



- For the fiscal year ended **2024**
- SEC Identification Number **A200117708**    3. BIR Tax Identification No. **219-934-330**
- Exact name of issuer as specified in its charter **XURPAS INC.**
- PHILIPPINES**  
Province, Country or other jurisdiction  
of incorporation or organization
- (SEC Use Only)  
Industry Classification Code:
- Unit 804 Antel 2000 Corporate Center, 121 Valero St., Salcedo Village, Makati City,  
1227**  
Address of principal officePostal Code
- (632) 8889-6467**  
Issuer's telephone number, including area code
- Not Applicable**  
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
<b>Principle 1:</b> 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	Article III of the Revised Manual on Corporate Governance mandates that the Board should comprise of members that have competence and expertise to enable to fulfill its roles and responsibilities and respond to the needs of the Corporation based on the evolving business environment and strategic direction. The Manual may be downloaded from the Website of the Company at:  <a href="https://xurpasgroup.com/corporate-governance/">https://xurpasgroup.com/corporate-governance/</a>  The academic qualifications, industry knowledge, professional experience and expertise of the directors are set forth in the Company's website at:  <a href="https://xurpasgroup.com/our-company/#our-company-vertical-tab 2">https://xurpasgroup.com/our-company/#our-company-vertical-tab 2</a>	
2. Board has an appropriate mix of competence and expertise.	Compliant		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant		
Recommendation 1.2			

1. Board is composed of a majority of non-executive directors.	Compliant	<p>The Board has three (3) executive directors (Jonathan Gerard A. Gurango, Alexander D. Corpuz, Fernando Jude F. Garcia) and <b>five (5) non-executive directors</b> (Wilfredo O. Racaza, Imelda C. Tiongson, Bartolome S. Silayan, Jr., Christopher P. Monterola, and Jonathan Juan DC Moreno).</p> <p><a href="https://xurpasgroup.com/our-company/#our-company-vertical-tab">https://xurpasgroup.com/our-company/#our-company-vertical-tab</a>   2</p>	
<b>Recommendation 1.3</b>			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>The Revised Manual on Corporate Governance and Charter of the Board of Directors provide that all new directors shall have an 8-hour orientation program while existing directors are required to attend a 4-hour continuing training.</p> <p>See:  <a href="https://xurpasgroup.com/corporate-governance/">https://xurpasgroup.com/corporate-governance/</a> </p>	
2. Company has an orientation program for first time directors.	Compliant	Article II, Section 1.2 of the Revised Manual on Corporate Governance and Article III Section 3.2. of Charter of the Board of Directors provide that	

<p>3. Company has relevant annual continuing training for all directors.</p>	<p>Compliant</p>	<p>all new directors shall have an 8-hour orientation program while existing directors are required to attend a 4-hour continuing training.</p> <p>The proof of attendance of directors in the said annual training can be downloaded at the company website:</p> <p>See link below for proof of attendance for 2024:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Certificate-of-Attendance-in-Corporate-Governance-Seminar_3October2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Certificate-of-Attendance-in-Corporate-Governance-Seminar_3October2024.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2024/05/Xurpas-Corporate-Governance-Training-Certificate-Mr.-Christopher-Monterola-2.pdf">https://xurpasgroup.com/wp-content/uploads/2024/05/Xurpas-Corporate-Governance-Training-Certificate-Mr.-Christopher-Monterola-2.pdf</a></p>	
<p><b>Recommendation 1.4</b></p>			

<p>1. Board has a policy on board diversity.</p>	<p>Compliant</p>	<p>Article II Section 1.3 of the Revised Manual on Corporate Governance provides that Xurpas shall have a diverse Board to ensure that optimal decision-making is achieved. Diversity in the Board shall pertain, among others, to age, ethnicity, gender, culture, skills, competence and knowledge of the directors aimed to generate new ideas and encourage active participation in Board discussions. The Manual may be downloaded at the Company's website at:</p> <p><a href="https://xurpasgroup.com/corporate-governance/">https://xurpasgroup.com/corporate-governance/</a></p> <p>The Corporation has a total of eight (8) directors, with one (1) female director. The diversity of the Board pertaining to age, gender, skills, competence and knowledge can also be found in the Annual Report and Definitive Information Statement of the Company, which can be downloaded at the Company website:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc._Definitive-Information-Statement_11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc._Definitive-Information-Statement_11July2024.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf</a></p>	
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**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

Article II Section 1.3 of the Company's Revised Manual on Corporate Governance states the Company's board diversity policy. The Company prepared and started using a Board Diversity Matrix to monitor the board's diversity in terms of gender, age, experience, expertise and skillsets, among others.

The Nominations Committee uses the Board Diversity Matrix as a tool in the nomination and selection process for board candidates. The Company reports on the status of its measures to increase diversity by disclosing the profiles of its Board of Directors in its website and its disclosures.

<https://xurpasgroup.com/wp-content/uploads/2024/05/Xurpas-Board-Diversity-Policy.pdf>

**Recommendation 1.5**

1. Board is assisted by a Corporate Secretary.

Compliant

Article III Section 2.9 of the Revised

<p>2. Corporate Secretary is a separate individual from the Compliance Officer.</p>	<p>Compliant</p>	<p>Manual on Corporate Governance provides for the qualifications of the Corporate Secretary, which can be downloaded at the Company's website:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a></p> <p>Atty. Mark S. Gorriceta is the Corporation's Corporate Secretary, and his qualifications are disclosed in the Annual Report and Definitive Information Statement of the Company, which can be downloaded at the Company website:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement 11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement 11July2024.pdf</a></p> <p>Meanwhile, the Company appointed a Chief Compliance Officer in 2022, namely, Atty. Angela J. Along. Atty. Along resigned as Chief Compliance Officer of the Company effective 10 July 2024.</p> <p>On 13 November 2024, the Company appointed Atty. Ann Camille S. Ecleo as Interim Chief Compliance Officer.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. SEC-Form-17-C_13November2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. SEC-Form-17-C_13November2024.pdf</a></p>	
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3. Corporate Secretary is not a member of the Board of Directors.	Compliant	The Corporate Secretary is not a member of the Board.  <a href="https://xurpasgroup.com/our-company/#our-company-vertical-tab   2">https://xurpasgroup.com/our-company/#our-company-vertical-tab   2</a>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	The Corporate Secretary regularly attends seminars on corporate governance training.  The proof of attendance in relation to corporate governance training can be accessed at the link provided below:  <a href="https://xurpasgroup.com/wp-content/uploads/2024/02/Xurpas-Inc.-Submission-of-CG-Attendance-Certificate-Atty.-Mark-S.-Gorriceta.pdf">https://xurpasgroup.com/wp-content/uploads/2024/02/Xurpas-Inc.-Submission-of-CG-Attendance-Certificate-Atty.-Mark-S.-Gorriceta.pdf</a>	
<b>Optional: Recommendation 1.5</b>			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant		
<b>Recommendation 1.6</b>			

1. Board is assisted by a Compliance Officer.	Compliant	<p>Article V Section III of the Revised Manual on Corporate Governance provides for the roles and responsibilities of a Compliance Officer. The Manual on Corporate Governance can be accessed at the Company website:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a></p> <p>Atty. Angela J. Along is the Company's Chief Compliance Officer from 2022 to July 2024.</p> <p>On 13 November 2024, the Company appointed Atty. Ann Camille S. Ecleo as Interim Chief Compliance Officer.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc._SEC-Form-17-C_13November2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc._SEC-Form-17-C_13November2024.pdf</a></p>	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	The Compliance Officer has a rank of adequate stature and authority for the role.	
3. Compliance Officer is not a member of the board.	Compliant	We confirm that Atty. Ann Camille S. Ecleo is not a member of the Board.	

