

COVER SHEET

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S.E.C. Registration Number										

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(Company's Full Name)

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

Estrellita S. Tan

Contact Person

8873 29 22

Company Telephone Number

1	2
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Month

3	1
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Day

Calendar Year

ACGR for 2022

FORM TYPE

0	7
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Month

1	5
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Day

Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

Total Amount of Borrowings

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Total No. of Stockholders

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

Cashier



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **2022**
2. SEC Identification Number **108270**
3. BIR Tax Identification No. **000-768-991-000**
4. Exact name of issuer as specified in its charter **Golden MV Holdings, Inc.**
5. **Philippines** 6. (SEC Use Only)
Province, Country or other jurisdiction Industry Classification Code:
of incorporation or organization
7. **San Ezekiel, C5 Extension, Las Piñas City, Philippines** **1746**
Address of principal office Postal Code
8. **8873-2922 / 8873-2923**
Issuer's telephone number, including area code
9. **Golden Bria Holdings, Inc.**
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
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	<p>The following states the business experience of the incumbent directors of the Company for the last five (5) years:</p> <p>MANUEL B. VILLAR, JR., Director and Chairman of the Board. Mr. Villar, was Senator of the Philippines f rom 2001 to June 2013. He served as Senate President f rom 2006 to 2008. He also served as a Congressman f rom 1992 to 2001 and as Speaker of the House of Representatives f rom 1998 to 2000. A Certified Public Accountant, Mr. Villar graduated f rom the University of the Philippines in 1970 with the degree of Bachelor of Science in Business Administration and in 1973 with the degree of Masters in Business Administration. He founded Camella Homes in the early 1970s and successfully managed said company over the years, to become the largest homebuilder in the Philippines now known as the Vista Land Group. Mr. Villar is also Chairman of the Board of Vista Land & Lifescapes, Inc., Vistamalls, Inc., AllHome Corp, and AllDay Marts, Inc. which are all publicly listed companies. He was appointed as Chairman of the Board of the Company on May 12, 2017.</p> <p>MARIBETH C. TOLENTINO, Director and President. Ms. Tolentino is a Certified Public Accountant and graduated from the University of the East with a Bachelor's degree in Business Administration. She previously served as the General Manager of the Company from 1999 to 2005. Ms. Tolentino previously served as the President of Vista Residences, Inc., Camella Homes, Inc. and Household Development Corporation and as director of Vista Land & Lifescapes, Inc., Vista Residences, Inc. and Camella Homes, Inc. She is presently the President of Prime Asset Ventures, Inc., Streamtech, Primewater Infrastructure Corp.</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
2. Board has an appropriate mix of competence and expertise.	COMPLIANT	<p>and Advance Media Broadcasting System. Ms. Tolentino was appointed Chief Operations Officer of the Company in February 2016, and was appointed President of the Company on August 30, 2017.</p> <p>FRANCES ROSALIE T. COLOMA, Director, graduated cum laude from the University of the Philippines with a Bachelor of Science degree in Business Administration and Accountancy. She is a Certified Public Accountant. She is a Director of Vista Land and Lifescapes, Inc., Director and Treasurer of AllHome Corp. and Director and President of AllDay Marts, Inc. Ms. Coloma was the Chief Financial Officer and Chief Information Officer of the Company from 2016 to 2019. She was also the Chief Financial Officer of Starmalls, Inc. from 2012 to 2016 and of AllHome Corp. from 2019 to 2021. She has been a director of the Company since July 29, 2016.</p> <p>EDUARDO T. AGUILAR, graduated from the Polytechnic University of the Philippines with a Bachelor's degree in Political Science major in Public Administration. He was the Sales Administration Head of Vista Land and Lifescapes, Inc from 2014 to 2016 and the Division Head of Camella Homes Luzon from 2017 to 2018. He was also the VP for Sales of Vista Land and Lifescapes, Inc. from 2018 to 2021. Mr. Aguilar was appointed Director last July 15, 2022.</p>

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
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	<p>CAMILLE A. VILLAR, Director. Ms. Villar, graduated from Ateneo de Manila University with the degree of Bachelor of Science in Management. She obtained her Masters in Business Administration, Global Executive MBA Program from the IESE Business School, Barcelona, Spain. She joined the Corporate Communications Group of Brittany in 2007 until she assumed the position of Managing Director of the Vista Land Commercial Division. She is also a Director of Vista Land & Lifescapes, Inc., Director and Vice Chairman of the Board of AllHome Corp, Director and Vice Chairman of the Board of AllDay Marts, Inc. and Director and President of AllValue Holdings Corp. Ms. Villar is currently a Congresswoman, representing Las Pinas City. She has been a director of the Company since August 30, 2017.</p> <p>ANA MARIE V. PAGESIBIGAN, Independent Director. Atty. Pagsibigan graduated from the University of the Philippines with a Bachelor's degree in History and from San Sebastian College with a Bachelor's degree in Law. She previously served as a director and the legal counsel of Great Domestic Insurance. She is currently the legal counsel of Primerose Properties Development, Inc., Corporate Secretary of Consolidated Holdings Management of the Philippines, Inc. and a councilor-elect in the Municipality of Bulakan, Bulacan. Atty. Pagsibigan was elected as independent director of the Company in May 2016.</p> <p>GARTH F. CASTANEDA, Independent Director. Atty. Castaneda graduated from the University of Sto. Tomas with a Bachelor's degree in Accountancy and from the University of the Philippines with a Bachelor's degree in Law. He previously served as a consultant of the Privatization Management Office. He is currently a partner at SYMECS Law and serves as a Chairman and Independent Director of Premier Island Power REIT Corporation, President and Chairman of Metro Pacific Land Holdings, Inc., Corporate Secretary of Collab Asia Philippines, Inc., Corporate Secretary and Liquidating Director of Neo Oracle Holdings, Inc and Metro Pacific Foundation Inc. Castaneda was elected as independent director of the Company in May 2016.</p>

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION			
Recommendation 1.2					
1. Board is composed of a majority of non-executive directors.	COMPLIANT		Director's name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	
			Manuel B. Villar, Jr.	NED	
			Maribeth C. Tolentino	ED	
			Frances Rosalie T. Coloma	NED	
			Eduardo T. Aguilar	ED	
			Camille A. Villar	NED	
			Ana Marie V. Pagsibigan	ID / NED	
			Garth F. Castañeda	ID / NED	
			(For the list of directors, please refer to the Company's latest Annual Report via the PSE Edge Website (edge.pse.com.ph) or via the Company's Website (https://www.goldenhaven.com.ph/corporate/))		
Recommendation 1.3					
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	COMPLIANT	The Corporation shall adopt a policy on the training of directors, including an orientation program for first-time directors, and relevant annual continuing training for all directors. The orientation program for first-time directors shall be for at least eight (8) hours, while the annual continuing training shall be for at least four (4) hours.			
2. Company has an orientation program for first time directors.	COMPLIANT	The orientation program shall cover SEC-mandated topics on corporate governance and an introduction to the Corporation's business, Articles of Incorporation, and Code of Conduct. The annual continuing training program shall involve courses on corporate governance matters relevant to the Corporation, including audit, internal controls, risk management, sustainability, and strategy.			
3. Company has relevant annual continuing training for all directors.	COMPLIANT	(Item#2B. Revised Manual on Corporate Governance, as of May 31, 2017. The report can be viewed or downloaded via the PSE Edge Website (edge.pse.com.ph) or via the Company's Website (https://www.goldenhaven.com.ph/corporate/))			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

**COMPLIANT/
NON-
COMPLIANT**

ADDITIONAL INFORMATION

Recommendation 1.4

1. Board has a policy on board diversity.

COMPLIANT

The Board shall be composed of at least five (5), but not more than fifteen (15) members who are elected by the stockholders; and at least two (2) independent directors or such number of independent directors that constitutes twenty percent (20%) of the members of the Board, whichever is lesser, but in no case less than two (2).

The membership of the Board may be a combination of executive and non-executive directors (which include independent directors) in order that no director or small group of directors can dominate the decision making process. The non-executive directors should possess such qualifications and stature that would enable them to effectively participate in the deliberations of the Board.

A diverse Board better understands its customer base and the environment that the business operates in. This promotes different perspectives and ideas and mitigates group-think to achieve optimal decision-making. Board diversity may refer to distinctions in age, ethnicity, culture, skills, competence, knowledge, gender, among other things.

(Item#2C. Revised Manual on Corporate Governance, as of May 31, 2017. The report can be viewed or downloaded via the PSE Edge Website (edge.pse.com.ph) or via the Company's Website (<https://www.goldenhaven.com.ph/corporate/>)

Please also refer to our responses to Recommendation 1.1 and Recommendation 1.2 which provide the background of our directors.

