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SEC Registration Number

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(Company's Full Name)

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B R G Y . D O N A J O S E F A Q U E Z O N C I T Y

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

RALF F. SARMIENTO
Contact Person

+(632) 8731-8886
Company Telephone Number

SEC FORM I-ACGR 2023

1 2 3 1
Month Day
Fiscal Year

FORM TYPE

0 7 2 5
Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept Requiring this Doc Section

Amended Articles Number /

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

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## SEC FORM – I-ACGR

### INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended: **31 December 2023**
2. SEC Identification Number: **CS201503014** 3. BIR Tax Identification No.: **008-961-476-000**
4. Exact name of issuer as specified in its charter: **FRUITAS HOLDINGS INC**
5. **PHILIPPINES**  
Province, Country or other jurisdiction of  
incorporation or organization
6.  (SEC Use Only)  
Industry Classification Code:
7. **60 CORDILLERA ST. BRGY. DONA JOSEFA, QUEZON CITY.**  
Address of principal office
8. **1113**  
Postal Code
8. **(02)884209447**  
Issuer's telephone number, including area code
9. **N/A**  
Former name, former address, and former fiscal year, if changed since last report.

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
<b>The Board's Governance Responsibilities</b>			
<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.			
<b>Recommendation 1.1</b>			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	The 2023 FHI Annual Report, filed with the Securities and Exchange Commission (the "Commission"), provides information, the working knowledge, experience, expertise, competencies and qualifications of the directors of the Company.  Please refer to the 2023 Annual Report, beginning on page 14-17, for a discussion on the working knowledge, experience, expertise, competencies and qualifications of the Directors and Executive Officers of the Issuer.	
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		
<b>Recommendation 1.2</b>			
1. Board is composed of a majority of non-executive directors.	Compliant	The Board of Directors of the Company is composed of 7 directors, 4 of which are non-executive directors.  Please refer to page 14 of the 2023 Annual Report for the details on the Board of Directors of the Company.	
<b>Recommendation 1.3</b>			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	Please refer to Article 11 on Training Process in the Manual on Corporate Governance ("MCG") for directors and officers.	

2. Company has an orientation program for first time directors.	Compliant	Consistent with onboarding requirements of the Company's Human Resources Team, first-time directors shall complete an orientation program that includes an introduction to the history of the Company, nature of its business and existing company policies.	
3. Company has relevant annual continuing training for all directors.	Compliant	<p>Please also refer to Article IV-C. of the MCG on the Responsibilities, Duties and Functions of the Board.</p> <p>The Company provides annual relevant continuing training for its directors and key officers.</p> <p>All of the Directors underwent training on corporate Governance last September 28, 2023 for the Best Practices for Stakeholder Engagement.</p>	
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity.	Compliant	<p>Please refer to Article IV.C of the MCG.</p> <p>Please see as well the Company's 2023 Annual Report, beginning on page 14, in which information about the Company's Board of Directors may be found. Such information will show that the board is diverse.</p>	
<b>Optional: Recommendation 1.4</b>			

<p>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</p>	<p>Compliant</p>	<p>Under Article IV.I of the MCG the Compliance Officer has the duty to monitor, review, evaluate and ensure compliance by the Company with the provisions and requirements of the Manual of Corporate Governance, which includes the mandate of the Board to observe a board diversity policy, and the rules and regulations of regulatory agencies and relevant laws and, if violations are found, report the matter to the Board and recommend the imposition of appropriate disciplinary action</p>	
<p><b>Recommendation 1.5</b></p>			
<p>1. Board is assisted by a Corporate Secretary.</p>	<p>Compliant</p>	<p>Mr. Marvin C. Yu is the Company's Corporate Secretary.</p>	
<p>2. Corporate Secretary is a separate individual from the Compliance Officer.</p>	<p>Compliant</p>	<p>Please refer to the 2023 Annual Report, page17, for the qualifications of Mr. Marvin C. Yu.</p>	
<p>3. Corporate Secretary is not a member of the Board of Directors.</p>	<p>Compliant</p>	<p>Please also refer to Article IV of the By-Laws, as amended, particularly Section 8, on the qualifications and duties of the Corporate Secretary.</p> <p>Mr. Marvin C. Yu is the Company's Corporate Secretary while Mr. Ralf F. Sarmiento is the Company's Compliance Officer.</p> <p>Please refer to 2023 Annual Report, particularly pages 16-17, for the qualifications of Mr. Marvin Yu and Mr. Sarmiento.</p>	