4. Compliance Officer attends training/s on corporate governance.	Non-Compliant		<p>Given that the Interim Compliance officer was only appointed to the position in November 2024, she was not able to attend a corporate governance seminar / training in 2024.</p> <p>The Compliance Officer shall attend a corporate governance training seminar from an accredited training provider for 2025.</p>
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**Principle 2:** The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

**Recommendation 2.1**

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	<p>Article II of the Revised Manual on Corporate Governance provides the foregoing principle. The Manual can be downloaded at the Company website:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a></p> <p>As a practice, the Corporate Secretary sends out Notice of Meeting, Agenda and all other materials prior to scheduled date of meeting. The Corporate Secretary, who is also the Chief Legal Officer, attends all meetings and provides the necessary legal advice to guide the Board.</p>	
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Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Section 2.1.4. of the Charter of the Board of Directors provides that the Board shall formulate the Corporation's vision, mission, objectives, strategies, policies and procedures that shall guide its activities and accordingly monitor and implement the same. The Charter can be downloaded at the Company website:	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf</a></p> <p>The undersigned directors and Corporate Secretary attest that:</p> <ul style="list-style-type: none"> <li>(a) The Board receives regular updates on the projects and business strategies from the officers of the Company;</li> <li>(b) The Board approves the key plans and strategies of the Company;</li> <li>(c) The Board approves all key financial reports on a quarterly basis; and</li> <li>(d) For 2024, the Board organized a strategic planning wherein directors and officers formulated the Company's key objectives and strategy.</li> </ul>	

**Supplement to Recommendation 2.2**

1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>The Revised Manual on Corporate Governance provides that the Board formulates the vision, mission, objectives, strategies, policies and procedures of the Company.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a></p> <p>The undersigned directors and Corporate Secretary attest to the Company's compliance on the foregoing.</p>	
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<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p>	<p>Compliant</p>	<p>Section 1.10 of the Revised Manual on Corporate Governance provides that the Board formulates the Corporation's vision, mission, objectives, strategies, policies and procedures.</p> <p>The Corporation's Management / Executive Officers implements the strategic initiatives outlined by the Board. All material decisions approved by the Board are reflected in the Corporation's Information Statement and Annual Report which can be accessed at the Company's website, via the following links:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2024/05/1.-Xurpas-Inc. SEC-Form-17-A-Annual-Report_29April2024.pdf">https://xurpasgroup.com/wp-content/uploads/2024/05/1.-Xurpas-Inc. SEC-Form-17-A-Annual-Report_29April2024.pdf</a></p> <p>The Board likewise conducted a 2024 Strategic Planning/ Management Session. In line with this, the Company was able to formulate and align on its strategy for 2024. The Board also conducted a Strategic Planning Session last February 2025 to further align on the Company's strategy moving forward.</p>	
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**Recommendation 2.3**

1. Board is headed by a competent and qualified Chairperson.

Compliant

Mr. Jonathan Gerard A. Gurango is the Corporation's Chairperson.

His professional experience is provided in the Company's Definitive Information Statement and Annual Report, which can be accessed in the Company's Website, as follows:

[https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc.\\_Definitive-Information-Statement\\_11July2024.pdf](https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc._Definitive-Information-Statement_11July2024.pdf)

<https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf>

<https://xurpasgroup.com/our-company/#our-company-vertical-tab | 2>

**Recommendation 2.4**

<p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p>	<p>Compliant</p>	<p>Article II of the Revised Manual on Corporate Governance provides that the Board shall ensure that there is a succession planning program in place. The Manual on Corporate Governance can be accessed in the Company's website:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a></p> <p>The Company has a Succession Planning Policy which can be accessed via this link:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/POLICY-ON-SUCCESSION-PLANNING.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/POLICY-ON-SUCCESSION-PLANNING.pdf</a></p> <p>The Company's Nomination Committee has also conducted meetings in 2024 to further strengthen its Succession Planning Program.</p>	
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2. Board adopts a policy on the retirement for directors and key officers.	Compliant	<p>The Corporation's Policy on Succession Planning provides:</p> <p>The retirement age for directors shall be eighty (80) years old. The Board may however amend this policy, as it may deem appropriate. The retirement age for Management shall follow the compulsory retirement age prescribed under the Labor Code of the Philippines.</p>	
<b>Recommendation 2.5</b>			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	<p>The Corporation's Policy on Remuneration of Board and/or Key Officers that is posted on the website states that the Board shall adopt a policy which shall specify the relationship between the remuneration and performance of directors. The same policy shall be</p>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		

<p>3. Directors do not participate in discussions or deliberations involving his/her own remuneration.</p>	<p>Compliant</p>	<p>applied for purposes of determining the remuneration and performance of employees and Management. The level of remuneration should always be commensurate to the responsibilities of the role.</p> <p>The Corporation has established a Personnel and Compensation Committee that will handle matters relating to compensation.</p> <p>Please see also the Corporation's Revised Manual on Corporate Governance, Board Charter, Policy on Remuneration of Board and/or Key Officers and Information Statement.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/POLICY-ON-REMUNERATION-OF-BOARD-AND.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/POLICY-ON-REMUNERATION-OF-BOARD-AND.pdf</a></p>	
<p><b>Optional: Recommendation 2.5</b></p>			
<p>1. Board approves the remuneration of senior executives.</p>	<p>Compliant</p>	<p>In 2024, the Personnel and Compensation Committee reviewed the Chief Executive Officer's remuneration and endorsed it to the Board for approval. The Board then approved it.</p>	

2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	In 2024, the Personnel and Compensation Committee reviewed the remuneration of executive directors and senior executives, and adopted standards to ensure that these are performance-based and are aligned with the long-term interest of the Corporation.	
<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy.	Compliant	The Corporation's Amended By-laws provide that all nominations for the election of directors by the stockholders shall be submitted in writing to the Nomination Committee <u>not earlier than sixty (60) days nor later than thirty (30) days</u> prior to the date when the Definitive Information Statement is required to be sent out to the stockholders under relevant regulations. Nominations which are not submitted within such nomination period shall not be valid.  The Nomination Committee, by majority vote, shall pass upon the qualification of the nominee to the Board.  It may also, in the exercise of its discretion and by majority vote of its members, disqualify a nominated	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		

<p>6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.</p>	<p>Compliant</p>	<p>shareholder who, in the Nomination Committee's judgment, represents an interest adverse to or in conflict with those of the corporation.</p> <p>No nominations shall be entertained or allowed on the floor during the Annual Stockholders' Meeting.</p> <p>The final list of candidates shall be made available to the Securities and Exchange Commission and to all stockholders through the filing and distribution of the Information Statement or in such other reports required by the Securities and Exchange Commission.</p> <p>Please see also the Amended By-laws, Revised Manual on Corporate Governance, Board Charter and Nomination Committee Charter posted in the Company website.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2023/04/Xurpas-Inc.-SEC-Certificate-of-Filing-of-Amended-By-Laws.pdf">https://xurpasgroup.com/wp-content/uploads/2023/04/Xurpas-Inc.-SEC-Certificate-of-Filing-of-Amended-By-Laws.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Nomination-Committee-Charter.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Nomination-Committee-Charter.pdf</a></p>	
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Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Compliant	The Company seeks the services of the Institute of Corporate Directors to search for candidates to the board of directors.	
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	The Corporation has adopted a Material Related Party Transactions Policy. Please see link below to access the policy:	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	<a href="https://xurpasgroup.com/wp-content/uploads/2022/10/Xurpas-Material-RPT-Policy-18Oct2022.pdf">https://xurpasgroup.com/wp-content/uploads/2022/10/Xurpas-Material-RPT-Policy-18Oct2022.pdf</a>	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	All RPT Transactions of the Company go through the Related Party Transactions committee.	
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	Please see below link to access the Corporation's Material Related Party Transactions Policy:  <a href="https://xurpasgroup.com/wp-content/uploads/2022/10/Xurpas-Material-RPT-Policy-18Oct2022.pdf">https://xurpasgroup.com/wp-content/uploads/2022/10/Xurpas-Material-RPT-Policy-18Oct2022.pdf</a>	

<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>Compliant</p>	<p>Please see Material Related Party Transactions Policy posted in the Company website.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2022/10/Xurpas-Material-RPT-Policy-18Oct2022.pdf">https://xurpasgroup.com/wp-content/uploads/2022/10/Xurpas-Material-RPT-Policy-18Oct2022.pdf</a></p> <p>Those covered by the materiality threshold as provided in the Policy will need to be reviewed by the Committee and accordingly endorsed to the Board.</p> <p>The Corporation also observes Section 31 of the Revised Corporation Code wherein failure to comply with the conditions will require shareholders' approval.</p>	
<p><b>Recommendation 2.8</b></p>			
<p>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).</p>	<p>Compliant</p>	<p>Section 1.11.2 of the Corporation's Revised Manual on Corporate Governance provides that the Board shall elect the Chief Executive Officer, President and such other officers that comprise the management team.</p> <p>The board of directors during the Organizational meeting selects and appoints the officers of the Corporation for the year.</p>	

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	Section 1.11.2 of the Revised Manual on Corporate Governance and Section 2.2.2 of the Board Charter provides that the Board has the responsibility of monitoring and assessing the performance of the Corporation's Management.	
<b>Recommendation 2.9</b>			
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	<p>Please see the Corporation's Manual on Corporate Governance and the Board Charter posted in the Company website:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf</a></p>	

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	Please see the Corporation's Board Charter posted on the website.  <a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf</a>	
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Please see the Corporation's Manual on Corporate Governance, the Board Charter, Audit Committee Charter, Related Party Transactions Policy and Conflict of Interest Policy posted in the website.	