Director's name	(Male (M)/ Female (F))
Manuel B. Villar, Jr.	M
Maribeth C. Tolentino	F
Frances Rosalie T. Coloma	F
Eduardo T. Aguilar	M
Camille A. Villar	F
Ana Marie V. Pagsibigan	F
Garth F. Castañeda	M

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Optional: Recommendation 1.4		
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	COMPLIANT	Please refer to the background of our Board of Directors in our responses for Recommendation 1.1 and our response on Board diversity policy under Recommendation 1.4.
Recommendation 1.5		
1. Board is assisted by a Corporate Secretary.	COMPLIANT	<p>The Board is assisted by a Corporate Secretary.</p> <p>GEMMA M. SANTOS, Corporate Secretary. Atty. Santos, graduated cum laude with the degree of Bachelor of Arts, Major in History from the University of the Philippines in 1981, and with the degree of Bachelor of Laws also from the University of the Philippines in 1985. She is a practicing lawyer and Special Counsel of Picazo Buyco Tan Fider & Santos Law Offices and Corporate Secretary of various Philippine companies, including Vista Land & Lifescapes, Inc. and VistaREIT, Inc. She is also a director of Philippine Associated Smelting and Refining Corp (PASAR), Fine Properties, Inc., Bulacan Water District and Bulacan Water Co., Inc. She was appointed as corporate secretary on December 22, 2017.</p>

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT	<p>The Compliance Officer is a separate individual from the Corporate Secretary.</p> <p>MILES M. TERETIT, Compliance Officer. Ms. Teretit graduated from University of the East Manila with a Bachelor of Science degree in Business Administration, Major in Accounting. She is a certified public accountant. She worked as senior associate in SGV, Corporate Planning Manager in PepsiCola Products Philippines, Inc. and is currently the Chief Accountant of the Company. Ms. Teretit was appointed Compliance Officer of the Company on July 16, 2018.</p>
3. Corporate Secretary is not a member of the Board of Directors.	COMPLIANT	<p>The Corporate Secretary is not a Director of the Company. For the full list of Directors, please view or download the Company's Annual Report via the PSE Edge Website (edge.pse.com.ph) or via the Company's Website (https://www.goldenhaven.com.ph/corporate/)</p>
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	<p>On October 17 - 19, 2022, Atty. Gemma M. Santos attended the Webinar on Corporate Governance and AMLA Training organized by Center for Global Best Practices. For more information on director's trainings, please view or download the Company's Annual Report via the PSE Edge Website (edge.pse.com.ph) or via the Company's Website (https://www.goldenhaven.com.ph/corporate/)</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Optional: Recommendation 1.5		
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	NON- COMPLIANT	<p>To the extent possible, taking into consideration the necessary preparation for Board meetings, the Board meeting materials are distributed at least five business days before the scheduled meeting. However, in case the materials are not yet ready at such time, they are circulated at least one day before the meeting. In case of certain special meetings, the materials are provided as soon as possible prior to the Board meeting. This satisfies the requirement of the Board.</p> <p>The Company believes that in instances when meeting materials are not provided within five business days before the meeting, the Board of Directors are still given sufficient opportunity to study the materials, at least 1 day for regular meetings and prior to and during the Board meeting for special meetings.</p>
Recommendation 1.6		
1. Board is assisted by a Compliance Officer.	COMPLIANT	<p>The Board of Directors is assisted by a Compliance Officer: MILES M. TERETIT, Compliance Officer. Ms. Teretit graduated from University of the East Manila with a Bachelor of Science degree in Business Administration, Major in Accounting. She is a certified public accountant. She worked as senior associate in SGV, Corporate Planning Manager in PepsiCola Products Philippines, Inc. and is currently the Chief Accountant of the Company. Ms. Teretit was appointed Compliance Officer of the Company on July 16, 2018.</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	NON-COMPLIANT	Ms. Miles M. Teretit, the Company's Compliance officer currently has the rank of Senior Manager.	Although the Compliance Officer does not hold the rank of Senior Vice President, the Board has determined that the position has adequate stature and authority within the Company to perform the functions provided in the Manual on Corporate Governance taking into consideration the the Company's current organizational structure and size of the Company.
3. Compliance Officer is not a member of the board.	COMPLIANT	The Compliance Officer is not a Director of the Company. For the full list of Directors, please view or download the Company's Annual Report via the PSE Edge Website (edge.pse.com.ph) or via the Company's Website (https://www.goldenhaven.com.ph/corporate/)	
4. Compliance Officer attends training/s on corporate governance.	COMPLIANT	On October 17 to 19, 2022, Miles M. Teretit attended the Webinar Corporate Governance and AMLA Training organized by Risk, Opportunities, Assessment and Management (ROAM), Inc. For more information on director's trainings, please view or download the Company's Annual Report via the PSE Edge Website (edge.pse.com.ph) or via the Company's Website (https://www.goldenhaven.com.ph/corporate/)	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
<p>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.</p>		
Recommendation 2.1		
<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	COMPLIANT	<p>A director should act in the best interest of the Corporation in a manner characterized by transparency, accountability and fairness. He should also exercise leadership, prudence and integrity in directing the corporation towards sustained progress.</p> <p>(Item#2Giii. Revised Manual on Corporate Governance, as of May 31, 2017. The report can be viewed or downloaded via the PSE Edge Website (edge.pse.com.ph) or via the Company's Website (https://www.goldenhaven.com.ph/corporate/).</p> <p>To implement this policy, our Board of Directors are provided sufficient information in the Board meeting materials in connection with matters presented to them for approval.</p> <p>The Board also has an Enterprise Risk Management policy which guides its decisions in connection with undertaking due diligence with respect to the Company and its operations and transactions. (https://www.goldenhaven.com.ph/corporate/).</p>
Recommendation 2.2		
<p>1. Board oversees the development, review and approval of the company's business objectives and strategy.</p>	COMPLIANT	<p>Each year, management presents the annual budget of the Company together with its business objectives and strategy which is then subject to the Board's comment and approval.</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	COMPLIANT	During Board meetings, management provides updates to the Board of Directors in connection with the Company's performance. This reporting is undertaken together with the Board's review and approval of the quarterly reports of the Company.	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	COMPLIANT	In order to effectively facilitate management performance, and remain attuned to the company's business environment and culture, the board holds meetings quarterly meetings and such other special meetings as may be necessary.	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	COMPLIANT		
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	<p>The board is led by Chairperson that is qualified and competent in the person of Manuel B. Villar Jr.</p> <p>MANUEL B. VILLAR, JR., Director and Chairman of the Board. Mr. Villar, was Senator of the Philippines f rom 2001 to June 2013. He served as Senate President f rom 2006 to 2008. He also served as a Congressman f rom 1992 to 2001 and as Speaker of the House of Representatives f rom 1998 to 2000. A Certified Public Accountant, Mr. Villar graduated f rom the University of the Philippines in 1970 with the degree of Bachelor of Science in Business Administration and in 1973 with the degree of Masters in Business Administration. He founded Camella Homes in the early 1970s and successfully managed said company over the years, to become the largest homebuilder in the Philippines now known as the Vista Land Group. Mr. Villar is also Chairman of the Board of Vista Land & Lifescapes, Inc., Vistamalls, Inc., AllHome Corp, and AllDay Marts, Inc. which are all publicly listed companies. He was appointed as Chairman of the Board of the Company on May 12, 2017.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Recommendation 2.4		
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	<p>The Company's Board has established the following practices in terms of succession planning:</p> <ol style="list-style-type: none"> 1. Identify those individuals with the potential to assume greater responsibility in the organization 2. Define the competencies and motivational profile required to undertake those key roles 3. Provide critical development experiences to those that can move into those key roles 4. Engage the leadership in supporting the development of high potential leaders 5. Build a database that can be used to make better staffing decisions for key jobs <p>The Company has additional objectives that are embedded in the succession process as follows:</p> <ol style="list-style-type: none"> 1. Improve employee commitment and retention 2. Meet the career development expectations of existing employees 3. Counter the increasing difficulty and cost of recruiting employees externally
2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT	<p>With the assistance of the Nominations Committee of the Board, the retirement of directors and key officers are currently evaluated on a case to case basis, taking into consideration the requirements of the business and inputs of the relevant director/officer of the Company.</p> <p>Before any director or officer retires, the Company will ensure that appropriately qualified individuals are available to assume and replacement them.</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT	<p>The Company ensures that the levels of remuneration of the Corporation should be sufficient to be able to attract and retain the services of qualified and competent directors and officers. A portion of the remuneration of executive directors may be structured or be based on corporate and individual performance.</p> <p>The Compensation and Remuneration Committee of the Board reviews and makes recommendations on the remuneration and performance of the Company's employees and officers. Adjustments in compensation are evaluated on a case to case basis, and upon recommendation of the committee is then presented to the Board for comment and approval</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	Other than the per diem of Php15,000 received by members of the Board for attendance in a Board meeting and the Php15,000 allowance for attendance in a committee meeting (except for independent directors), directors do not receive any other compensation from the Company.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	COMPLIANT	The Compensation and Remuneration Committee of the Board reviews and makes recommendations on the remuneration and performance of the Company's employees and officers. Adjustments in compensation are evaluated on a case to case basis, and upon recommendation of the committee is then presented to the Board for comment and approval	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	COMPLIANT		
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	The Nominations Committee of the Board reviews the nominations for candidates for election to the Board of Directors and ensures their compliance with the requirements of the Revised Corporation Code and the Securities Regulation Code. Furthermore, it ensures that the guidelines on the nomination and election of independent directors set forth in Rule 38 of the Revised Implementing Rules and Regulations of the Securities Regulation Code are complied with. In the nomination and election of directors, the following rules shall apply: (i) The Nomination and Remuneration Committee shall review and evaluate the qualifications of all persons nominated to the Board and other appointments that require Board approval.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	COMPLIANT	(ii) The Nomination and Remuneration Committee shall likewise assess the effectiveness of the Board's processes and procedures in the election or replacement of directors. (iii) All nominations for election of the directors by the stockholders shall be submitted in writing to the Board of Directors and be received at the Corporation's principal place of business at least thirty (30) days prior to the date of the regular or special meeting of stockholders for the purpose of electing directors. Nominations which are not submitted within such nomination period shall not be valid.	
4. Board nomination and election policy includes how the board shortlists candidates.	COMPLIANT	(Item#2F. Revised Manual on Corporate Governance, as of May 31, 2017.) The Company's full nomination and election policies are outlined in its Revised Manual on Corporate Governance, which can be viewed or downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	COMPLIANT		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
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.	Not Applicable	The company did not make use of a professional search firm in the past year as an external source of candidates in searching for candidates for directorship.
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	Please refer to the Company's Related Party Transaction Policy in its website: https://www.goldenhaven.com.ph/corporate/
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	COMPLIANT		
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	COMPLIANT	The Company follows the standardized accounting rules in determining whether or not a transaction is considered an RPT. With respect to the disclosure of such RPTs, the Company follows the PSE Disclosure Rules in determining whether or not an RPT should be disclosed.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION													
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	COMPLIANT	The vote of non-related party shareholders will be required for Material RPT transactions in the event the affirmative vote of a majority of the independent directors is not secured. In which case, the Material RPT may be ratified by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Company.													
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>(The Board shall) be primarily responsible for approving the selection and assessing the performance of Management led by the CEO, and control functions led by their respective heads (Chief Risk Officer, Chief Compliance Officer, and Chief Audit Executive).</p> <p><i>(Item#2Gii-q. Revised Manual on Corporate Governance, as of May 31, 2017. The report can be viewed or downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)</i></p> <p>LIST OF OFFICERS</p> <table><thead><tr><th><u>Name</u></th><th><u>Position</u></th></tr></thead><tbody><tr><td>Maribeth C. Tolentino</td><td>President</td></tr><tr><td>Estrellita S. Tan</td><td>Chief Finance Officer / Chief Information Officer / Treasured / Investor Relations Officer</td></tr><tr><td>Gemma M. Santos</td><td>Corp. Secretary</td></tr><tr><td>Ma. Nalen SJ. Rosero</td><td>Asst. Corp. Secretary</td></tr><tr><td>Miles M. Teretit</td><td>Compliance Officer / Chief Accountant</td></tr></tbody></table>	<u>Name</u>	<u>Position</u>	Maribeth C. Tolentino	President	Estrellita S. Tan	Chief Finance Officer / Chief Information Officer / Treasured / Investor Relations Officer	Gemma M. Santos	Corp. Secretary	Ma. Nalen SJ. Rosero	Asst. Corp. Secretary	Miles M. Teretit	Compliance Officer / Chief Accountant	
<u>Name</u>	<u>Position</u>														
Maribeth C. Tolentino	President														
Estrellita S. Tan	Chief Finance Officer / Chief Information Officer / Treasured / Investor Relations Officer														
Gemma M. Santos	Corp. Secretary														
Ma. Nalen SJ. Rosero	Asst. Corp. Secretary														
Miles M. Teretit	Compliance Officer / Chief Accountant														

