

ACGS Level 2 – Penalties

A.1.1

Did the company fail or neglect to offer equal treatment for share repurchases to all shareholders?

RESPONSE

No. ICTSI did not fail or neglect to offer equal treatment for share repurchases to all shareholders.

Sources:

[Latest Integrated Annual Corporate Governance Report \(“i-ACGR”\)](#)

on Equal Treatment of Shareholders

[click to open](#)

on Treatment of Minority Shareholders

[click to open](#)

A.2.1

Is there evidence of barriers that prevent shareholders from communicating or consulting with other shareholders?

RESPONSE

None. There are no barriers that prevent shareholders from communicating or consulting with other shareholders.

Sources:

[Constitutional Documents](#)

[click to open](#)

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

Section 2.6.6: Establish an Investor’s Relations Office (IRO) and a policy on communicating or relating with stockholders and other stakeholders of ICTSI through an effective investors relations program. The CFO or another senior officer designated by the Board shall exercise oversight responsibility over this program. The IRO shall be present at every shareholders’ meeting.

[click to open](#)

A.3.1

Did the company include any additional and unannounced agenda item into the notice of AGM/EGM?

RESPONSE

None. There was no additional and unannounced agenda item during annual stockholders meeting.

Sources:

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

[click to open](#)

[Latest SEC Form 17-C \(“SEC Form 17-C”\)](#)
[click to open](#)

[Minutes of the 2020 Annual Stockholders Meeting \(“ASM Minutes”\)](#)
[click to open](#)

A.3.2

Did the Chairman of the Board, Audit Committee Chairman and CEO attend the most recent AGM?

RESPONSE

Yes. The Chairman of the Board & the CEO, and the Audit Committee Chairman attended the ASM held on June 18, 2020.

Sources:

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

A.4.1

Did the company fail to disclose the existence of a shareholders agreement?

RESPONSE

No. The company did not fail to disclose any shareholders agreement.

A.4.2

Did the company fail to disclose the existence of a voting cap?

RESPONSE

No. The company did not fail to disclose any voting cap.

A.4.3

Did the company fail to disclose the existence of multiple voting rights?

RESPONSE

No. The company did not fail to disclose the existence of multiple voting rights.

A.5.1

Is a pyramid ownership structure and/ or cross holding structure apparent?

RESPONSE

None.

B.1.1

Has there been any conviction of insider trading involving directors/commissioners, management and employees in the past three years?

RESPONSE

None. There has not been any conviction of insider trading involving directors/commissioners, management and employees in the past three years.

B.2.1

Has there been any cases of non-compliance with the laws, rules and regulations pertaining to significant or material related party transactions in the past three years?

RESPONSE

None. There has not been any cases of non-compliance with the laws, rules and regulations pertaining to significant or material related party transactions in the past three years.

B.2.2

Were there any RPTs that can be classified as financial assistance (i.e not conducted at arms length) to entities other than wholly- owned subsidiary companies?

RESPONSE

None. There are no RPTs that can be classified as financial assistance (i.e not conducted at arms length) to entities other than wholly- owned subsidiary companies.

C.1.1

Have there been any violations of any laws pertaining to labour/employment/ consumer/insolvency/ commercial/competition or environmental issues?

RESPONSE

None. There has not been any violations of any laws pertaining to labour/employment/ consumer/insolvency/ commercial/competition or environmental issues.

C.2.1

Has the company faced any sanctions by regulators for failure to make announcements within the requisite time period for material events?

RESPONSE

None. The company has not faced any sanctions by regulators for failure to make announcements within the requisite time period for material events.

D.1.1

Did the company receive a “qualified opinion” in its external audit report?

RESPONSE

None. The company did not receive a "qualified opinion" in its external audit report.

D.1.2

Did the company receive an “adverse opinion” in its external audit report?

RESPONSE

No. The company did not receive an "adverse opinion" in its external audit report.

D.1.3

Did the company receive a “disclaimer opinion” in its external audit report?

RESPONSE

No. The company did not receive a "disclaimer opinion" in its external audit report.

D.1.4

Has the company in the past year revised its financial statements for reasons other than changes in accounting policies?

RESPONSE

No. The company has not revised, in the past year, its financial statements.

E.1.1

Is there any evidence that the company has not complied with any listing rules and regulations over the past year apart from disclosure rules?

RESPONSE

None. The company has complied with all listing rules and regulations.

E.1.2

Have there been any instances where non-executive directors/commissioner have resigned and raised any issues of governance-related concerns?

RESPONSE

None. There haven't been any instances where non-executive directors have resigned due to and/or raised any issues of governance-related concerns.

E.2.1

Does the Company have any independent directors/commissioners who have served for more than nine years or two terms (whichever is higher) in the same capacity?

RESPONSE

None. All independent directors were first elected either in 2020 or 2021.

Source:

[ICTSI Website](#)

[click to open](#)

Carlos C. Ejercito

[click to open](#)

[click to open](#)

Chief Justice Diosdado M. Peralta (retired)

[click to open](#)

[click to open](#)

Cesar A. Buenaventura

[click to open](#)

[click to open](#)

E.2.2

Did the company fail to identify who are the independent director(s) / commissioner(s)?

RESPONSE

No. The company has identified who are its independent directors.

Source:

[ICTSI Website](#)

[click to open](#)

E.2.3

Does the Company have any independent directors/non-executive/commissioners who serve on a total of more than five boards of publicly-listed companies?

RESPONSE

None. The Company has NO independent director who serves in 5 boards of publicly-listed companies.

Source:

[SEC Form 17-A](#)
[click to open](#)

[CG Report](#)
See Directorships in Other Listed Companies
[click to open](#)

E.3.1

Is any of the directors or senior management a former employee or partner of the current external auditor (in the past 2 years)?

RESPONSE

None. There is no director or senior management who was a former employee of partner of the current external auditor (in the past 2 years).

E.4.1

Has the chairman been the company CEO in the last three years?

E.4.1.

Do independent non-executive directors/commissioners receive options, performance shares or bonuses?

RESPONSE

None. Independent non-executive directors/commissioners do not receive options, performance shares or bonuses.