<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>	<p>Compliant</p>	<p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf">https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/2.-Xurpas-RPT-Policy-.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/2.-Xurpas-RPT-Policy-.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/4-Xurpas_Conflict-of-Interest-Policy-.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/4-Xurpas_Conflict-of-Interest-Policy-.pdf</a></p>	
<p>3. Board approves the Internal Audit Charter.</p>	<p>Compliant</p>	<p>The Company has an Audit Committee Charter.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf">https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf</a></p>	
<p><b>Recommendation 2.11</b></p>			

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	The Corporation has established a Board Risk Oversight Committee. It also has Charter and a Risk Oversight Committee Charter posted on the website. For 2023, the Board Risk Oversight Committee conducted meetings to discuss the challenges of the Company. The Committee has also established a risk framework.	
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	<a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Inc.-Risk-Oversight-Committee-Charter.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Inc.-Risk-Oversight-Committee-Charter.pdf</a>	
<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	Please see link below to access the Board Charter:  <a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf</a>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	Please see link below to access the Board Charter:  <a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-</a>	

3. Board Charter is publicly available and posted on the company's website.	Compliant	<a href="#">Charter-of-the-Board-of-Directors.pdf</a>	
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#### Additional Recommendation to Principle 2

1. Board has a clear insider trading policy.	Compliant	<p>The Corporation has adopted an Insider Trading Policy to promote fairness to the investing public by preventing an individual or a particular group from profiting from any material information which is not available to the public.</p> <p>Please see link to access the Insider Trading Policy of the Corporation:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/6.-Xurpas_Insider-Trading-Policy-.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/6.-Xurpas_Insider-Trading-Policy-.pdf</a></p>	
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#### Optional: Principle 2

1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	<p>Section IV.b of the Company's policy on Related Party Transactions addresses this. The said Policy may be viewed through the following link:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/2.-Xurpas-RPT-Policy-.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/2.-Xurpas-RPT-Policy-.pdf</a></p>	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant		

**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

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p>The Corporation has established the following committees:</p> <ol style="list-style-type: none"> <li>1. Executive Committee</li> <li>2. Audit and Related Party Transactions Committee</li> <li>3. Nomination Committee</li> <li>4. Corporate Governance Committee</li> <li>5. Board Risk Oversight Committee</li> <li>6. Personnel and Compensation Committee</li> </ol> <p>Please see link below to access information relating to the board committees of the Corporation.</p> <p><a href="https://xurpasgroup.com/corporate-governance/">https://xurpasgroup.com/corporate-governance/</a></p>	
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#### Recommendation 3.2

<p>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.</p>	<p>Compliant</p>	<p>Please see below link to access the Audit Committee Charter:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf">https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf</a></p> <p>The Audit Committee recommends the appointment and removal of the external auditor.</p>	
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p>Compliant</p>	<p>The Audit Committee is composed of:</p> <ul style="list-style-type: none"> <li>a. Bartolome S. Silayan, Jr., Independent Director, Chairman;</li> <li>b. Imelda C. Tiongson, Independent Director; and</li> <li>c. Jonathan Juan DC Moreno, Independent Director.</li> </ul>	

<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>Please refer to the Definitive Information Statement and Annual Report which may be accessed in the Company Website:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc._Definitive-Information-Statement_11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc._Definitive-Information-Statement_11July2024.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf</a></p> <p>Their profile is accessible here:</p> <p><a href="https://xurpasgroup.com/our-company/#our-company-vertical-tab   2">https://xurpasgroup.com/our-company/#our-company-vertical-tab   2</a></p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p>The Chairman of the Audit Committee is Mr. Bartolome S. Silayan, Jr. He is not the Chairman of any other committee.</p> <p><a href="https://xurpasgroup.com/corporate-governance/">https://xurpasgroup.com/corporate-governance/</a></p>	
<p><b>Supplement to Recommendation 3.2</b></p>			

1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	The Audit Committee reviews all non-audit services conducted by the external auditor. It has the authority to disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to his independence. Please see Audit Committee Charter posted on the website.  <a href="https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf">https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf</a>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	The Audit Committee conducts meetings with the external audit team. Further, the Audit Committee discussed the 2024 Financial Report with the external auditor without presence of Management.	
<b>Optional: Recommendation 3.2</b>			
1. Audit Committee meet at least four times during the year.	Compliant	The Audit Committee meets four times during the year with management and once a year with the external auditor, without management.	
2. Audit Committee approves the appointment and removal of the internal auditor.		-	
<b>Recommendation 3.3</b>			

<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p>	<p>Compliant</p>	<p>The Company has a Corporate Governance Committee.</p> <p>Please see the Revised Manual on Corporate Governance and Corporate Governance Committee Charter.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Inc.-Charter-of-the-Corporate-Governance-Committee.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Inc.-Charter-of-the-Corporate-Governance-Committee.pdf</a></p> <p>For those relating to qualifications of directors, the said role is assigned to the Nomination Committee.</p>	
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2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Compliant	The Corporate Governance Committee is composed of:  a. Imelda C. Tiongson, Independent Director, Chairman;  b. Bartolome S. Silayan, Jr., Independent Director;  c. Christopher P. Monterola, Independent Director; and  d. Jonathan Juan DC Moreno, Independent Director.	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	Ms. Imelda C. Tiongson, an independent director, is the Chairman of the Corporate Governance Committee.	
<b>Optional: Recommendation 3.3.</b>			
1. Corporate Governance Committee meet at least twice during the year.	Compliant	The Corporate Governance Committee met at least four (4) times in 2024.	
<b>Recommendation 3.4</b>			

<p>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.</p>	<p>Compliant</p>	<p>The Company has a separate Board Risk Oversight Committee.</p> <p>Access to its charter is provided below:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Inc.-Risk-Oversight-Committee-Charter.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Inc.-Risk-Oversight-Committee-Charter.pdf</a></p> <p>Access to the document which provides the Risk Management Policy of the Corporation is provided below:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2022/05/5.-Xurpas_Enterprise-Risk-Management-.pdf">https://xurpasgroup.com/wp-content/uploads/2022/05/5.-Xurpas_Enterprise-Risk-Management-.pdf</a></p>	
<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>Compliant</p>	<p>Three out of four members of the Committee are independent directors. The Chairman is likewise an independent director.</p> <p>The foregoing committee assignments can be accessed in the Company website as follows:</p> <p><a href="https://xurpasgroup.com/corporate-governance/">https://xurpasgroup.com/corporate-governance/</a></p>	

3. The Chairman of the BROOC is not the Chairman of the Board or of any other committee.	Compliant	<p>The Chairman of the Committee is Mr. Christopher P. Monterola. He is not the chairman for other committee members.</p> <p>Please see below link for reference:</p> <p><a href="https://xurpasgroup.com/corporate-governance/">https://xurpasgroup.com/corporate-governance/</a></p>	
4. At least one member of the BROOC has relevant thorough knowledge and experience on risk and risk management.	Compliant	<p>The members of the Committee are as follows:</p> <ul style="list-style-type: none"> <li>a. Christopher P. Monterola, Independent Director, Chairman;</li> <li>b. Imelda C. Tiongson, Independent Director;</li> <li>c. Wilfredo O. Racaza Independent Director; and</li> <li>d. Jonathan Juan DC Moreno, Independent Director.</li> </ul> <p><a href="https://xurpasgroup.com/our-company/#our-company-vertical-tab 2">https://xurpasgroup.com/our-company/#our-company-vertical-tab 2</a></p>	
<b>Recommendation 3.5</b>			

1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	<p>The functions of the Related Party Transactions Committee have been absorbed by the Audit Committee.</p> <p>Please refer to the Audit Charter which absorbs the functions of the RPT Committee, and can be accessed here:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf">https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf</a></p>	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	All members of the committee are non-executive, three (3) of which are independent directors.	
<b>Recommendation 3.6</b>			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	<p>Please see below link for reference:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf">https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf</a></p>	

<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	<p>Compliant</p>	<p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Personnel-and-Compensation-Committee1.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Personnel-and-Compensation-Committee1.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Nomination-Committee-Charter.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Nomination-Committee-Charter.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Inc.-Risk-Oversight-Committee-Charter.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Inc.-Risk-Oversight-Committee-Charter.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Inc.-Charter-of-the-Corporate-Governance-Committee.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Inc.-Charter-of-the-Corporate-Governance-Committee.pdf</a></p>	
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<p>3. Committee Charters were fully disclosed on the company's website.</p>	<p>Compliant</p>	<p>Please see below link for reference:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf">https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Personnel-and-Compensation-Committee1.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Personnel-and-Compensation-Committee1.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Nomination-Committee-Charter.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Nomination-Committee-Charter.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Inc.-Risk-Oversight-Committee-Charter.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Inc.-Risk-Oversight-Committee-Charter.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Inc.-Charter-of-the-Corporate-Governance-Committee.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Inc.-Charter-of-the-Corporate-Governance-Committee.pdf</a></p>	
<p><b>Principle 4:</b> 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.</p>			
<p><b>Recommendation 4.1</b></p>			