4. Corporate Secretary attends training/s on corporate governance.	Compliant	All of the directors and officers underwent training on corporate governance last September 28, 2023. The Company intends to avail of pertinent continuing training for all its officers and directors, including the Corporate Secretary.	
<b>Optional: Recommendation 1.5</b>			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Non-Compliant		The board meeting materials are distributed prior to the scheduled meeting. For regular annual meetings, the agenda are distributed 5 days before the meeting.
<b>Recommendation 1.6</b>			
1. Board is assisted by a Compliance Officer.	Compliant	Mr. Sarmiento is the Compliance Officer of the Company. He is not a member of the Board of Directors. Please refer to Annex A. List of Board of Directors.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3. Compliance Officer is not a member of the board.	Compliant	Please refer to the 2023 Annual Report, specifically page 16, for the information on Mr. Sarmiento.  Mr. Sarmiento, the Compliance Officer, also holds the rank of Vice-President in the Company. This position in the Company gives him adequate stature and authority in the corporation, particularly given his functions and experiences. Mr. Sarmiento impacts compliance and strategic business decisions of the Corporation.	
4. Compliance Officer attends training/s on corporate governance.	Compliant	All of the directors and officers underwent training on corporate governance in September 28, 2023. The Company continues to attend seminars and continuing training for all its officers and directors, including the Compliance Officer.	

**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>The Company's Board of Directors conducts board meetings, which include as part of the agenda business updates from its various business units, presentation and approval of financial results, and presentation and approval of various corporate transactions in accordance with the approval limits set by the Company.</p> <p>Please refer to Annex B for the List of Board meetings conducted for the year 2023.</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	The board of directors and key officers are aware of the Vision, Mission, Core Values and goals/targets of the company.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant		

**Supplement to Recommendation 2.2**

1. Board has a clearly defined and updated vision, mission and core values.	Compliant	Please refer to the corporate website ( <a href="http://fruitasholdings.com/about-the-company/">http://fruitasholdings.com/about-the-company/</a> ), <i>Company tab</i> particularly on the sections pertaining to <b>Mission</b> and <b>Vision and Core Values</b> .	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	Please refer to the company's Committee Charters enumerating process and procedures to respond to the needs of the organization based on the evolving business environment and strategic direction.	

**Recommendation 2.3**

1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>The board is headed by Mr. Rogelio M. Guadalquiver- Chairman.</p> <p>Please refer to page 14 of the 2023 Annual Report for the details and qualification of the Chairperson.</p>	
<b>Recommendation 2.4</b>			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<p>Unit heads and Management are trained to implement succession planning strategies to ensure all Company aspects are running smoothly. Human Resources support corporate leadership and Organizational succession through trainings and corporate awareness programs to develop all levels of corporate management.</p>	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	<p>The Group has an unfunded, noncontributory defined retirement benefit plan covering all qualified employees.</p> <p>The retirement benefits cost is determined using the projected unit credit method, which reflects services rendered by employees to the date of valuation and incorporates assumptions concerning employees' projected salaries.</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>Please refer to Article IV.F of the <b>Manual of Corporate Governance ("MCG")</b> on Remuneration of Directors and Officers.</p>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	<p>The Board of Directors constituted the Nomination and Compensation Committee for purposes of formal and transparent procedure for developing a</p>	



<p>3. Directors do not participate in discussions or deliberations involving his/her own remuneration.</p>	<p>Compliant</p>	<p>policy on executive remuneration and for fixing the remuneration packages or corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Company's culture, strategy and control environment;</p> <p>Please also refer to Article IV.G.1 of the MCG on the Nomination and Compensation Committee.</p> <p>Deliberations on remuneration of directors are conducted by the Nomination and Compensation Committee pursuant to its functions.</p> <p>Please also refer to Article IV.G.1 of the <b>MCG</b> on the Nomination and Compensation Committee.</p>	
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**Optional: Recommendation 2.5**

<p>1. Board approves the remuneration of senior executives.</p>	<p>Compliant</p>	<p>The remuneration of the senior executives is approved through the Nomination and Compensation Committee.</p> <p>Please also refer to Article IV.G.1 of the MCG on the Nomination and Compensation Committee.</p>	
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<p>2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.</p>	<p>Compliant</p>	<p>Please also refer to Article IV.G.1 of the MCG on the Nomination and Compensation Committee.</p>	
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**Recommendation 2.6**

