asp 	

Optional: Principle 14

1. Company discloses its policies and practices that address customers' welfare	COMPLIANT	<p>Per the Company's Code of Business Conduct, directors, officers and employees shall be guided by fairness, professionalism, courtesy and respect when dealing with customers.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp 2018 2GO Sustainability Report – https://www.2go.com.ph/IR/2GO-2018-SR.pdf 	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	COMPLIANT	<p>In accordance with the Company's Code of Business Conduct, directors, officers and employees shall at all times observe propriety and act with fairness and transparency in dealings with suppliers/contractors.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp 	
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	COMPLIANT	The Company strives to be an employer of choice and provides for the health, safety and welfare of its employees.	

<p>actively participate in the realization of the company's goals and in its governance.</p>		<p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp • 2018 2GO Sustainability Report – https://www.2go.com.ph/IR/2GO-2018-SR.pdf • 2018 2GO Annual Report, pg. 25 – Employee Welfare https://www.2go.com.ph/IR/financials.asp • 2GO Website – Health, Safety and Employee Welfare - https://www.2go.com.ph/IR/policies.asp 	
Supplement to Recommendation 15.1			
<p>1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.</p>	<p>NON-COMPLIANT</p>		<p>Employees are selected, engaged, and compensated based on qualification and performance. All personnel undergo annual performance assessments that are merit-based and directly correlate with employee compensation. An employee stock option plan is being studied but has yet to be adopted.</p> <p>Links/references are as follows:</p>

			<ul style="list-style-type: none"> • Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp • 2GO Website – Health, Safety and Employee Welfare - https://www.2go.com.ph/IR/policies.asp
2. Company has policies and practices on health, safety and welfare of its employees.	COMPLIANT	<p>The Company strives to be an employer of choice and provides for the health, safety and welfare of its employees.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp • 2018 2GO Sustainability Report – https://www.2go.com.ph/IR/2GO-2018-SR.pdf • 2018 2GO Annual Report, pg. 25 – Employee Welfare https://www.2go.com.ph/IR/financials.asp • 2GO Website – Health, Safety and Employee Welfare - https://www.2go.com.ph/IR/policies.asp 	

<p>3. Company has policies and practices on training and development of its employees.</p>	<p>COMPLIANT</p>	<p>The Company strives to be an employer of choice and provides for the training and development of its employees.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • 2GO Website – Company Sponsored Training - https://www.2go.com.ph/IR/policies.asp • 2018 2GO Sustainability Report – https://www.2go.com.ph/IR/2GO-2018-SR.pdf • 2018 2GO Annual Report, pg. 25 – Employee Welfare https://www.2go.com.ph/IR/financials.asp 	
<p>Recommendation 15.2</p>			
<p>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.</p>	<p>COMPLIANT</p>	<p>Directors, officers and employees are required to adhere to the utmost ethical practices when dealing with the Company's various stakeholders. All conflicts of interest and other forms of corruption are required to be reported/disclosed to the Company immediately.</p> <p>Likewise, the Company has policies/guidelines on solicitation and acceptance of gifts, hospitality and/or travel in any form and provides for the reporting of violations to the Code of Business Conduct</p>	

		<p>and its other governance related policies. The Company's Policy on Accountability, Integrity and Vigilance (PAIV), serves as the Company's whistleblowing policy and is an additional layer to the Company's anti-corruption culture.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp • Policy on Accountability, Integrity and Vigilance (PAIV) - https://www.2go.com.ph/IR/policies.asp 	
<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	<p>COMPLIANT</p>	<p>The Company recognizes that awareness and understanding of the principles of good corporate governance are essential to the continued development of its corporate governance program, and conducts employee orientations on its governance related policies and programs.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • 2GO Website – Company Sponsored Training - https://www.2go.com.ph/IR/policies.asp • 2018 2GO Annual Report, pg. 25 – Employee Welfare 	

<https://www.2go.com.ph/IR/financials.asp>

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

Directors, officers and employees are required to adhere to the utmost ethical practices when dealing with the Company's various stakeholders. All conflicts of interest and other forms of corruption are required to be reported/disclosed to the Company immediately.

Likewise, the Company has policies/guidelines on solicitation and acceptance of gifts, hospitality and/or travel in any form and provides for the reporting of violations to the Code of Business Conduct and its other governance related policies. The Company's Policy on Accountability, Integrity and Vigilance (PAIV), serves as the Company's whistleblowing policy and is an additional layer to the Company's anti-corruption culture.