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	Please refer to our responses to Recommendation 2.2 and Supplement to Recommendation 2.2.	
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 Please refer to our responses to Recommendation 2.2 and Supplement to Recommendation 2.2.	
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	The performance of the Board are reviewed during meetings of the Board and are evaluated and assessed on a case to case basis.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	The control environment of the Corporation consists of (a) the Board which ensures that the Corporation is properly and effectively managed and supervised; (b) a Management that actively manages and operates the corporation in a sound and prudent manner; (c) the organizational and procedural controls supported by effective management information and risk management reporting systems; and (d) an independent audit mechanism to monitor the adequacy and effectiveness of the Corporation's governance, operations, and information systems, including the reliability and integrity of financial and operational information, the effectiveness and efficiency of operations, the safeguarding of assets, and compliance with laws, rules, regulations and contracts.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT		
3. Board approves the Internal Audit Charter.	COMPLIANT	Please refer to the Audit Committee Charter of the Company (https://www.goldenhaven.com.ph/corporate/)	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Recommendation 2.11		
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	Please refer to the Company's Enterprise Risk Management Policy (https://www.goldenhaven.com.ph/corporate/).
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	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
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 Board currently refers to the Revised Manual on Corporate Governance, the By-laws, Code of Business and Conduct Ethics, and Company Policies which are available in the Company's website: https://www.goldenhaven.com.ph/corporate/ .	
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.		Please refer to Company's Insider Trading Policy in its website: https://www.goldenhaven.com.ph/corporate/	
Optional: Principle 2			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	COMPLIANT	Please refer to the Company's Related Party Transaction Policy: https://www.goldenhaven.com.ph/corporate/	
2. Company discloses the types of decision requiring board of directors' approval.	COMPLIANT	Please refer to Section 1 Article III of the Company's By-laws and Part VI of the Company's 2022 Annual Report (https://edge.pse.com.ph/openDiscViewer.do?edge_no=867d2f9bb7b797949e4dc6f6c9b65995)	
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	Please refer to the results of the 2022 Annual Meeting which disclose the different Board Committees and their members: https://edge.pse.com.ph/openDiscViewer.do?edge_no=882c0400026768dc3470cea4b051ca8f	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Recommendation 3.2		
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	COMPLIANT	Please refer to the results of the 2022 Annual Meeting which disclose the different Board Committees and their members: https://edge.pse.com.ph/openDiscViewer.do?edge_no=882c0400026768dc3470cea4b051ca8f
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	COMPLIANT	Please refer to the results of the 2022 Annual Meeting which disclose the different Board Committees and their members: https://edge.pse.com.ph/openDiscViewer.do?edge_no=882c0400026768dc3470cea4b051ca8f
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>The Audit Committee is composed of the following individuals: Anna Marie V. Pagsibigan (Independent Director) - Chairman Garth C. Castaneda (Independent Director) - Member Frances Rosalie T. Coloma - Member</p> <p>The Chairman of the Audit Committee, Anna Marie V. Pagsibigan, is also the Chairman of the Board Risk Oversight Committee.</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	NON-COMPLIANT	The Chairman of the Audit Committee, Anna Marie V. Pagsibigan, is also the Chairman of the Board Risk Oversight Committee.	The Company believes there is substantial compliance to the requirement because the Chairman of the Committee is an independent director. Furthermore, majority of the committee (2 out of 3) are independent directors. Finally, we note that considering the size of the Board of directors, there are only 2 independent directors and as such an independent director being appointed as Chairperson of more than one Board committee is unavoidable.
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	COMPLIANT	Please refer to the Company's Annual Report SEC Form 17-A, dated May 17, 2023 (PSE Circular/Report No. CR03570-2023) under Audit Committees Approval Policies and Procedures Section. The report can be viewed or downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	COMPLIANT	Quarterly and Annual Financial Statements are presented to the Audit Committee prior to presentation to the Board of Directors for approval.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	COMPLIANT	The Financial Statements are reviewed on a Quarterly Basis prior to presentation to the Board of Directors. At minimum, the Audit Committee met four (4) times during the year.	
2. Audit Committee approves the appointment and removal of the internal auditor.	COMPLIANT	Please refer to page 16 of the 2023 Preliminary Information Statement of the Company: https://edge.pse.com.ph/openDiscViewer.do?edge_no=439158d7e616e9559e4dc6f6c9b65995	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Recommendation 3.3		
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	COMPLIANT	<p>The Company has a separate Corporate Governance Committee, which ensures that the Board adheres to and observes, to the best of their ability, best corporate governance practices, and is responsible for overseeing the good governance of the Company.</p> <p>The Corporate Governance Committee is composed of the following individuals: <i>Atty. Garth C. Castaneda (Independent Director) - Chairman</i> <i>Atty. Anna Marie V. Pagsibigan (Independent Director) - Member</i> <i>Mr. Manuel B. Villar, Jr. - Member</i></p>
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	NON-COMPLIANT	The Corporate Governance Committee is composed of three individuals, two of whom are the Company's two Independent Directors, with the third being the Chairman of the Board. Independent Director Atty. Garth C. Castaneda is the Chairman of the Corporate Governance Committee.
3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT	