1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<p>Please see the Corporation's by-laws and the Board Charter posted in the website.</p> <p>The undersigned directors and Corporate Secretary attest that there were eight (8) meetings attended by the directors for 2024.</p>	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	<p>Please see the Corporation's Board Charter which provides that each member of the Board shall act on a fully informed basis, in good faith, with due diligence and care and in the best interest of the Corporation and its shareholders.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf</a></p>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>Please see the Corporation's Board Charter which provides that each member of the Board shall act on a fully informed basis, in good faith, with due diligence and care and in the best interest of the Corporation and its shareholders.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf</a></p>	
<b>Recommendation 4.2</b>			

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	<p>Please see Corporation's Revised Manual on Corporate Governance which provides that non-executive directors shall concurrently serve as directors to a maximum of five (5) publicly listed companies.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a></p>	
<b>Recommendation 4.3</b>			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	<p>Section 1.1. of the Corporation's Revised Manual on Corporate Governance provides that a director should notify the Board before accepting a directorship in another company.</p> <p>Please see Corporation's Manual on Corporate Governance.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a></p>	
<b>Optional: Principle 4</b>			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	None of the Company's executive directors serve in more than two boards of listed companies outside of the group.	



2. Company schedules board of directors' meetings before the start of the financial year.	Compliant		
3. Board of directors meet at least six times during the year.	Compliant	The Board of Directors had eight (8) meetings for 2024.	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-compliant	Article III, Section 7 of the Company's Amended By-Laws states that a majority of the Board shall constitute a quorum.	<p>The Company is compliant with the requirement of the Revised Corporation Code of the Philippine, which only requires a majority of the directors to be present in a meeting to constitute a quorum.</p> <p>Notwithstanding, for all meetings in 2024, all directors are present for all meetings.</p> <p>On May 15, 2025, the Board approved the amendment of the Company's By-laws to adopt this recommendation.</p>

**Principle 5:** The board should endeavor to exercise an objective and independent judgment on all corporate affairs

#### Recommendation 5.1

1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	<p>The Company has four (4) independent directors:</p> <ul style="list-style-type: none"> <li>a. Imelda C. Tiongson;</li> <li>b. Bartolome S. Silayan, Jr.;</li> <li>c. Christopher P. Monterola; and</li> <li>d. Jonathan Juan DC Moreno.</li> </ul>	
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#### Recommendation 5.2

<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	<p>Compliant</p>	<p>The qualifications of the directors can be accessed in the Definitive Information Statement and Annual Report which can be accessed as follows:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc._Definitive-Information-Statement_11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc._Definitive-Information-Statement_11July2024.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf</a></p>	
<p><b>Supplement to Recommendation 5.2</b></p>			

<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	<p>Compliant</p>	<p>We confirm that the Corporation has no shareholder agreements, by-laws provisions or other arrangements that constrain the directors' ability to vote independently.</p> <p>Please see the Corporation's Definitive Information Statement and Revised Manual on Corporate Governance.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc._Definitive-Information-Statement_11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc._Definitive-Information-Statement_11July2024.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a></p>	
<p><b>Recommendation 5.3</b></p>			
<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	<p>Compliant</p>	<p>We confirm that independent directors serve for a cumulative term of nine (9) years.</p> <p>None of the independent directors have served for more than nine (9) years.</p>	

2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	<p>Please see the Corporation's Revised Manual on Corporate Governance.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a></p>	
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	The Corporation has no intention to retain any independent director after the term limit of nine (9) years.	
<b>Recommendation 5.4</b>			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Non-Compliant		<p>Mr. Jonathan Gerard A. Gurango is appointed as the Chairman and the Chief Executive Officer. Notwithstanding, the Company has a President, that is different from the Chief Executive Officer.</p> <p>Furthermore, the Company has a Lead Independent Director, which should address the foregoing recommendation.</p>

2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	<p>The roles of the Chairman and the Chief Executive Officer are provided in the Amended By-laws and Revised Manual on Corporate Governance.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2023/04/Xurpas-Inc.-SEC-Certificate-of-Filing-of-Amended-By-Laws.pdf">https://xurpasgroup.com/wp-content/uploads/2023/04/Xurpas-Inc.-SEC-Certificate-of-Filing-of-Amended-By-Laws.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a></p>	
<b>Recommendation 5.5</b>			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	Mr. Christopher P. Monterila was appointed as the lead director for 2024.	
<b>Recommendation 5.6</b>			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	<p>Please see Conflict of Interest Policy uploaded in the website.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/4-Xurpas-Conflict-of-Interest-Policy-.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/4-Xurpas-Conflict-of-Interest-Policy-.pdf</a></p>	
<b>Recommendation 5.7</b>			

1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Compliant	The Audit Committee, which comprises of non-executive directors, holds meetings with the auditor without any Management present.  The non-executive directors also have access to the Compliance and Risk Officer and meet with her without the presence of Management.	
2. The meetings are chaired by the lead independent director.	Compliant		

#### Optional: Principle 5

1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	As of December 31, 2022, the CEO, Mr. Jonathan Gerard A. Gurango, is a director of the Company.  Prior to his appointment as CEO in June 2022, he was an independent director of the Company. There was no CEO prior to his appointment.	
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**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 principle on self-assessment is incorporated in the Company's Manual on Corporate Governance.	
2. The Chairman conducts a self-assessment of his performance.	Compliant	The undersigned Compliance Officer hereby attests that there was an assessment on the Chairman and a	

3. The individual members conduct a self-assessment of their performance.	Compliant	self-assessment on each member of the Board.	
4. Each committee conducts a self-assessment of its performance.	Compliant	<p>The self-assessment of Mr. Gurango as Chairman can be subsumed in his self-assessment as a member of the Board.</p> <p>The Company has implemented this for 2023.</p> <p>60 days prior to the scheduled ASM, each Committee has conducted a self-assessment of its performance. This was also discussed internally prior to the conduct of the ASM.</p>	
5. Every three years, the assessments are supported by an external facilitator.	Compliant	<p>In 2022, the Company appointed Good Governance Advocates &amp; Practitioners of the Philippines (GGAPP) to facilitate Xurpas Inc.'s Board Evaluation.</p> <p>Attached as Annex A is a copy of the Board Evaluation Report Certification.</p> <p>For 2025, the Company will appoint a third-party to facilitate the board assessment / evaluation.</p>	

## Recommendation 6.2

1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	Please see the Corporation's Revised Manual on Corporate Governance and the Board Charter.  <a href="https://xurpasgroup.com/corporate-governance/">https://xurpasgroup.com/corporate-governance/</a>  <a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Charter-of-the-Board-of-Directors.pdf</a>	
2. The system allows for a feedback mechanism from the shareholders.	Compliant		

**Principle 7:** Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

**Recommendation 7.1**

1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Please see link below to the different policies being implemented by the Corporation.  <a href="https://xurpasgroup.com/corporate-governance/">https://xurpasgroup.com/corporate-governance/</a>	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	This has been routed to the Board and Key Officers and has been posted on the website to allow employees access to the said policies.	
3. The Code is disclosed and made available to the public through the company website.	Complaint	Please see link below for the Code of Business Conduct and Ethics.  <a href="https://xurpasgroup.com/corporate-governance/">https://xurpasgroup.com/corporate-governance/</a>	

**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	<p>The Corporation adopts an Anti-Corruption Policy which states:</p> <p>The employees are expected not to seek any undue personal or pecuniary advantage from his dealings with or for an in behalf of the Corporation. The employees are expected to maintain the highest standards of honesty and professional conduct. Seeking of undue financial and material advantage arising from transactions involving the Corporation is considered as a breach of trust. For violations of this policy committed by employees, the Human Resources Department shall monitor, evaluate and impose the necessary penalties.</p>	
<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Several Board committees and/or departments of the Corporation monitor compliance with these policies.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	Employees, Directors and Officers are required to comply with the said policies	.
<b>Disclosure and Transparency</b>			
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
<b>Recommendation 8.1</b>			