1. Board has a formal and transparent board nomination and election policy.	Compliant	<p>The Board of Directors constituted the Nomination and Compensation Committee for purposes of installing and institutionalizing a process to pre-screen and shortlist all candidates nominated to become a member of the Board of Directors in accordance with the qualifications and/or disqualifications as described in the Company's Manual on Corporate Governance, By-Laws, and all applicable laws.</p> <p>Nomination and election policy is discussed in the procedures of operation of the Nomination and Compensation Committee which can be found in the Committee Charter in the Corporate website.</p> <p>Please refer to Article IV-G.1 of the MCG for the nominations from minority stockholders.</p> <p>Protection to the rights of minority shareholders is given due protection by the By-Laws of the Company as well.</p> <p>Please refer to Article III of the By-Laws, as amended, particularly Section 12 on Nomination of Directors.</p>	
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		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		

**Optional: Recommendation to 2.6**

<p>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.</p>	<p>Non-Compliant</p>	<p>Human Resource Department and Nomination and Compensation Committee internally source out candidates for vacant positions in the company and has existing search firms to source out candidates for any vacant positions if deemed needed.</p> <p>The HR Department commissioned database companies to search candidates for vacant position such as JobDB, Linked In, Jobstreet etc. and professional search firms such as Viventis and Icon.</p>	
<b>Recommendation 2.7</b>			
<p>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.</p>	<p>Compliant</p>	<p>The function covering related party transactions ("RPTs") is assumed by the Audit Committee.</p> <p>Please refer to Article IV.G.2 of the MCG on the functions and responsibilities of the Audit Committee. The Audit Committee has the duty to evaluate on an ongoing basis existing relations between and</p>	
<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p>Compliant</p>		

<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>Compliant</p>	<p>among businesses and counterparties to ensure that all related parties are continuously identified, RPTs are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured. Further, the Audit Committee must report to the Board of Directors on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties.</p> <p>RPTs in the MCG are defined to mean a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged. It should be interpreted broadly to include not only transactions that are entered into with related parties, but also outstanding transactions that are entered into with an unrelated party that subsequently becomes a related party. Related parties under the MCG cover the Company's directors, officers, substantial shareholders and their spouses and relatives within the fourth civil degree of consanguinity or affinity, legitimate or common-law, and other persons if these persons have control, joint control or significant influence over the covered entity. It also covers the covered entity's parent, subsidiary, fellow subsidiary, associate, affiliate, joint venture or an entity that is controlled, jointly controlled or significantly influenced or managed by a person who is a related party.</p>	
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**Supplement to Recommendations 2.7**

<p>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.</p>	<p>Compliant</p>	<p>Related party transactions are considered material and/or significant if</p> <ul style="list-style-type: none"> <li>i) these transactions amount To 10% or higher of the Group's total assets or,</li> <li>ii) there are several transactions or a series of transactions over a 12-month period with the same related party amounting to 10% or higher of the Group's total assets.</li> </ul> <p>Details of transactions entered into by the Group with related parties are reviewed by independent directors in accordance with the Group's related party transactions policy.</p> <p>We note that all material transactions (whether or not considered RPT) go through either the Executive Committee or the Board for approval, depending on the transaction value and are disclosed in compliance with statutory requirements on disclosure.</p> <p>Details of the company's RPT transactions are reported in <b>BIR Form 1709-INFORMATION RETURN ON TRANSACTIONS WITH RELATED PARTY and Notes to Financial Statements</b> for the year 2023 as attached to the Annual Report.</p>	
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<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>Non-Compliant</p>		<p>There is currently no voting system for the approval of specific types of RPTs during shareholders' meetings. As among the duties of the Board of Directors under the Article IV.C.2.k of the MCG is to ensure that there is a policy and system governing RPTs which should, accordingly, include the appropriate review and approval of material RPT, we note that all material transactions (whether or not considered RPT) go through either the Executive Committee or the Board for approval, depending on the transaction value and are disclosed in compliance with statutory requirements on disclosure.</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>Please refer to Article IV.C.2 of the <b>MCG</b> on the <b>Responsibilities, Duties and Functions of the Board.</b></p> <p>Please refer to the 2023 Annual Report, beginning on page 15-17, for the list of officers pertaining to the heads of corporate/business units.</p>	
<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).</p>	<p>Compliant</p>	<p>Please refer to Article IV.5.b of the <b>MCG</b> on the <b>Management team and performance assessment.</b></p> <p>The Board, with the support of Corporate Human Resources, implements performance management systems that function as assessment tools in determining and aligning the performance of Management and personnel with the long-term goals of the Company.</p>	

Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	Please refer to Article IV.5.b of the MCG on Management team and performance assessment. The Board, with the support of Corporate Human Resources, implements performance management systems that function as assessment tools in determining and aligning the performance of Management and personnel with the long-term goals of the Company.	
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		
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Please refer to Article IV.C.3 of the <b>MCG</b> on Internal Control Responsibilities of the Board.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	Internal control is in place in the company's operation, while the charters are being drafted to cover wider scope, the same shall be approve by the board. Internal Audit Charter is covered in the Audit Committee Charter which can be found in the company's website which is approved by the Board.	
3. Board approves the Internal Audit Charter.			
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	The function of the risk management is performed by the Audit Committee. These risks are timely assessed by the committee to proactively adjust and make decisions with sound judgements.	