The Company has only two Independent Directors, both of whom are members of the Corporate Governance Committee. We note that considering the size of the Board of directors, the appointment of all independent directors in the committee substantially satisfies the requirement.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Optional: Recommendation 3.3.		
1. Corporate Governance Committee meet at least twice during the year.	Not Applicable	
Recommendation 3.4		
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	COMPLIANT	<p>The Board has established a separate Board Risk Oversight Committee, which performs the risk oversight and risk management functions of the Board.</p> <p>The Board Risk Oversight Committee is composed of the following individuals: Atty. Anna Marie V. Pagsibigan (Independent Director) - Chairman Atty. Garth C. Castaneda (Independent Director) - Member Eduardo T. Aguilar - Member</p>
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	COMPLIANT	<p>The Board Risk Oversight Committee is composed of three individuals, two of whom are the Company's two Independent Directors. Independent Director Atty. Ana Marie V. Pagsibigan, who is the Chairman of the Board Risk Oversight Committee, is also the Chairman of the Audit Committee. The Company believes there is substantial compliance to the requirement because the Chairman of the Committee is an independent director. Furthermore, majority of the committee (2 out of 3) are independent directors.</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	NON-COMPLIANT	The Chairman of the Board Risk Oversight Committee, Anna Marie V. Pagsibigan, is also the Chairman of the Audit Committee.	The Company believes there is substantial compliance to the requirement because the Chairman of the Committee is an independent director. Furthermore, 2 out of 4 members are independent directors. We note that considering the size of the Board of directors, there are only 2 independent directors and as such an independent director being appointed as Chairperson of more than one Board committee is unavoidable.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	COMPLIANT	The members of the Board Risk Oversight Committee have thorough knowledge and relevant experience on risk and risk management. Please refer to background of the Board provided in response to Recommendation 1.1	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	COMPLIANT	Please refer to the results of the 2022 Annual Meeting which identify the members of the RPT Committee: https://edge.pse.com.ph/openDiscViewer.do?edge_no=882c0400026768dc3470cea4b051ca8f	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	COMPLIANT	The Board has established an RPT Committee, composed of the following individuals: Garth C. Castaneda (Independent Director) - Chairman Anna Marie V. Pagsibigan (Independent Director) - Member Frances Rosalie T. Coloma - Member All members of the RPT Committee are non-executive directors, and RPT Committee Chairperson Garth C. Castaneda is an Independent Director.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

COMPLIANT/
NON-
COMPLIANT

ADDITIONAL INFORMATION

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

Recommendation 4.1

1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.

COMPLIANT

To show full commitment to the Corporation, 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. The directors should 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 Securities and Exchange Commission ("SEC"), except when justifiable causes, such as, illness, death in the immediate family, and serious accidents, prevent them from doing so. In Board and Committee meetings, the directors should review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT	Independent directors should always attend Board meetings. Unless otherwise provided in the by-laws, their absence shall not affect the quorum requirement. However, the Board may, to promote transparency, require the presence of at least one independent director in all its meetings.
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	<p>The absence of a director in more than fifty percent (50%) of all regular and special meetings of the Board during his incumbency is a ground for disqualification in the succeeding election, unless the absence is due to illness, death in the immediate family, serious accident or other unforeseen or fortuitous events.</p> <p>(Item#3Diii. Revised Manual on Corporate Governance, as of May 31, 2017.)</p> <p>Board meeting attendance for the year 2021-2022 is summarized in the PSE Report/Circular No. CR03728-2023 Information Statement. The report can be viewed or downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Recommendation 4.2		
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	COMPLIANT	Please refer to the background of directors in our responses to Recommendation 1.1.
Recommendation 4.3		
1. The directors notify the company's board before accepting a directorship in another company.	COMPLIANT	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Optional: Principle 4		
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	COMPLIANT	Ms. Maribeth C. Tolentino, the Company's President, does not serve in the Board of another listed Company.
2. Company schedules board of directors' meetings before the start of the financial year.	COMPLIANT	To the extent possible, the Company schedules the regular meetings before the start of the financial year. The schedule of regular meetings is without prejudice to calling Special meetings of the Board as the need arises.
3. Board of directors meet at least six times during the year.	COMPLIANT	The Board met a total of six (6) times during the year. Board meeting attendance for the year is summarized in the PSE Report/Circular No. CR03728-2023 - Information Statement, dated *. The report can be viewed or downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)
4. Company requires as minimum quorum of at least 2/3 for board decisions.	NON-COMPLIANT	The Company complies with the provisions of its By-laws and the Revised Corporation Code which provide that a majority of the Board constitutes a quorum to transact business. Furthermore, considering that there are only 7 board seats, requiring 2/3 of the Board for quorum purposes is not practicable.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	NON- COMPLIANT		<p>The Securities Regulation Code only requires at least two (2) independent directors. The Company believes compliance with the statutory requirement is sufficient and appropriate given the size and operations of the Company.</p> <p>The Company currently has two (2) independent directors, consistent with the Implementing Rules and Regulations of the Securities Regulation Code and the Company’s By-Laws.</p> <p>In the event the requirement to maintain at least 3 independent directors becomes required under applicable law or regulation, the Company will promptly comply with the requirement.</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Recommendation 5.2		
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	COMPLIANT	Please refer to the background of directors in our responses to Recommendation 1.1.
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	As of the date of this disclosure, the Company is not aware of shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.
Recommendation 5.3		
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	COMPLIANT	Atty. Ana Marie Pagsibigan and Atty. Garth Castaneda, the Company's independent directors, have served as independent directors for only seven (7) years beginning from the listing of the Company. Attys. Pagsibigan and Castaneda are within the prescribed maximum limit of cumulative terms and remain qualified to serve as independent directors.
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	COMPLIANT	The company will comply with SEC Memorandum Circular No. 4 once the directors meet the term limit of 9 years.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	COMPLIANT	<p>All current directors are within their term limits.</p> <p>There has been no instance when the Board retained an independent director after the term limit of nine years.</p>	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	COMPLIANT	<p>Manuel B. Villar, Jr. - Director, Chairman of the Board</p> <p>Maribeth C. Tolentino - Director and President</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	<p>Please refer to Item #2 of the Company's Revised Manual on Corporate Governance. The report can be viewed or downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)</p> <p>The Chairman and CEO are not related and act independently.</p>	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Not Applicable	The Chairman of the Board is not an Independent Director. Although a lead director has not been appointed, the Company believes the current independent directors' participation in the Board foster the effective performance of their functions as independent directors of the Company.	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Not Applicable	No such case occurred within the year.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
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.	NON-COMPLIANT		The Company believes the participation of the independent directors in the Audit Committee, who compose a majority thereof, is sufficient for internal control, oversight, and governance purposes taking into consideration the Company's current business and operations.
2. The meetings are chaired by the lead independent director.	NON-COMPLIANT		The Company has not appointed a lead independent director. While the Audit Committee of the Company is not chaired by a lead independent director, it is nonetheless chaired by an independent director and the Company believes the participation of the independent directors in the Audit Committee, which compose a majority thereof, allow for their effective participation and foster the effective performance of their functions as independent directors.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	COMPLIANT	Maribeth C. Tolentino is the President of the company within the past two years. She served as director during her tenure as President.	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	COMPLIANT	The Board shall conduct an annual self-assessment of its performance, including the performance of the Chairperson, individual members, and committees. Every three (3) years, the assessment shall be supported by an external facilitator.	
2. The Chairman conducts a self-assessment of his performance.	COMPLIANT		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
3. The individual members conduct a self-assessment of their performance.	COMPLIANT	(Item#5. Revised Manual on Corporate Governance, as of May 31, 2017. The report can be viewed or downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)	
4. Each committee conducts a self-assessment of its performance.	COMPLIANT		
5. Every three years, the assessments are supported by an external facilitator.	NON- COMPLIANT		The Company believes that its current internal assessments and review are sufficient taking into consideration the Company's size and current business and operations.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
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	The Board currently evaluates its performance on a case to case basis. Shareholders are given the opportunity to provide feedback, raise questions, and discuss matters with management and the Board during the Company's annual meetings.	
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT		
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	COMPLIANT	Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders. The Board shall adopt a Code of Business Conduct and Ethics, which shall provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings. The Code shall be properly disseminated to the Board, Senior Management, and employees. It shall also be disclosed and made available to the public through the Corporation’s website.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT	The code can be viewed or downloaded via the Company Website (https://www.goldenhaven.com.ph/corporate/)	
3. The Code is disclosed and made available to the public through the company website.	COMPLIANT		
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	COMPLIANT	Please refer to the Company's Code of Business & Conduct Ethics in the website: https://www.goldenhaven.com.ph/corporate/	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	Please refer to the Company's Code of Business & Conduct Ethics in the website: https://www.goldenhaven.com.ph/corporate/	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	COMPLIANT		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