<p>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.</p>	<p>Compliant</p>	<p>Xurpas shall make a full, fair, accurate and timely disclosure to the public of every material fact or event that occurs, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and stakeholders.</p> <p>Xurpas makes regular disclosure of the Corporation's financial results. Quarterly financial results are immediately disclosed (if available) after the approval by the Board to the PSE and SEC. Quarterly and year-end financial statements and detailed management's discussion and analysis are filed within 45 and 105 calendar days, respectively from the end of the financial period, in compliance with the requirements of the PSE and SEC. Xurpas' Management also ensures compliance on various disclosures prescribed by the SEC and the PSE rules. Any market-sensitive information is also immediately disclosed to the regulators and to the public through various modes of communication.</p>	
<p><b>Supplement to Recommendations 8.1</b></p>			

1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Non-Compliant		<p>The consolidated financial statements are published within 105 calendar days from end of fiscal year, while interim reports are published within 45 days from the end of the reporting period, in accordance with the rules prescribed by the SEC and the PSE.</p> <p>For 2024 financial statements, the Company's external auditor needed more time to complete its audit; accordingly, the Company submitted its Annual Report on April 30, 2025, within the extended deadline set by the Securities and Exchange Commission.</p>
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	<p>Please refer to the 2024 Annual Report.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf</a></p>	
<b>Recommendation 8.2</b>			
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	Within three (3) trading days upon change in their ownership of securities, the directors and key officers are required to inform the	

2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	<p>Compliance Officer and/or Corporate Secretary of such trades and accordingly submit SEC Form 23-B.</p> <p>The Compliance Officer and/or Corporate Secretary shall submit the said form with the regulatory bodies (Securities and Exchange Commission and Philippine Stock Exchange).</p>	
<b>Supplement to Recommendation 8.2</b>			
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 discloses via PSE edge and by posting on the website any change in shareholdings of the directors/officers via SEC Form 23B.</p> <p>The list of shareholders is also disclosed within 15 days from the end of the quarter.</p> <p>All buy-back of shares are also disclosed via PSE edge and posted on the company website.</p>	
<b>Recommendation 8.3</b>			

1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p>Please refer to the Annual Report which may be accessed in the Company website.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf</a></p> <p>The Company also has a Nomination Committee that evaluates the experience and qualifications of nominees for director positions.</p>	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p>Please refer to the Annual Report which may be accessed in the Company website.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf</a></p>	
<b>Recommendation 8.4</b>			

<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	<p>Compliant</p>	<p>The Board Charter provides that the Board shall adopt a policy which shall specify the relationship between the remuneration and performance of directors. The same policy shall be applied for purposes of determining the remuneration and performance of employees and Management. The level of remuneration should always be commensurate with the responsibilities of the role.</p> <p>Please see Audit Committee Charter and Personnel and Compensation Committee Charter.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf">https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Personnel-and-Compensation-Committee1.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Personnel-and-Compensation-Committee1.pdf</a></p>	
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<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	<p>Compliant</p>	<p>The Board Charter provides that the Board shall adopt a policy which shall specify the relationship between the remuneration and performance of directors. The same policy shall be applied for purposes of determining the remuneration and performance of employees and Management. The level of remuneration should always be commensurate with the responsibilities of the role.</p> <p>Please see Audit Committee Charter and Personnel and Compensation Committee Charter.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf">https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Personnel-and-Compensation-Committee1.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Personnel-and-Compensation-Committee1.pdf</a></p>	
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>Non-Compliant</p>		<p>The Corporation disclosed in the Annual Report the remuneration of its highest-ranking officers (on a consolidated basis). The Corporation does not consider the disclosure of the said information on an individual basis as material information that would require disclosure. Further, the Corporation considers the said remuneration as confidential information that should not be disclosed to the public.</p>

1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	The RPT Policy adopted by the Company in compliance with SEC MC No. 10 series of 2019 can be accessed via:  <a href="https://xurpasgroup.com/wp-content/uploads/2021/11/2.-Xurpas-RPT-Policy-.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/2.-Xurpas-RPT-Policy-.pdf</a>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Please see Annual Report for the disclosure on RPT transactions.  <a href="https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf</a>	
<b>Supplement to Recommendation 8.5</b>			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Please see link below for the Conflict-of-Interest Policy.  <a href="https://xurpasgroup.com/wp-content/uploads/2021/11/4-Xurpas_Conflict-of-Interest-Policy-.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/4-Xurpas_Conflict-of-Interest-Policy-.pdf</a>	
<b>Optional : Recommendation 8.5</b>			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.			
<b>Recommendation 8.6</b>			



1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	Please see PSE/SEC Disclosures posted in the company website.  <a href="https://xurpasgroup.com/company-disclosure/">https://xurpasgroup.com/company-disclosure/</a>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	There is no material related party transaction that would require an independent party evaluation for 2024.	
<b>Supplement to Recommendation 8.6</b>			
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	There are no shareholder agreements or voting trust agreements that may impact the control, ownership and strategic direction of the Corporation.	
<b>Recommendation 8.7</b>			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Please see below link for the Revised Manual on Corporate Governance.  <a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a>	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		

3. Company's MCG is posted on its company website.	Compliant		
<b>Supplement to Recommendation 8.7</b>			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	<p>There are no amendments on the MCG in 2024.</p> <p>The Company has revised its MCG in 2025. This will be submitted to the SEC and PSE.</p>	
<b>Optional: Principle 8</b>			
1. Does the company's Annual Report disclose the following information:			
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Non-compliant		
d. Dividend Policy	Compliant		

e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		
f. Attendance details of each director in all directors meetings held during the year	Non-compliant		The Company plans to implement this in 2025.
g. Total remuneration of each member of the board of directors	Non-compliant		The Corporation disclosed in the Annual Report the remuneration of its highest-ranking officers (on a consolidated basis). The Corporation does not consider the disclosure of the said information on an individual basis as material information that would require disclosure. Further, the Corporation considers the said remuneration as confidential information that should not be disclosed to the public.
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.		Please refer to the 2024 Annual Report.  <a href="https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf</a>	

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.		Please see Statement of Management Responsibility.  <a href="https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf</a>	
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.		Please see Statement of Management Responsibility.  <a href="https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf</a>	
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).			

**Principle 9:** The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

#### Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	The Audit Committee Charter provides that the Committee shall ensure that there is an established process on the appointment, reappointment, removal and fees of the external auditor, subject to the Board approval and ratified by the stockholders.	
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2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	Please see Audit Committee Charter. The Shareholders likewise approve the appointment of the external auditor. This is included in the Agenda of the Annual Stockholders' Meeting as disclosed in the information statement.	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	There has been no recommendation to remove or change the existing external auditor of the Corporation.	
<b>Supplement to Recommendation 9.1</b>			
1. Company has a policy of rotating the lead audit partner every five years.	Non-Compliant		Lead audit partner has a seven (7) year rotation. The Company has a new lead audit partner for the 2024 audit report.
<b>Recommendation 9.2</b>			

<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> <li>i. assessing the integrity and independence of external auditors;</li> <li>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</li> <li>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</li> </ul>	Compliant	<p>Please see below link to access the Audit Committee Charter.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf">https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf</a></p>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	Compliant	<p>Please see below link to access the Audit Committee Charter.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf">https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf</a></p>	
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 see below link to access the Audit Committee Charter.  <a href="https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf">https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf</a>	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Please see below link to access the Audit Committee Charter.  <a href="https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf">https://xurpasgroup.com/wp-content/uploads/2022/12/Xurpas-Audit-Committee-Charter-14Nov2022.pdf</a>	
<b>Recommendation 9.3</b>			
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	The non-audit fees refer to tax consultancy which is disclosed in the Annual Report.	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	Please see Annual Report and Information Statement.  <a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc.-Definitive-Information-Statement-11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc.-Definitive-Information-Statement-11July2024.pdf</a>  <a href="https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf</a>	

Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	See below disclosure in the 2024 Annual Report:  <a href="https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf</a>	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	Jane Carol U. Chiu 2024 Audit Period Sycip Gorres Velayo & Co. SEC Accreditation No. 0001-SEC	
1. 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	<ol style="list-style-type: none"> <li>1. Date it was subjected to SOAR inspection, if subjected – August 1 to 12, 2022</li> <li>2. Name of the Audit firm - Sycip Gorres Velayo &amp; Co.</li> <li>3. Members of the engagement team inspected by the SEC - The names of the members of the engagement team were provided to the SEC during the SOAR inspection.</li> </ol>	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			



1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	The Company submitted its 2024 Sustainability Report together with its 2024 Annual Report.  <a href="https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf</a>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant		
<b>Principle 11:</b> 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.			
<b>Recommendation 11.1</b>			
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.	Compliant	The Company uses the website, press releases and disclosures via PSE Edge.	
<b>Supplemental to Principle 11</b>			
1. Company has a website disclosing up-to-date information on the following:		Please see Financial and Corporate Documents posted in the website.	