Links/references are as follows:

- Code of Business Conduct – <https://www.2go.com.ph/IR/governance.asp>
- Policy on Accountability, Integrity and Vigilance (PAIV) - <https://www.2go.com.ph/IR/policies.asp>

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	The Company's Policy on Accountability, Integrity and Vigilance (PAIV), serves as the Company's whistleblowing policy and supplements the Code of Business Conduct with regard to illegal and unethical practices. The PAIV contains a "no retaliation" clause to protect those that have reported violations.	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	COMPLIANT	Further to this, the Board, through the Audit and Executive Committees receive PAIV reports and supervise the enforcement of the whistleblowing framework.	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	<p>Links/references are as follows:</p> <ul style="list-style-type: none"> Policy on Accountability, Integrity and Vigilance (PAIV) - https://www.2go.com.ph/IR/policies.asp Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp 	

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	COMPLIANT	<p>The Company strives to promote a mutually beneficial relationship with the communities it operates in.</p> <p>Links/references are as follows:</p>	
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grow its business, while contributing to the advancement of the society where it operates.		<ul style="list-style-type: none"> Manual on Corporate Governance, pg. 22 – 8. Sustainability Policy - https://www.2go.com.ph/IR/governance.asp 2018 2GO Sustainability Report – https://www.2go.com.ph/IR/2GO-2018-SR.pdf Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report, pgs. 14-15 Sustainable Development Goals & pg. 25 – Protection of Stakeholders – https://www.2go.com.ph/IR/financials.asp 	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	COMPLIANT	<p>In accordance with its Manual on Corporate Governance, the Company commits to strike a balance between economic growth, social development and environmental stewardship in the conduct of its business. To this end, 2GO implements programs that promote environmental preservation.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 22 – 8. Sustainability Policy - 	

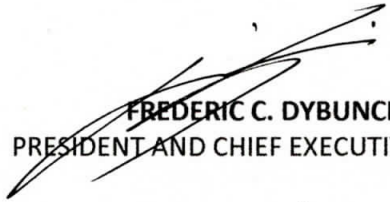
		https://www.2go.com.ph/IR/governance.asp <ul style="list-style-type: none"> 2018 2GO Sustainability Report – https://www.2go.com.ph/IR/2GO-2018-SR.pdf Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp 2018 2GO Annual Report, pgs. 14-15 Sustainable Development Goals & pg. 25 – Protection of Stakeholders – https://www.2go.com.ph/IR/financials.asp 	
2. Company exerts effort to interact positively with the communities in which it operates	COMPLIANT	<p>The Company exerts effort to interact positively with the communities in which it operates in.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pg. 22 – 8. Sustainability Policy - https://www.2go.com.ph/IR/governance.asp 2018 2GO Sustainability Report – https://www.2go.com.ph/IR/2GO-2018-SR.pdf 	

		<ul style="list-style-type: none"> • Code of Business Conduct – https://www.2go.com.ph/IR/governance.asp • 2018 2GO Annual Report, pgs. 14-15 Sustainable Development Goals & pg. 25 – Protection of Stakeholders – https://www.2go.com.ph/IR/financials.asp 	
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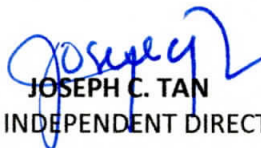
Pursuant to the requirement of the Securities and Exchange Commission and the Philippine Stock Exchange, this Integrated-Annual Corporate Governance Report is signed on behalf of 2GO Group, Inc., thereunto duly authorized, in the City of _____ on _____.



DENNIS A. UY
CHAIRMAN OF THE BOARD



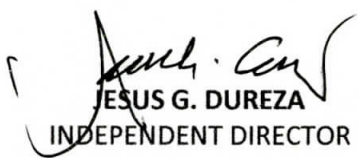
FREDERIC C. DYBUNCIO
PRESIDENT AND CHIEF EXECUTIVE OFFICER



JOSEPH C. TAN
LEAD INDEPENDENT DIRECTOR



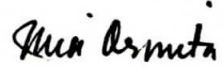
FRANCIS C. CHUA
INDEPENDENT DIRECTOR



JESUS G. DUREZA
INDEPENDENT DIRECTOR



LAURITO E. SERRANO
INDEPENDENT DIRECTOR



MIA M. ORMITA
CORPORATE SECRETARY




REGINALD H. TIU
COMPLIANCE OFFICER

SUBSCRIBED AND SWORN to before me this MAY 09 2019, affiants exhibited to me their competent evidence of identity, as follows:

NAME	TAX IDENTIFICATION ID. NO.
1. Dennis A. Uy	TIN - 172-020-135
2. Frederic C. DyBuncio	TIN - 103-192-854
3. Joseph C Tan	TIN - 119-873-261
4. Francis C. Chua	TIN - 118-535-712
5. Jesus G. Dureza	TIN - 149-909-117
6. Laurito E. Serrano	TIN - 102-097-367
7. Mia M. Ormita	TIN - 907-477-586
8. Reginald H. Tiu	TIN - 286-064-434

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ATTY. REINIER S. QUIAMBAO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2020
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TIN 238-251-699 ROLL NO. 62283
MCLE NO. VI - 0025079 / 03.29.19