COMPLIANT/
NON-
COMPLIANT

ADDITIONAL INFORMATION

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

The Company and its Investor Relations Office endeavors to submit, file, and disclose to the SEC and the PSE in a timely manner.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION				
Supplement to Recommendations 8.1						
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	NON- COMPLIANT	The Company disclosed all its Quarterly and Annual Reports along with its Financial Statements in a timely manner. All aforementioned reports and their submission dates may be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)			The Company generally complies with the prescribed reporting periods, with minor deviations due to revisions made in coordination with the SEC and/or PSE as applicable.	
		Report	Period Covering	Date Filed		# of Days
		FY 2021	12/31/2021	5/17/2022		137
		1Q 2022	3/31/2022	5/23/2022		53
		2Q 2022	6/30/2022	8/15/2022		46
		3Q 2022	9/30/2022	11/15/2022		46
		FY 2022	12/31/2022	5/17/2023		137
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.	COMPLIANT	Please refer to the Company’s Annual Report SEC Form 17-A, dated May 17, 2023 (PSE Circular/Report No. CR03570-2023), which can be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)				
Recommendation 8.2						

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
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	Please refer to the Company's conflict of interest policy: https://www.goldenhaven.com.ph/corporate/	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
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	The Company has informed the Board of the reporting requirements to the SEC and PSE in connection with any dealings in the Company's shares.	
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>The Company regularly discloses the shareholdings of the Company's directors and officers through a Public Ownership Report filed monthly with the PSE and a Top 100 report filed Quarterly with the PSE.</p> <p>Outlined below are the shareholdings of the Company's Directors and Officer:</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

		COMPLIANT/ NON- COMPLIANT				ADDITIONAL INFORMATION	
		Title of Class	Name	Amount/ Nature of Ownership	Percent		
		Common	Manuel B. Villar, Jr.	570,803,055/ Indirect	88.62%		
		Common	Maribeth C. Tolentino	2,835,000/ Indirect	0.44%		
		Common	Frances Rosalie T. Coloma	100/ Indirect	0%		
		Common	Eduardo T. Aguilar	100/ Indirect	0%		
		Common	Camille A. Villar	333,700/ Indirect	0.05%		
		Common	Ana Marie V. Pagsibigan	1/ Indirect	0%		
		Common	Garth F. Castañeda	1/ Indirect	0%		
		N/A	Gemma M. Santos	N/A	N/A		
		N/A	Ma. Nalen SJ. Rosero	N/A	N/A		
		N/A	Miles M. Teretit	N/A	N/A		
		N/A	Estrellita S. Tan	N/A	N/A		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
		The company's most current Conglomerate Map may be viewed in the Company's Annual Report (PSE Circular/Report No. CR03570-2023), dated May 17, 2023. The report may be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)	
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	The Board regularly discloses material information regarding its members. Their experience and qualifications are enumerated in Recommendation 1.1, as referenced from the Company's most recent Annual Report, dated May 17, 2023 (PSE Circular/Report No. CR03570-2023). The report may be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)	
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	The Board regularly discloses material information regarding its key executives and can be viewed in the Company's most recent Annual Report, May 17, 2023 (PSE Circular/Report No. CR03570-2023). The report may be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Recommendation 8.4		
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	COMPLIANT	The levels of remuneration of the Corporation should be sufficient to be able to attract and retain the services of qualified and competent directors and officers. A portion of the remuneration of executive directors may be structured or be based on corporate and individual performance.
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>The Corporation shall establish formal and transparent procedures for the development of a policy on executive remuneration or determination of remuneration levels for individual directors and officers depending on the needs of the Corporation. The Board should align the remuneration of key officers and Board members with the long-term interests of the Corporation. In doing so, it should formulate and adopt a policy specifying the relationship between remuneration and performance.</p> <p>(Item#2G. Revised Manual on Corporate Governance, as of May 31, 2017. For more details on the Company's Policies on the matter, the Company's Revised Manual on Corporate Governance and the Company's latest Annual Report may be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION																																																																				
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	COMPLIANT	<p><u>Executive Compensation</u></p> <p>The compensation for its executive officers for the years 2020, 2021 (actual), and 2022 (projected) are shown below:</p> <table><tr><th colspan="2">Name and Principal Position</th><th>Year</th><th>Salary</th><th>Bonus</th><th>Others</th></tr><tr><td>Mannel B. Villar, Jr.</td><td>Chairman</td><td></td><td></td><td></td><td></td></tr><tr><td>Maribeth C. Tolentino</td><td>President of Golden MV Holdings, Inc.</td><td></td><td></td><td></td><td></td></tr><tr><td>Ednardo T. Aguilar</td><td>Operations Head of Bria Homes, Inc.</td><td></td><td></td><td></td><td></td></tr><tr><td>Estrellita S. Tan</td><td>Chief Financial Officer / Chief Information Officer / Treasurer / Investor Relations /</td><td></td><td></td><td></td><td></td></tr><tr><td>Miles M. Teretit</td><td>Compliance Officer</td><td></td><td></td><td></td><td></td></tr><tr><td colspan="2" rowspan="3">Aggregate executive compensation for above named officers</td><td>Actual 2021</td><td>₱32.85M</td><td>₱3.65M</td><td>None</td></tr><tr><td>Actual 2022</td><td>₱26.7M</td><td>₱10.1M</td><td>None</td></tr><tr><td>Projected 2023</td><td>₱27.5M</td><td>₱3.5M</td><td>None</td></tr><tr><td colspan="2" rowspan="3">Aggregate executive compensation of all other officers and directors, unnamed</td><td>Actual 2021</td><td>₱23.66M</td><td>₱3.59M</td><td>None</td></tr><tr><td>Actual 2022</td><td>₱21.1M</td><td>₱9.7M</td><td>None</td></tr><tr><td>Projected 2023</td><td>₱21.8M</td><td>₱3.3M</td><td>None</td></tr></table>					Name and Principal Position		Year	Salary	Bonus	Others	Mannel B. Villar, Jr.	Chairman					Maribeth C. Tolentino	President of Golden MV Holdings, Inc.					Ednardo T. Aguilar	Operations Head of Bria Homes, Inc.					Estrellita S. Tan	Chief Financial Officer / Chief Information Officer / Treasurer / Investor Relations /					Miles M. Teretit	Compliance Officer					Aggregate executive compensation for above named officers		Actual 2021	₱32.85M	₱3.65M	None	Actual 2022	₱26.7M	₱10.1M	None	Projected 2023	₱27.5M	₱3.5M	None	Aggregate executive compensation of all other officers and directors, unnamed		Actual 2021	₱23.66M	₱3.59M	None	Actual 2022	₱21.1M	₱9.7M	None	Projected 2023	₱21.8M	₱3.3M	None
Name and Principal Position		Year	Salary	Bonus	Others																																																																	
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INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Recommendation 8.5		
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	COMPLIANT	<p>There was no such transaction or conflicts of interest occurring within the year.</p> <p>For more details on the Company's Policies on the matter, the Company's Revised Manual on Corporate Governance and the Company's latest Annual Report may be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)</p>
2. Company discloses material or significant RPTs reviewed and approved during the year.	COMPLIANT	<p>All significant transactions of the Company in the normal course of business with its Related Parties are disclosed on a Quarterly basis. Related Party Transactions from the year ending December 31, 2022 are outlined in the Notes to Audited Financial Statements of the Company, disclosed in its Annual Report dated May 17, 2023 (PSE Circular/Report No. CR03570-2023).</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	COMPLIANT	Please refer to the Company's conflict of interest policy: https://www.goldenhaven.com.ph/corporate/	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	COMPLIANT	Please refer to the Company's latest Annual Report SEC Form 17-A specifically on the Notes to Financial Statements on Related Party Transactions. The document may be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
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>Any acquisition or disposal of significant assets not in the ordinary course of business will be disclosed in the audited financial statements of the Company and through current reports filed with the SEC and disclosed to the PSE.</p> <p>Company disclosures may be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)</p>
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	COMPLIANT	In appropriate cases particularly when required by applicable regulations, the Company engages an accredited independent appraiser/ asset valuer to evaluate and render an opinion on the fairness of the transaction price/valuation with respect to certain acquisitions or disposal of assets.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Supplement to Recommendation 8.6		
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	COMPLIANT	Please refer to the Company's Latest Information Statement, which can be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)
Recommendation 8.7		
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	The Company's Manual on Corporate Governance maybe viewed and/or downloaded via the following channels: Company Website https://www.goldenhaven.com.ph/corporate/
2. Company's MCG is submitted to the SEC and PSE.	COMPLIANT	PSE Edge Website Company Circular/Report No. CR04176-2017 https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=661
3. Company's MCG is posted on its company website.	COMPLIANT	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Supplement to Recommendation 8.7		
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Not Applicable	No changes or amendments on the Corporate Governance Practices from the previously submitted Manual on Corporate Governance.
Optional: Principle 8		
1. Does the company's Annual Report disclose the following information:	COMPLIANT	Please refer to the Company's Annual Report SEC Form 17-A, dated May 17, 2023 (PSE Circular/Report No. CR03570-2023), which can be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)
a. Corporate Objectives	COMPLIANT	
b. Financial performance indicators	COMPLIANT	
c. Non-financial performance indicators	COMPLIANT	
d. Dividend Policy	COMPLIANT	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	COMPLIANT	Please refer to the Company's Annual Report SEC Form 17-A, dated May 17, 2023 (PSE Circular/Report No. CR03570-2023), which can be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
f. Attendance details of each director in all directors meetings held during the year	COMPLIANT		
g. Total remuneration of each member of the board of directors	COMPLIANT		
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	COMPLIANT	Please refer to the Company's Annual Report SEC Form 17-A, dated May 17, 2023 (PSE Circular/Report No. CR03570-2023), which can be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)	
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	Please refer to the Company's Annual Report SEC Form 17-A, dated May 17, 2023 (PSE Circular/Report No. CR03570-2023), which can be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
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	Please refer to the Company's Annual Report SEC Form 17-A, dated May 17, 2023 (PSE Circular/Report No. CR03570-2023), which can be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	COMPLIANT	Please refer to the Company's Annual Report SEC Form 17-A, dated May 17, 2023 (PSE Circular/Report No. CR03570-2023), which can be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
<p>Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.</p>		
<p>Recommendation 9.1</p>		
<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	COMPLIANT	<p>The Corporation shall 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.</p> <p>The Audit Committee shall have a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditor. The appointment, reappointment, removal, and fees of the external auditor should be recommended by the Audit Committee, approved by the Board and ratified by the shareholders. For removal of the external auditor, the reasons for removal or change should be disclosed to the regulators and the public through the company website and required disclosures.</p>
<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	COMPLIANT	<p>The Audit Committee Charter shall include the Audit Committee's responsibility on assessing the integrity and independence of external auditors and exercising effective oversight to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. The Charter shall also contain the Audit Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
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.	Not applicable		
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	COMPLIANT	<p>The Corporation's external auditor shall be rotated or the handling partner shall be changed every five (5) years or earlier.</p> <p>(Item#9. Revised Manual on Corporate Governance, as of May 31, 2017.)</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Recommendation 9.2		
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <p>i. assessing the integrity and independence of external auditors;</p> <p>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</p> <p>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p>	COMPLIANT	<p>Please refer to the Company's Audit Committee Charter which can be viewed and downloaded via the Company Website (https://www.goldenhaven.com.ph/corporate/)</p>