a. Financial statements/reports (latest quarterly)	Compliant	<a href="https://xurpasgroup.com/investor-relations/">https://xurpasgroup.com/investor-relations/</a>	
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		
d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	Please see below link to the Company's website.  <a href="https://xurpasgroup.com/">https://xurpasgroup.com/</a>	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>Compliant</p>	<p>The Internal Audit has already established programs relating to the following:</p> <ol style="list-style-type: none"> <li>1. Capital asset management</li> <li>2. Payroll</li> <li>3. Advances</li> <li>4. Purchase of goods</li> <li>5. Revenue flow</li> </ol> <p>The said programs are reviewed periodically.</p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Compliant</p>	<p>The Company has a Board Risk Oversight Committee that evaluates the Company's risk in various areas such as enterprise, operations, financial and compliance.</p> <p>See below link for its Risk Management Policy:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2022/05/5.-Xurpas_Enterprise-Risk-Management-.pdf">https://xurpasgroup.com/wp-content/uploads/2022/05/5.-Xurpas_Enterprise-Risk-Management-.pdf</a></p> <p>The Company has also conducted a strategic planning in 2024 which should help in assessing risks associated with the Company's business.</p>	

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	<p>Please see the Revised Manual on Corporate Governance which defines internal control as a framework under which the internal controls are developed and implemented (alone and in concert with other policies or procedures) to manage and control a particular risk, cost or business activity, or combination of risks or business activities to which the Corporation is exposed.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a></p>	
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 incorporated in its Integrated Enterprise and IT Risk Management Plan a governance process which ensures that risks to the integrity, confidentiality and availability of information and IT services, as well as other risks, are identified, managed and reported to the Board Risk Oversight Committee and to the board.	
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.	Non-Compliant		<p>The Corporation has not established its Internal Audit Department. The Corporation commits to fully comply with its Manual on Corporate Governance.</p> <p>In any case, considering the current size and complexity of operations of the Corporation, the Board is of the opinion that regardless of non-compliance, the principles of integrity, transparency and proper governance of the Corporation's affairs are still observed.</p> <p>Likewise, the Audit Committee ensures that the said principles are observed.</p> <p>Nonetheless, the Corporation will implement this recommendation in 2025.</p>
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Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Non-Compliant		<p>Considering the size and business operations of the Corporation, the Corporation believes that non-compliance with this Recommendation has no significant effect in its Corporation's operations.</p> <p>Nonetheless, the Corporation will implement this recommendation in 2025.</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.	Non-Compliant		<p>Considering the size and business operations of the Corporation, the Corporation believes that non-compliance with this Recommendation has no significant effect in its Corporation's operations.</p> <p>Nonetheless, the Corporation will implement this recommendation in 2025.</p>
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.	Compliant		<p>Considering the size and business operations of the Corporation, the Corporation believes that non-compliance with this Recommendation has no significant effect in its Corporation's operations.</p> <p>Nonetheless, the Corporation will implement this recommendation in 2025.</p>
<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	<p>The Corporation has already established a Board Risk Oversight Committee.</p> <p><a href="https://xurpasgroup.com/corporate-governance/">https://xurpasgroup.com/corporate-governance/</a></p> <p>The Risk Management Policy has also been approved.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2022/05/5.-Xurpas_Enterprise-Risk-Management-.pdf">https://xurpasgroup.com/wp-content/uploads/2022/05/5.-Xurpas_Enterprise-Risk-Management-.pdf</a></p>	
<b>Supplement to Recommendation 12.4</b>			

1. Company seeks external technical support in risk management when such competence is not available internally.	Non-Compliant		The Corporation may seek professional technical support in risk management as needed. The Corporation did not engage third party expertise on risk management for 2023.
<b>Recommendation 12.5</b>			
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).	Compliant	Atty. Angela J. Along is the Chief Risk Officer of the Corporation from 2022 to July 2024.  On 13 November 2024, the Company appointed Atty. Ann Camille S. Ecleo as Interim Chief Risk Officer.	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	<a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc.-SEC-Form-17-C_13November2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc.-SEC-Form-17-C_13November2024.pdf</a>	
<b>Additional Recommendation to Principle 12</b>			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Non-Compliant		The functions relating to audit and risk are being handled and monitored by the Audit Committee and Board Risk Oversight Committee. Considering the size and business operations of the Corporation, the Corporation believes that non-compliance with this Recommendation has no significant effect in its Corporation's operations.
<b>Cultivating a Synergic Relationship with Shareholders</b>			
<b>Principle 13:</b> The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
<b>Recommendation 13.1</b>			

1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	<p>Please see below link to the Corporation's Revised Manual on Corporate Governance.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a></p>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	<p>Please see Annual Report and Information Statement.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement 11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement 11July2024.pdf</a></p>	
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share.	Compliant	<p>Please see Amended By-Laws and Information Statement.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2023/04/Xurpas-Inc.-SEC-Certificate-of-Filing-of-Amended-By-Laws.pdf">https://xurpasgroup.com/wp-content/uploads/2023/04/Xurpas-Inc.-SEC-Certificate-of-Filing-of-Amended-By-Laws.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement 11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement 11July2024.pdf</a></p>	



<p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	<p>Compliant</p>	<p>Please see Amended Articles of Incorporation and Information Statement.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/12/Xurpas-Inc.-Amended-AOI-Approved-on-5-Feb-2018.pdf">https://xurpasgroup.com/wp-content/uploads/2021/12/Xurpas-Inc.-Amended-AOI-Approved-on-5-Feb-2018.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf</a></p>	
<p>3. Board has an effective, secure, and efficient voting system.</p>	<p>Compliant</p>	<p>Please see Amended By-Laws and Information Statement.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2023/04/Xurpas-Inc.-SEC-Certificate-of-Filing-of-Amended-By-Laws.pdf">https://xurpasgroup.com/wp-content/uploads/2023/04/Xurpas-Inc.-SEC-Certificate-of-Filing-of-Amended-By-Laws.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf</a></p> <p>Please see also Nomination Committee Charter.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Nomination-Committee-Charter.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Nomination-Committee-Charter.pdf</a></p>	

<p>4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.</p>	<p>Compliant</p>	<p>Please see Amended By-Laws and Information Statement. The Corporation also observes the shareholder vote requirements provided in the Corporation Code.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2023/04/Xurpas-Inc.-SEC-Certificate-of-Filing-of-Amended-By-Laws.pdf">https://xurpasgroup.com/wp-content/uploads/2023/04/Xurpas-Inc.-SEC-Certificate-of-Filing-of-Amended-By-Laws.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf</a></p>	
<p>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.</p>	<p>Compliant</p>	<p>Please see the Corporation's Amended By-Laws and Manual on Corporate Governance.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2023/04/Xurpas-Inc.-SEC-Certificate-of-Filing-of-Amended-By-Laws.pdf">https://xurpasgroup.com/wp-content/uploads/2023/04/Xurpas-Inc.-SEC-Certificate-of-Filing-of-Amended-By-Laws.pdf</a></p> <p><a href="https://xurpasgroup.com/corporate-governance/">https://xurpasgroup.com/corporate-governance/</a></p>	

6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	<p>Please see By-Laws and Information Statement.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2023/04/Xurpas-Inc.-SEC-Certificate-of-Filing-of-Amended-By-Laws.pdf">https://xurpasgroup.com/wp-content/uploads/2023/04/Xurpas-Inc.-SEC-Certificate-of-Filing-of-Amended-By-Laws.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf</a></p>	
7. Company has a transparent and specific dividend policy.	Compliant	<p>Please see Annual Report and Information Statement.</p> <p>The Corporation has complied with the period requirements provided under SEC and PSE rules in matters relating to dividend declaration.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf</a></p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf</a></p>	
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	The Company appoints its Stock and Transfer Agent to conduct vote validation during shareholder meetings.	
<b>Recommendation 13.2</b>			

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	For 2024, the Information Statement was disclosed to the public at least 28 days before the meeting.	
<b>Supplemental to Recommendation 13.2</b>			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:			
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	Please see Information Statement.  <a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf</a>	
b. Auditors seeking appointment/re-appointment	Compliant	Please see Information Statement.  <a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf</a>	
c. Proxy documents	Compliant	Please see Information Statement.  <a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc. Definitive-Information-Statement_11July2024.pdf</a>	
<b>Optional: Recommendation 13.2</b>			

