

ACGS Level 1 – B

B.1.1

Does the company's ordinary or common shares have one vote for one share?

RESPONSE

YES. Except as otherwise provided by law or by the certificate of incorporation or other certificates filed pursuant to the law, each stockholder of record shall be entitled at every meeting of stockholders to one vote, either in person or by proxy.

Sources:

[Amended By-Laws](#)

Article I. Stockholders, Section 7, page 2
[click to open](#)

[Latest Amended SEC Form 20-IS \("SEC Form 20-IS"\)](#)

Part I.B. Control and Compensation Information, Item 4. Voting Securities and Principal Holders Thereof, page 4, paragraph 1
[click to open](#)

B.1.2

Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website / reports/ the stock exchange/ the regulator's website)?

RESPONSE

YES. The Company publicized the voting rights attached to each class of shares through its SEC 17-A (2019 Audited Financial Statements).

SEC 17-A is reported to the Securities and Exchange Commission (SEC) and Philippines Stock Exchange (PSE). These are available in the Company website and the PSE website.

Source:

[Latest SEC Form 17-A \("SEC Form 17-A"\)](#)

Part II - Securities of the Registrant, Item 5.5. Description of Registrant's Securities, page 37
Company Website: [click to open](#)
SEC Form 17-A also downloadable at PSE Website: [click to open](#)

B.2.1

Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?

RESPONSE

YES. The Latest Notice of Annual Stockholders' Meeting (ASM) contained a detailed agenda and description of the items to be discussed and resolved during the said meeting. This agenda was followed during the ASM as shown by the Minutes of the ASM. The Minutes clearly show that each resolution made during the ASM pertains to only one item and that there was no bundling of items in one resolution.

Source:

[Notice of the Latest Annual Stockholders' Meeting \("ASM Notice"\)](#)
[click to open](#)

[Minutes of the Latest of the Annual Stockholders' Meeting \("ASM Minutes"\)](#)
[click to open](#)

B.2.2

Are the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?

RESPONSE

YES. Only the English language was used in the Latest Notice of Annual Stockholders' Meeting, which was sent to the stockholders and posted in the Company website.

Source:

[ASM Notice](#)
[click to open](#)

B.2.3

Does the notice of AGM/circulars have the following: are the profiles of directors/commissioners (at least age, academic qualification, date of appointment, experience, and directorships in other listed companies) in seeking election/re-election included?

RESPONSE

YES. The profiles of the Directors seeking re-election were clearly stated in the Latest Notice of Annual Stockholders' Meeting, which was sent to the stockholders and posted in the Company website.

Sources:

[ICTSI Website](#)

Board of Directors

[click to open](#)

[SEC Form 20-IS](#)

Item 5. Directors and Executive Officers, pages 10 to 14

[click to open](#)

[CG Report](#)

Composition of the Board, pages 12 to 14

[click to open](#)

B.2.4

Does the notice of AGM/circulars have the following details: Are the auditors seeking appointment/re-appointment clearly identified?

RESPONSE

YES. The name of the Company's principal independent external auditor was clearly identified in the Latest Notice of Annual Stockholders' Meeting, which was sent to the stockholders and posted in the Company website.

Source:

[ASM Notice](#)

The Notice clearly refers to Item 7 of the Information Statement (also known as the Latest SEC Form 20-IS)

[click to open](#)

[SEC Form 20-IS](#)

Item 7. Independent Public Accountants, pages 30-31

[click to open](#)

B.2.5

Does the notice of AGM/circulars have the following: were the proxy documents made easily available?

RESPONSE

YES. The Company provided for a Proxy Form as well as an instruction as to how to fill it up in Schedule 1 of the SEC Form 20-IS, which was posted in the Company website.

Source:

[SEC Form 20-IS](#)

Schedule 1. Proxy Form, pages 46 to 48.

[click to open](#)

B.3.1

Does the company have policies and/or rules prohibiting directors/commissioners and employees to benefit from knowledge which is not generally available to the market?

RESPONSE

YES. The Company has policies on insider trading, fair business practice, disclosure and transparency.

Sources:

[ICTSI Code of Business Conduct](#)

8. Insider Information and Securities Trading; 9. Fair Business Practices and Antitrust, pages 6 to 7

[click to open](#)

[Corporate Governance Report](#)

Insider Trading, page 21

[click to open](#)

[Corporate Governance Report](#)

Code of Business Conduct, page 27

[click to open](#)

[Revised Manual on Corporate Governance \(“CG Manual”\)](#)

VIII. Disclosure and Transparency, pages 19 to 20

[click to open](#)

B.3.2

Are the directors and commissioners required to report their dealings in company shares within 3 business days?