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	COMPLIANT	Please refer to the Company's Audit Committee Charter which can be viewed and downloaded via the Company Website (https://www.goldenhaven.com.ph/corporate/)	
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	COMPLIANT	Please refer to the Company's Audit Committee Charter which can be viewed and downloaded via the Company Website (https://www.goldenhaven.com.ph/corporate/)	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	COMPLIANT	Please refer to the Company's Audit Committee Charter which can be viewed and downloaded via the Company Website (https://www.goldenhaven.com.ph/corporate/)	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Recommendation 9.3		
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	COMPLIANT	Please refer to the Company's Audit Committee Charter which can be viewed and downloaded via the Company Website (https://www.goldenhaven.com.ph/corporate/)
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	COMPLIANT	The Corporation shall disclose the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest. The Audit Committee should be alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity. (Item#10. Revised Manual on Corporate Governance, as of May 31, 2017. The full report can be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION															
Supplement to Recommendation 9.3																	
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	COMPLIANT	<p>The following table sets out the aggregate fees billed for each of the last two years for professional services rendered by External Auditor Punongbayan & Araullo:</p> <p>(Page 54, Golden MV Holdings Annual Report, dated May 17, 2023)</p> <table> <tr> <td></td><td align="right">2022*</td><td align="right">2021*</td></tr> <tr> <td>Audit-Related Fees</td><td></td><td></td></tr> <tr> <td>Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements</td><td align="right">PHP 2,425,000</td><td align="right">PHP 2,250,000</td></tr> <tr> <td>All other fees</td><td align="right">PHP 0</td><td align="right">PHP 0</td></tr> <tr> <td>TOTAL</td><td align="right">PHP 2,425,000</td><td align="right">PHP 2,250,000</td></tr> </table> <p>*Consolidated audit fees of the parent and the subsidiary</p>		2022*	2021*	Audit-Related Fees			Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements	PHP 2,425,000	PHP 2,250,000	All other fees	PHP 0	PHP 0	TOTAL	PHP 2,425,000	PHP 2,250,000
	2022*	2021*															
Audit-Related Fees																	
Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements	PHP 2,425,000	PHP 2,250,000															
All other fees	PHP 0	PHP 0															
TOTAL	PHP 2,425,000	PHP 2,250,000															

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Additional Recommendation to Principle 9		
1. Company's external auditor is duly accredited by the SEC under Group A category.	COMPLIANT	<p>Name of External Auditor: James Joseph Benjamin J. Araullo</p> <p>CPA Reg. No. 0111202</p> <p>PTR No. 9566625, Jan 3, 2023, Makati City</p> <p>SEC Group A Accreditation</p> <p>Partner No. 111202-SEC (until financial period 2026)</p> <p>Firm No. 0002 (Until December 31, 2024)</p> <p>BIR AN 08-002511-039-2021 (Until November 9, 2024)</p> <p>Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)</p>
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	COMPLIANT	The company's External Auditor has agreed to be subjected to the SOAR Inspection Program conducted the SEC's OGA.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.		
Recommendation 10.1		
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	COMPLIANT	<p>The Corporation shall ensure that the material and reportable non-financial and sustainability issues are disclosed.</p> <p>The Board shall have 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. The Corporation shall adopt a globally recognized standard/framework in reporting sustainability and non- financial issues.</p> <p>(Item#11. Revised Manual on Corporate Governance, as of May 31, 2017.) For more details, the full report can be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)</p>
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	COMPLIANT	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
<p>Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.</p>		
<p>Recommendation 11.1</p>		
<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>	COMPLIANT	<p>The company provides the following channels for communicating with its investors and the public:</p> <ul style="list-style-type: none"> - Annual Reports, including the company's Audited Financial Statement - Quarterly Reports, including Quarterly Unaudited Financial Statements - Annual Shareholders' Meetings, held every 15th July. - Company Website: https://www.goldenhaven.com.ph/ - PSE Website: http://edge.pse.com.ph/

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	COMPLIANT	You may visit the company website at: https://www.goldenhaven.com.ph/corporate/	
a. Financial statements/reports (latest quarterly)	COMPLIANT		
b. Materials provided in briefings to analysts and media	COMPLIANT		
c. Downloadable annual report	COMPLIANT		
d. Notice of ASM and/or SSM	COMPLIANT		
e. Minutes of ASM and/or SSM	COMPLIANT		
f. Company’s Articles of Incorporation and By-Laws	COMPLIANT		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Additional Recommendation to Principle 11		
1. Company complies with SEC-prescribed website template.	COMPLIANT	The company website complies with the SEC-prescribed template.
Internal Control System and Risk Management Framework		
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.		
Recommendation 12.1		
1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	The Company has a dedicated Internal Audit Department that reports to the Audit Committee. The Charter can be viewed and downloaded via the Company Website (https://www.goldenhaven.com.ph/corporate/)
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	COMPLIANT	Please refer to Item#13. Revised Manual on Corporate Governance, as of May 31, 2017. The list of Key Risks the company is currently facing and how they are managed is disclosed on the Company's Annual Report SEC Form 17-A, dated May 17, 2023 (PSE Circular/Report No. CR03570-2023). For more details, the full report can be viewed and downloaded via the PSE Edge Website (edge.pse.com.ph) or the Company Website (https://www.goldenhaven.com.ph/corporate/)