1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Please see Information Statement.  <a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc._Definitive-Information-Statement_11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc._Definitive-Information-Statement_11July2024.pdf</a>	
<b>Recommendation 13.3</b>			
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 see 2024 Annual Stockholders' Meeting Minutes and Information Statement.  <a href="https://xurpasgroup.com/wp-content/uploads/2024/08/Xurpas-Inc.-2024-ASM-Minutes-DRAFT.pdf">https://xurpasgroup.com/wp-content/uploads/2024/08/Xurpas-Inc.-2024-ASM-Minutes-DRAFT.pdf</a>  <a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc._Definitive-Information-Statement_11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc._Definitive-Information-Statement_11July2024.pdf</a>	
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	Please see 2024 Annual Stockholders' Meeting Minutes and Information Statement.  <a href="https://xurpasgroup.com/wp-content/uploads/2024/08/Xurpas-Inc.-2024-ASM-Minutes-DRAFT.pdf">https://xurpasgroup.com/wp-content/uploads/2024/08/Xurpas-Inc.-2024-ASM-Minutes-DRAFT.pdf</a>  <a href="https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc._Definitive-Information-Statement_11July2024.pdf">https://xurpasgroup.com/wp-content/uploads/2025/01/Xurpas-Inc._Definitive-Information-Statement_11July2024.pdf</a>	
<b>Supplement to Recommendation 13.3</b>			

1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	This is confirmed. The External Auditor attends the Corporation's Annual Stockholders' Meeting.	
<b>Recommendation 13.4</b>			
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	<p>The Revised Manual on Corporate Governance provides:</p> <p>The Board is responsible for establishing an alternative dispute resolution system to resolve intra-corporate disputes in an amicable and effective manner.</p> <p>The alternative dispute resolution system of the Corporation may include arbitration, mediation, conciliation, early neutral evaluation, mini-trial, or any combination thereof, as the Corporation and circumstances deem fit.</p>	

2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	<p>The Revised Manual on Corporate Governance provides:</p> <p>The Board is responsible for establishing an alternative dispute resolution system to resolve intra-corporate disputes in an amicable and effective manner.</p> <p>The alternative dispute resolution system of the Corporation may include arbitration, mediation, conciliation, early neutral evaluation, mini-trial, or any combination thereof, as the Corporation and circumstances deem fit.</p>	
<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<p>The Company's IRO is Ms. Karla Delgado. Her contact details are as follows:</p> <p>1. Contact number: (632) 889-6467</p> <p>2. Email address: <a href="mailto:ir@xurpas.com">ir@xurpas.com</a></p>	
3. IRO is present at every shareholder's meeting.	Compliant	This is confirmed.	
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	The Corporation adopts a one share, one vote policy. As such, minority is adequately represented in shareholder actions.	

2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	As of December 31, 2024, the public float is at 31.78%.	
<b>Optional: Principle 13</b>			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting			
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	<p>The Company enables stockholders to vote electronically in absentia. Please see the Definitive Information Statement:</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2023/07/Xurpas-Inc.-Definitive-Information-Statement-5July2023.pdf">https://xurpasgroup.com/wp-content/uploads/2023/07/Xurpas-Inc.-Definitive-Information-Statement-5July2023.pdf</a></p>	
<b>Duties to Stakeholders</b>			
<b>Principle 14:</b> 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.			
<b>Recommendation 14.1</b>			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	<p>Please see Revised Manual on Corporate Governance.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a></p>	
<b>Recommendation 14.2</b>			



1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Please see Revised Manual on Corporate Governance.  <a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a>	
<b>Recommendation 14.3</b>			
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	Please see Disclosure Policy.  <a href="https://xurpasgroup.com/wp-content/uploads/2021/11/DISCLOSURE-POLICY.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/DISCLOSURE-POLICY.pdf</a>	
<b>Supplement to Recommendation 14.3</b>			
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	Please see Revised Manual on Corporate Governance.  <a href="https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/2.-Xurpas-Revised-CG-Manual-February-11-2025.pdf</a>	
<b>Additional Recommendations to Principle 14</b>			
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 Corporation adheres to the highest standards of corporate governance in the conduct of its operations. It does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue.	

2. Company respects intellectual property rights.	Compliant	The Corporation respects intellectual property rights and has no pending related legal proceedings material in nature that may cause significant adverse impact in its operations.	
<b>Optional: Principle 14</b>			
1. Company discloses its policies and practices that address customers' welfare	Compliant	Please see policy relating to customer welfare.  <a href="https://xurpasgroup.com/wp-content/uploads/2025/05/X-Customer-Welfare-Policy.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/X-Customer-Welfare-Policy.pdf</a>	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	Please see policy relating to supplier section procedures.  <a href="https://xurpasgroup.com/wp-content/uploads/2024/05/Procurement-and-Supplier-Policy.05272024.pdf">https://xurpasgroup.com/wp-content/uploads/2024/05/Procurement-and-Supplier-Policy.05272024.pdf</a>	
<b>Principle 15:</b> 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.			
<b>Recommendation 15.1</b>			

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	<p>Please see policy and data relating to health, safety and welfare of employees, including company-sponsored trainings posted on the website.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Policy-on-Health-Safety-and-Welfare-of-Employees-11February2025.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Policy-on-Health-Safety-and-Welfare-of-Employees-11February2025.pdf</a></p>	
<b>Supplement to Recommendation 15.1</b>			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	<p>Please see Policy and data relating to health, safety and welfare of employees, including company sponsored training posted on the website.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Policy-on-Health-Safety-and-Welfare-of-Employees-11February2025.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Policy-on-Health-Safety-and-Welfare-of-Employees-11February2025.pdf</a></p>	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<p>Please see Policy and data relating to health, safety and welfare of employees, including company sponsored trainings posted on the website.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Policy-on-Health-Safety-and-Welfare-of-Employees-11February2025.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Policy-on-Health-Safety-and-Welfare-of-Employees-11February2025.pdf</a></p>	

3. Company has policies and practices on training and development of its employees.	Compliant	<p>Please see Policy and data relating to health, safety and welfare of employees, including company sponsored training posted on the website.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Policy-on-Health-Safety-and-Welfare-of-Employees-11February2025.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Policy-on-Health-Safety-and-Welfare-of-Employees-11February2025.pdf</a></p>	
Recommendation 15.2			

<p>1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.</p>	<p>Compliant</p>	<p>The Board has implemented a policy wherein it states that employees are expected not to seek any undue personal or pecuniary advantage from their dealings with or for an on behalf of the Corporation. The employees are expected to maintain the highest standard of honesty and professional conduct. Seeking of undue financial and material advantage arising from transactions involving the Corporation is considered as a breach of trust. The Human Resources Department of the Corporation shall monitor violations of this policy and shall evaluate and impose the necessary penalties arising from the violation of this policy.</p> <p>Please see Anti-Corruption Policy posted on the website.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2021/11/ANTI-CORRUPTION-POLICY.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/ANTI-CORRUPTION-POLICY.pdf</a></p> <p><a href="https://xurpasgroup.com/corporate-governance/">https://xurpasgroup.com/corporate-governance/</a></p>	
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2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Policies are posted on the Corporation's website to ensure access by all employees across the organization.  <a href="https://xurpasgroup.com/corporate-governance/">https://xurpasgroup.com/corporate-governance/</a>	
<b>Supplement to Recommendation 15.2</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	The Board has implemented a policy wherein it states that employees are expected not to seek any undue personal or pecuniary advantage from their dealings with or for an on behalf of the Corporation. The employees are expected to maintain the highest standard of honesty and professional conduct. Seeking of undue financial and material advantage arising from transactions involving the Corporation is considered as a breach of trust. The Human Resources Department of the Corporation shall monitor violations of this policy and shall evaluate and impose the necessary penalties arising from the violation of this policy.  Please see Anti-Corruption Policy posted on the website.  <a href="https://xurpasgroup.com/wp-content/uploads/2021/11/ANTI-CORRUPTION-POLICY.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/ANTI-CORRUPTION-POLICY.pdf</a>	

**Recommendation 15.3**

1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	Please see Whistle Blowing Policy and Procedure posted in the website.  The contact details are provided in the link.  <a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Whistleblowing-Policy-11February2025.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Whistleblowing-Policy-11February2025.pdf</a>	
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	Please see Whistle Blowing Policy and Procedure posted in the website.  <a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Whistleblowing-Policy-11February2025.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Whistleblowing-Policy-11February2025.pdf</a>	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Please see Whistle Blowing Policy and Procedure posted in the website.  <a href="https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Whistleblowing-Policy-11February2025.pdf">https://xurpasgroup.com/wp-content/uploads/2021/11/Xurpas-Whistleblowing-Policy-11February2025.pdf</a>	

**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	<p>Please see link below which identifies the Corporation's CSR initiatives.</p> <p><a href="https://xurpasgroup.com/corporate-governance/">https://xurpasgroup.com/corporate-governance/</a></p>	
<b>Optional: Principle 16</b>			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development.	Compliant	<p>Please see pp. 83-112 of the Company's Annual Report for its Sustainability Report.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf</a></p>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	<p>Please see pp. 83-112 of the Company's Annual Report for its Sustainability Report.</p> <p><a href="https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf">https://xurpasgroup.com/wp-content/uploads/2025/05/Xurpas-Inc.-SEC-Form-17A-30April2025.pdf</a></p> <p>Please see link below which identifies the Corporation's CSR initiatives, through which it interacts with the communities it serves.</p> <p><a href="https://xurpasgroup.com/corporate-governance/">https://xurpasgroup.com/corporate-governance/</a></p>	



Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of PASIG CITY on MAY 30 2025.