RESPONSE

YES. The Company's Latest Revised Manual on Corporate Governance requires Directors and Management to inform and report to the Company, through its Investor Relations Office, within three (3) business days when transacting in Company shares.

Source:

[CG Manual](#)

VIII. Disclosure and Transparency, 8.3, page 19

[click to open](#)

B.4.1

Does the company have a policy requiring directors /commissioners to disclose their interest in transactions and any other conflicts of interest?

RESPONSE

YES. All directors of the Company are required to disclose any possible conflict of interest.

Sources:

[ICTSI Code of Business Conduct](#)

7. Conflict of Interest, page 6

[click to open](#)

[CG Report](#)

Conflict of Interest, page 30

[click to open](#)

[CG Manual](#)

VIII. Disclosure and Transparency, pages 19 to 20

[click to open](#)

B.4.2

Does the company have a policy requiring a committee of independent directors/commissioners to review material/significant RPTs to determine whether they are in the best interests of the company and shareholders?

RESPONSE

YES. The Board, through its Related Party Transaction Committee, formulates and implements policies and procedures that would ensure the integrity and transparency of related party transactions between and among the Company and its joint ventures, subsidiaries, associates, affiliates, major stockholders, officers and directors including their spouses, children and dependent siblings and parents, and interlocking director relationships by members of the Board. The Related Party Transaction Committee reviews the Company's related party transactions (or RPT) and ensures that these are conducted in a fair and at arm's length manner.

Sources:

[Related Party Transaction Charter](#)
[click to open](#)

[Related Part Transaction Policy](#)
[click to open](#)

[Related Party Transaction Committee](#)
[click to open](#)

[CG Manual](#)

Section 2.12.c Related Party Transaction Committee, page 13
[click to open](#)

[CG Report](#)

Related Party Transactions Policy, Page 20
[click to open](#)

B.4.3

Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?

RESPONSE

YES. It is the Board's responsibility to foster the Company's long-term success, and to sustain its competitiveness and profitability in a manner consistent with corporate objectives and the best interests of its stockholders and other stakeholders.

As such, their duty to be loyal requires them to act in ICTSI's best interest, and prevents them from acquiring for themselves a business opportunity which belongs to ICTSI.

Sources:

[CG Manual](#)

2.5. Responsibility of the Board and the Directors, Sections 2.5.1 and 2.5.3, page 7

[click to open](#)

[CG Report](#)

Conflict of Interest Policy, page 30

[click to open](#)

[ICTSI Code of Business Conduct](#)

7. Conflict of Interest, page 6

[click to open](#)

B.4.4

Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?

RESPONSE

YES. It is the Board's responsibility to foster the Company's long-term success, and to sustain its competitiveness and profitability in a manner consistent with corporate objectives and the best interests of its stockholders and other stakeholders.

Sources:

[CG Manual](#)

2.5. Responsibility of the Board and the Directors, Sections 2.5.1 to 2.5.3, page 7

[click to open](#)

[CG Report](#)

Code of Business Conduct and Conflict of Interest and Related Party Transaction, pages 27 and 30

[click to open](#)

[ICTSI Code of Business Conduct](#)

7. Conflict of Interest, page 6

[click to open](#)

B.5.1

Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?

RESPONSE

YES. The company disclose RPTs are conducted in such a way to ensure that they are fair and arms' length.

Sources:

[Related Party Transaction Charter](#)
[click to open](#)

[CG Report](#)
Related Party Transactions page 30
[click to open](#)

[Related Part Transaction Policy](#)
[click to open](#)

[SEC Form 17-A](#)
23. Transactions with Related Party, pages 84 to 85
[click to open](#)

[SEC Form 20-IS](#)
Certain Relationships and Related Party Transactions, pages 22 to 24
[click to open](#)

B.5.2

In case of related party transactions requiring shareholders' approval, is the decision made by disinterested shareholders?

RESPONSE

YES. The Company disclosed that RPTs are conducted in such a way to ensure that they are fair and at arms' length.

Sources:

[Related Party Transaction Charter](#)
[click to open](#)

[Related Part Transaction Policy](#)
[click to open](#)

[SEC Form 17-A](#)
Note22, Related Party Transactions to the 2019 Annual Audited Consolidated Financial Statements, pages 97 to 98
[click to open](#)

[SEC Form 20-IS](#)
Certain Relationships and Related Party Transactions, pages 28 to 30
[click to open](#)