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Supplement to Recommendations 12.1		
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	COMPLIANT	The Compliance Officer monitors, supervises, and reviews compliance by the Company and its employees with relevant laws and regulations. Currently, relevant employees involved in regulatory compliance receive training and advise from internal and external advisors.
Optional: Recommendation 12.1		
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	COMPLIANT	The Company has a dedicated Information Technology Department.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
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 internal audit function is in-house.</p> <p>The Corporation shall have in place an independent internal audit function which shall be performed by an Internal Auditor or a group of Internal Auditors, through which its Board, senior management, and stockholders shall be provided with reasonable assurance that its key organizational and procedural controls are effective, appropriate, and complied with.</p>
Recommendation 12.3		
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	COMPLIANT	<p>The Company's Chief Audit Executive is Ms. Caren Kaye B. Adolfo.</p> <p>Caren Kay B. Adolfo, Chief Audit Executive. She is a Certified Public Accountant, graduated from Pamantasan ng Lungsod ng Maynila with a Bachelor's degree in Accountancy. She joined Vistaland and Lifescapes, Inc in 2007 and currently serves as Tax Senior Manager. She graduated Jurist Doctor from Philippine Christian University and was recently admitted as a member of the Philippine Bar on May 2022.</p>
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	COMPLIANT	<p>As CAE, Ms. Adolfo oversees the internal audit activity of the Company. Currently, we do not outsource any internal audit function to a third party service provider.</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Not Applicable	The internal audit function is in-house.	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	Please refer to the Company's Entrprise Risk Management policies: https://www.goldenhaven.com.ph/corporate/	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Not Applicable	The Company currently uses internal expertise and has not used external technical support during the year.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	NOT COMPLIANT	Currently, the Company does not have a Chief Risk Officer.	The Company believes that even without a Chief Risk Officer, it is substantially compliant with the requirement to have a champion of ERM through the Board Risk Oversight Committee. Furthermore, the Company believes the appointment of a Chief Risk Officer is not yet warranted by the Company's current size and operations.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	NOT COMPLIANT		
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	COMPLIANT	Please refer to the Statement of Management Responsibility in the Company's 2022 Audited Financial Statements: https://edge.pse.com.ph/openDiscViewer.do?edge_no=867d2f9bb7b797949e4dc6f6c9b65995	

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	NOT COMPLIANT	Currently, the Company does not have a Chief Risk Officer.	The Company believes that even without a Chief Risk Officer, it is substantially compliant with the requirement to have a champion of ERM through the Board Risk Oversight Committee. Furthermore, the Company believes the appointment of a Chief Risk Officer is not yet warranted by the Company's current size and operations.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	NOT COMPLIANT		
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	COMPLIANT	Please refer to the Statement of Management Responsibility in the Company's 2022 Audited Financial Statements: https://edge.pse.com.ph/openDiscViewer.do?edge_no=867d2f9bb7b797949e4dc6f6c9b65995	

ADDITIONAL INFORMATION

Recommendation 12.5

1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	NOT COMPLIANT	Currently, the Company does not have a Chief Risk Officer.	The Company believes that even without a Chief Risk Officer, it is substantially compliant with the requirement to have a champion of ERM through the Board Risk Oversight Committee. Furthermore, the Company believes the appointment of a Chief Risk Officer is not yet warranted by the Company's current size and operations.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	NOT COMPLIANT		

Currently, the Company does not have a Chief Risk Officer.

The Company believes that even without a Chief Risk Officer, it is substantially compliant with the requirement to have a champion of ERM through the Board Risk Oversight Committee. Furthermore, the Company believes the appointment of a Chief Risk Officer is not yet warranted by the Company's current size and operations.

Additional Recommendation to Principle 12

<p>1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.</p>	<p>COMPLIANT</p>	<p>Please refer to the Statement of Management Responsibility in the Company's 2022 Audited Financial Statements: https://edge.pse.com.ph/openDiscViewer.do?edge_no=867d2f9bb7b797949e4dc6f6c9b65995</p>	
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Please refer to the Statement of Management Responsibility in the Company's 2022 Audited Financial Statements: https://edge.pse.com.ph/openDiscViewer.do?edge_no=867d2f9bb7b797949e4dc6f6c9b65995

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	The company's shareholder's rights are disclosed in the Revised Manual on Corporate Governance, which can be viewed or downloaded via the PSE Edge Website (edge.pse.com.ph) or through the Company's Website (https://www.goldenhaven.com.ph/corporate/)	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT		
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	COMPLIANT	The Corporation should treat all shareholders fairly and equitably, and also recognize, protect, and facilitate the exercise of their rights, as provided for in the Corporation Code, namely: (i) Right to vote on all matters that require their consent or Approval	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	COMPLIANT	(a) Shareholders shall have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code. (b) Cumulative voting shall be used in the election of directors. (c) A director shall not be removed without cause if it will deny minority shareholders representation in the Board.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
3. Board has an effective, secure, and efficient voting system.	COMPLIANT	Voting is done through the Company's secure online voting facility in the virtual/remote communication meeting system of the Company. Shareholders may also cast their votes by sending proxies to the Corporate Secretary.	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	COMPLIANT	Whenever applicable, the Company follows the PSE and SEC rules on securing majority of minority approvals for relevant matters.	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	COMPLIANT	<p>The minority shareholders shall be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.</p> <p>The minority shareholders shall have access to any and all information relating to matters for which the management is accountable for and to those relating to matters for which the management shall include such information and, if not included, then the minority shareholders shall be allowed to propose to include such matters in the agenda of stockholders' meeting, being within the definition of "legitimate purposes".</p> <p>Pursuant to Section 49 of the Corporation Code, stockholders may propose the holding of a special meeting and items to be included in the agenda. Shareholders who, alone or together with other shareholders, hold at least 5.0% of the outstanding capital stock of a publicly listed company have the right to include items on the agenda prior to the regular/special stockholders' meeting. Moreover, shareholders of a publicly listed company holding at least 10.0% or more of the outstanding capital stock may call for a special stockholders' meeting, subject to the guidelines set under Section 49 of the Revised Philippine Corporation Code, SEC Memorandum Circular No. 7 (series of 2021) ("SEC Circular No. 7"), and other relevant regulations. The shareholders calling for the special stockholders' meeting must have held the shares for a period of at least one year prior to the receipt by the Corporate Secretary of a written call for a special stockholders' meeting.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	COMPLIANT		
7. Company has a transparent and specific dividend policy.	COMPLIANT	<p>Please refer to the Dividend Policy Section of the Company's Annual Report SEC Form 17-A for the disclosed Dividend Policies. The report can be viewed or downloaded via the PSE Edge Website (edge.pse.com.ph) or through the Company's Website (https://www.goldenhaven.com.ph/corporate/)</p> <p>As of December 31, 2022, the Company has not defined a minimum percentage of net earnings to be distributed to its common shareholders. Dividends may be declared only from the Company's unrestricted retained earnings, except when, among others: (i) justified by definite corporate expansion, or (ii) when the Company is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its consent, and such consent has not been secured, or (iii) when it can be clearly shown that the retention of earnings is necessary under special circumstances obtaining in the Company, its assets and operations, such as when there is a need for special reserves for probable contingencies.</p> <p>(Page 40, Golden MV Holdings Annual Report, dated May 17, 2023.)</p>	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	COMPLIANT	UnionBank of the Philippines (UBP), our stock and transfer agent, counted/validated the votes for the last Annual Shareholders Meeting.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
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>Notice of meetings and Information statements for the company's annual or special stockholder's meetings are sent at least 28 days before the date of meeting.</p> <p>The upcoming 2023 Annual Stockholder's Meeting to be held on July 17, 2023 has the following agenda disclosed to the SEC and the PSE:</p> <ol style="list-style-type: none"> 1. Call to order 2. Certification of notice and quorum 3. Approval of the minutes of the annual stockholders' meeting held on July 15, 2022 4. Presentation of the President's Report, Management Report and Financial Statements for the year 2022 5. Ratification of all acts and resolutions of the Board of Directors and Management from the date of the last annual stockholders' meeting until the date of this meeting 6. Election of the members of the Board of Directors, including the Independent Directors, for the year 2023 7. Appointment of External Auditors 8. Adjournment <p>(https://edge.pse.com.ph/openDiscViewer.do?edge_no=439158d7e616e9559e4dc6f6c9b65995)</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Supplemental to Recommendation 13.2			
1. Company’s Notice of Annual Stockholders’ Meeting contains the following information:	COMPLIANT		
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	COMPLIANT	Please refer to the Company's 2023 Preliminary Information Statement: (https://edge.pse.com.ph/openDiscViewer.do?edge_no=439158d7e616e9559e4dc6f6c9b65995)	
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		Please refer to Annex A of the Company's 2023 Preliminary Information Statement: (https://edge.pse.com.ph/openDiscViewer.do?edge_no=439158d7e616e9559e4dc6f6c9b65995)	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	COMPLIANT	Please refer to the minutes of the latest Annual Shareholder's Meeting. The report may be viewed or downloaded via the PSE Edge Website (edge.pse.com.ph) or through the Company's Website (https://www.goldenhaven.com.ph/corporate/).	
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	Minutes are uploaded to the Company's website within 1 to 2 business days from the date of the annual meeting.	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	COMPLIANT	The External Auditor was present in the Annual and Special Stockholder's Meetings held in 2022.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Recommendation 13.4		
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	COMPLIANT	Please refer to the Company's Revised Manual on Corporate Governance and latest Information Statement. The reports may be viewed or downloaded via the PSE Edge Website (edge.pse.com.ph) or through the Company's Website (https://www.goldenhaven.com.ph/corporate/)
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	COMPLIANT	Please refer to the section on Stockholders' Rights and Protection of Minority Stockholders' Interests in the Company's Manual on Corporate Governance. The report may be viewed or downloaded via the PSE Edge Website (edge.pse.com.ph) or through the Company's Website (https://www.goldenhaven.com.ph/corporate/)
Recommendation 13.5		
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	COMPLIANT	<p>The Company has an Investor Relations Office headed by an Investor Relations Officer.</p> <p>ESTRELLITA S. TAN, Chief Financial Officer, Chief Information Officer, Treasurer, Investor Relations Officer, is a Certified Public Accountant and graduated with distinction from the Philippine School of Business Administration with a degree in Bachelor of Science in Business Administration Major in Accounting. She is also a licensed Real Estate Broker and has completed a Management Development Program at the Vista Center for Professional development. She previously served as the President and Chief Operating Officer of Prima Casa Land and Houses, Inc., an affiliate of Vista Land & Lifescapes, Inc. from 2013 to 2020.</p> <p>Investor Relations Officer:</p> <p>1. Name of Person: Estrellita S. Tan</p> <p>2. Telephone number: 8873-2922</p> <p>3. Fax number: 8873-2543</p> <p>4. E-mail address: ir@goldenhaven.com.ph</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
2. IRO is present at every shareholder's meeting.	COMPLIANT	The Company's Investor Relations Officer was present at every shareholder's meeting.	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	COMPLIANT	The Board of Directors are nominated and elected in accordance with the procedures set forth by the Nominations Committee. The directors are elected annually and only serve a term of one year, or until successors have been elected and qualified.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	NON- COMPLIANT	The company's Public Float is at 10.89% as of April 30, 2023.	Under the PSE's Amended Minimum Public Ownership Rule, minimum public float requirement that applies to the Company is 10%.
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	COMPLIANT	The Company has a dedicated Investor Relations Group that engages with the Company's shareholders, beyond the Annual Stockholder's Meeting.	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	COMPLIANT	The Company will use secure electronic voting in absentia for the 2023 Annual Stockholders' Meeting.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
Duties to Stakeholders		
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.		
Recommendation 14.1		
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	Please refer to the Company's Sustainability policies in the website: https://www.goldenhaven.com.ph/corporate/
Recommendation 14.2		
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	COMPLIANT	Please refer to the Company's Sustainability policies in the website: https://www.goldenhaven.com.ph/corporate/