  
ALEXANDER D. CORPUZ  
President

Republic of the Philippines )  
PASIG CITY ) S.S.

SUBSCRIBED AND SWORN to before me, a Notary Public for and in PASIG CITY  
this MAY 30 2025, affiant personally appeared and exhibited to me his  
Passport P5070777A issued at DA NCR East and valid until  
17 Jan. 2028.

Doc. No. 291;  
Page No. 66;  
Book No. X;  
Series of 2025.



  
**EDRIAN M. APAYA**  
PTR No. 3040797/01-07-2025/Pasig City  
IBP No. 486621/12-23-2024/Masbate  
Roll No. 64655  
MCLE Compliance VII-0027307/27 March 2023  
15th Floor Strata 2000, F. Ortigas Jr. Road, Pasig City  
Email address: [emapaya@gomicetalaw.com](mailto:emapaya@gomicetalaw.com)  
Telephone No. 86960988  
Appointment No. 112 (2025-2026) - Pasig City  
Commissioned until 31 December 2026

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of PASIG CITY on MAY 30 2025,

  
**JONATHAN GERARD A. GURANGO**  
Chairman of the Board and Chief Executive Officer

Republic of the Philippines )  
PASIG CITY ) S.S.

SUBSCRIBED AND SWORN to before me, a Notary Public for and in PASIG CITY  
this MAY 30 2025, affiant personally appeared and exhibited to me his  
TIN 175-404-607 issued at \_\_\_\_\_ and valid until \_\_\_\_\_.

Doc. No. 293;  
Page No. 66;  
Book No. X;  
Series of 2025.



  
**EDRIAN M. APAYA**  
PTR No. 3040797/01-07-2025/Pasig City  
IBP No. 486621/12-23-2024/Masbate  
Roll No. 64655  
MCLE Compliance VII-0027307/27 March 2023  
15th Floor Strata 2000, F. Ortigas Jr. Road, Pasig City  
Email address: [emapaya@gorricetalaw.com](mailto:emapaya@gorricetalaw.com)  
Telephone No. 86960988  
Appointment No. 112 (2025-2026) - Pasig City  
Commissioned until 31 December 2026

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of PASIG CITY on MAY 30 2025.

  
**CHRISTOPHER P. MONTEROLA**  
Independent Director

Republic of the Philippines )  
PASIG CITY ) S.S.

SUBSCRIBED AND SWORN to before me, a Notary Public for and in PASIG CITY  
this MAY 30 2025, affiant personally appeared and exhibited to me his  
TIN 187-377-416 issued at \_\_\_\_\_ and valid until \_\_\_\_\_.

Doc. No. 296;  
Page No. 61;  
Book No. X;  
Series of 2025.



2025

  
**EDRIAN M. APAYA**  
PTR No. 3040797/04-07-2025/Pasig City  
IBP No. 486621/12-23-2024/Masbate  
Roll No. 64655  
MCLE Compliance VII-0027307/27 March 2023  
15th Floor Strata 2000, F. Ortigas Jr. Road, Pasig City  
Email address: [emapaya@gorricetalaw.com](mailto:emapaya@gorricetalaw.com)  
Telephone No. 86960988  
Appointment No. 112 (2025-2026) - Pasig City  
Commissioned until 31 December 2026

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of PASIG CITY on MAY 30 2025.

  
**IMELDA C. TIONGSON**  
Independent Director

Republic of the Philippines )  
PASIG CITY ) S.S.

SUBSCRIBED AND SWORN to before me, a Notary Public for and in PASIG CITY  
this MAY 30 2025, affiant personally appeared and exhibited to me his  
TIN 172-706-052 issued at \_\_\_\_\_ and valid until \_\_\_\_\_.

Doc. No. 297;  
Page No. 61;  
Book No. X;  
Series of 2025.



  
**EDRIAN M. APAYA**

PTR No. 3040797/01-07-2025/Pasig City  
IBP No. 486621/12-23-2024/Masbate  
Roll No. 64655

MCLE Compliance VII-0027307/27 March 2023  
15th Floor Strata 2000, F. Ortigas Jr. Road, Pasig Cit,  
Email address: [emapaya@gorricetalaw.com](mailto:emapaya@gorricetalaw.com)  
Telephone No. 86960988  
Appointment No. 112 (2025-2026) - Pasig City  
Commissioned until 31 December 2026



Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of PASIG CITY on MAY 30 2025,

  
**JONATHAN JACK R. MADRID**  
Independent Director

Republic of the Philippines )  
PASIG CITY ) S.S.

SUBSCRIBED AND SWORN to before me, a Notary Public for and in PASIG CITY  
this MAY 30 2025, affiant personally appeared and exhibited to me his  
TIN 106-905-250 issued at \_\_\_\_\_ and valid until \_\_\_\_\_.

Doc. No. 292;  
Page No. 66;  
Book No. X;  
Series of 2025.



  
**EDRIAN M. APAYA**

PTR No. 3040797/01-07-2025/Pasig City  
IBP No. 486821/12-23-2024/Masbate  
Roll No. 64655

MCLE Compliance VII-0027307/27 March 2023  
15th Floor Strata 2000, F. Ortigas Jr. Road, Pasig City  
Email address: [emapaya@gorricetalaw.com](mailto:emapaya@gorricetalaw.com)  
Telephone No. 86960988  
Appointment No. 112 (2025-2026) - Pasig City  
Commissioned until 31 December 2026

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of PASIG CITY on MAY 30 2025,

**ATTY. MARK S. GORRICETA**  
Corporate Secretary and Chief Legal Counsel

Republic of the Philippines )  
PASIG CITY ) S.S.

SUBSCRIBED AND SWORN to before me, a Notary Public for and in PASIG CITY  
this MAY 30 2025, affiant personally appeared and exhibited to me his  
Passport P4531123B issued at DFA NCR East and valid until  
January 23, 2030.

Doc. No. 296;  
Page No. 59;  
Book No. X;  
Series of 2025.



**EDRIAN M. APAYA**  
PTR No. 3040797/01-07-2025/Pasig City  
IBP No. 48662/12-23-2024/Masbate  
Roll No. 64655  
MCLE Compliance VII-0027307/27 March 2023  
15th Floor Strata 2000, F. Ortigas Jr. Road, Pasig City  
Email address: [emapaya@gorricetalaw.com](mailto:emapaya@gorricetalaw.com)  
Telephone No. 86960988  
Appointment No. 112 (2025-2026) - Pasig City  
Commissioned until 31 December 2026

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of PASIG CITY on MAY 30 2025,

  
ATTY. ANN CAMILLE S. ECLEO

Interim Chief Compliance Officer and Interim Chief Risk Officer

Republic of the Philippines )  
PASIG CITY ) S.S.

SUBSCRIBED AND SWORN to before me, a Notary Public for and in PASIG CITY  
this MAY 30 2025, affiant personally appeared and exhibited to me his  
TIN 376-301-941 issued at \_\_\_\_\_ and valid until \_\_\_\_\_.

Doc. No. 294;  
Page No. 65;  
Book No. \_\_\_\_\_;  
Series of 2025.



  
EDRIAN M. APAYA

PTR No. 3040797/04-07-2025/Pasig City  
IBP No. 486624/12-23-2024/Masbate  
Roll No. 64655

MCLE Compliance VII-0027307/27 March 2023  
15th Floor Strata 2000, F. Ortigas Jr. Road, Pasig City  
Email address: [emapaya@gorricetalaw.com](mailto:emapaya@gorricetalaw.com)  
Telephone No. 86960988  
Appointment No. 112 (2025-2026) - Pasig City  
Commissioned until 31 December 2026




## **CERTIFICATION**

The Good Governance Advocates and Practitioners of the Philippines, Inc. (GGAPP), hereby certify that an independent Third-Party Board Evaluation for 2021 was conducted for

### **XURPAS INC. (XI)**

The Third-Party Board Evaluation was conducted through surveys sent to and accomplished by the members of the XI Board of Directors.

**4 October 2022**

  
**Vincent Edward R. Festin**  
Chairman

  
**Reginald H. Tiu**  
President