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION
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	<p>The Company has multiple stakeholder engagement touchpoints, including but not limited to the Investor Relations Office, the Customer Relations Office, the Corporate Communications Group, and the Office of the Corporate Secretary.</p> <p>For any queries, or concerns regarding possible violation of their rights, stakeholders may get in touch with:</p> <p>Ms. Estrellita S. Tan 8873-2922 ir@goldenhaven.com.ph</p>
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>As a Company policy, the Company endeavors that disputes with any key stakeholders is settled amicably.</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	COMPLIANT	The Company did not make any requests for exemption from the application of a law, rule or regulation specially on corporate governance issues.	
2. Company respects intellectual property rights.	COMPLIANT	The Company operates with respect to Intellectual Property rights and has not been subject to any issue regarding intellectual property.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	COMPLIANT	The Company directly engages its customers with respect to concerns they may have with the company and our products and services. Any issues are addressed on a case to case basis and reported to management.	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	COMPLIANT	Please refer to the Company's sustainability report on page 74 of the 2022 Annual Report: https://www.goldenhaven.com.ph/wp-content/uploads/2023/05/HVN_2022_Annual_Report.pdf	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	COMPLIANT	The company has policies, programs and procedures in place to encourage active participation of employees. Please refer to the Company's policies and Code of Business and Conduct Ethics in its website: https://www.goldenhaven.com.ph/corporate/	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	COMPLIANT	The Company ensures that the levels of remuneration of the Corporation should be sufficient to be able to attract and retain the services of qualified and competent employees. The Compensation and Remuneration Committee of the Board reviews and makes recommendations on the remuneration and performance of the Company's employees and officers. Adjustments in compensation are evaluated based on performance evaluation, and upon recommendation of the committee is then presented to the Board for comment and approval	
2. Company has policies and practices on health, safety and welfare of its employees.	COMPLIANT	Please refer to the Company's Policy and Data Relating to Health, Safety and Welfare of Employees, including company sponsored trainings in the website: https://www.goldenhaven.com.ph/corporate/	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
3. Company has policies and practices on training and development of its employees.	COMPLIANT	Please refer to the Company's Policy and Data Relating to Health, Safety and Welfare of Employees, including company sponsored trainings in the website: https://www.goldenhaven.com.ph/corporate/	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	COMPLIANT	Please refer to the Company's Code of Business and Conduct Ethics in the website: https://www.goldenhaven.com.ph/corporate/	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.		The company has a policy that supports transparency, which allows employees to communicate ideas and disclose any grievances openly to management. The Company conducts briefings and yearly corporate values discussion, and discussion of performance evaluation for all employees.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	COMPLIANT	Please refer to the Company's Code of Business and Conduct Ethics in the website: https://www.goldenhaven.com.ph/corporate/	
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 has a policy that supports transparency, which allows employees to communicate ideas and disclose any grievances openly to management. The Company conducts briefings and yearly corporate values discussion, and discussion of performance evaluation for all employees. The open door policy allows the Company's to communicate better to upper management without fear of retaliation.	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	COMPLIANT		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	Please refer to the Company's whistle blowing policy in the website: https://www.goldenhaven.com.ph/corporate/	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	COMPLIANT	Please refer to the Company's Sustainability policy in the website (https://www.goldenhaven.com.ph/corporate/) and the Company's Sustainability Report on page 63 of the Annual Report (https://www.goldenhaven.com.ph/wp-content/uploads/2023/05/HVN_2022_Annual_Report.pdf)	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT


	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	COMPLIANT	Please refer to the Company's Sustainability policy in the website (https://www.goldenhaven.com.ph/corporate/) and the Company's Sustainability Report on page 63 of the Annual Report (https://www.goldenhaven.com.ph/wp-content/uploads/2023/05/HVN_2022_Annual_Report.pdf)	
2. Company exerts effort to interact positively with the communities in which it operates	COMPLIANT	Please refer to the Company's Sustainability policy in the website (https://www.goldenhaven.com.ph/corporate/) and the Company's Sustainability Report on page 63 of the Annual Report (https://www.goldenhaven.com.ph/wp-content/uploads/2023/05/HVN_2022_Annual_Report.pdf)	

SIGNATURES

Pursuant to the requirements of the Securities and Regulation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in

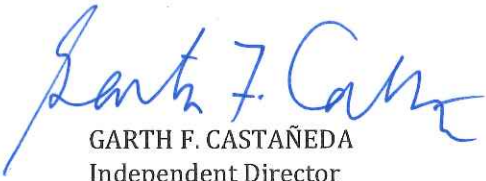
MAKATI CITY on **MAY 30 2023**.

By:


MANUEL B. VILLAR, JR.
Chairman of the Board


MARIBETH C. TOLENTINO
President


ANA MARIE V. PAGSIBIGAN
Independent Director


GARTH F. CASTAÑEDA
Independent Director


GEMMA M. SANTOS
Corporate Secretary


MILES M. TERETIT
Compliance Officer

SUBSCRIBED AND SWORN to before me this **MAY 30 2023** day of _____
at **MAKATI CITY** by the following persons:

Name	Valid ID	Date Issued
Manuel B. Villar, Jr.	PP No. P2529752B	12 July 2019, DFA Manila
Maribeth C. Tolentino	SSS ID No. 03- 7209295-3	-
Gemma M. Santos	PP No. P0067627C	14 May 2022, DFA Malolos
Ana Marie V. Pagsibigan	IBP Card Roll of Attorney's No. 42119	Pasig City
Garth F. Castaneda	PP No. P6117273B	19 January 2021, DFA NCR Northeast
Miles M. Teretit	PRC ID 0118565	10 October 2016, Manila, Philippines

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Page No. 3;
Book No. I;
Series of 2023.


TRIXIA MARIE L. VERGARA
Appointment No. M-321
Notary Public for Makati City
Until December 31, 2024
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 80584
PTR No. 9573203/Makati City/01-07-2023
IBP No. 292503/Rizal (RSM)/01-05-2023
Admitted to the bar in 2022