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	Enterprise Risk Management framework can be found at <a href="https://fruitasholdings.com/investor/Company%20Overview%20&amp;%20Corporate%20Information/Corporate%20Governance/Enterprise%20Risk%20Management">https://fruitasholdings.com/investor/Company Overview &amp; Corporate Information/Corporate Governance/Enterprise Risk Management</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	The list of responsibilities, duties, functions and accountabilities of the Board of Directors and individual directors is found in the Company By-Laws (Article III) and the MCG (Article IV.A to G) which are available in the corporate website.  Board Charter can be found in the company's website under Corporate Governance. <a href="https://fruitasholdings.com/investor/Company%20Overview%20&amp;%20Corporate%20Information/Corporate%20Governance/Board%20Charters">https://fruitasholdings.com/investor/Company Overview &amp; Corporate Information/Corporate Governance/Board Charters</a>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website.	Compliant		
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	Compliant	All officers and directors are advised to timely disclose trading transactions made for public disclosure. The board also adopts the block-out period as prescribed in the Philippine Stock Exchange rules. For 2023, all trading transactions are fully and timely disclosed in the PSE Edge.  Insider Trading Policy can be found In the Corporate Website: <a href="https://fruitasholdings.com/investor/Company%20Overview%20&amp;%20Corporate%20Information/Corporate%20Governance/Insider%20Trading%20Policy">https://fruitasholdings.com/investor/Company Overview &amp; Corporate Information/Corporate Governance/Insider Trading Policy</a>	



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	The company has a company handbook which includes granting cash advance and loan policies and procedures.  For 2023, no loans have been granted to any director.	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	Transaction that needs board approval are indicated in the Manual on Corporate governance and Company's By Laws. Board approvals are being disclose timely.	
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	The Board has the following committees: Executive Committee, Audit Committee, Compensation and Nomination Committee, and Corporate Governance Committee.  Please refer to the following: <ol style="list-style-type: none"> <li><b>By-Laws</b>, as amended, more particularly Article III Section 4; and</li> <li><b>MCG</b>, particularly Article IV.G.</li> </ol> Board Committee charters can also be viewed in the company's' website under Manual on Corporate Governance.	
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 refer to the following:</p> <ol style="list-style-type: none"> <li>1. By-Laws, as amended, particularly Article VI, Section 3 – Audit Committee; and</li> <li>2. MCG, particularly Article IV G.2. - Audit Committee</li> </ol>	
<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 4 members, of which 3 are non-executive directors. The Chairman of the Audit Committee is Mr. Dennis Beng Hui, an independent director, who is not chairman of the Board or of any committees of the Company.</p>	
<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 <b>2023 Annual Report</b>, beginning page 14, information on the directors including memberships in board committees.</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. Dennis Beng Hui, an independent director, who is not chairman of the Board or of any committees of the Company.</p>	

**Supplement to Recommendation 3.2**

1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Please refer to Article IV.G.2 of the Manual on Corporate Governance on Audit Committee.  Non-Audit services approved in 2023 is for the Agreed-Upon Procedures in the Certification of the Disbursement of Proceeds and Progress Report for the year.	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Non-compliant		Audit procedures and audit findings are currently discussed by the external auditor with the Audit committee and management team present.
<b>Optional: Recommendation 3.2</b>			
1. Audit Committee meet at least four times during the year.	Compliant	The Audit Committee meets five (5) times during the year, as follows: every December or January for approval of external auditor's proposed plans, every April for year-end audit requirements, and every quarter for the review of quarterly financial results and agreed-upon procedures audit	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	Under Article IV.K, of the MCG, the Company shall have in place an independent internal audit function which shall be performed by an Internal Auditor or a group of Internal Auditors. The Internal Auditor shall report to the Audit Committee. Currently, Internal Audit functions are done by the Operations team. Material audit findings, if any, are brought to Audit Committee's attention for approval and further investigation.	
<b>Recommendation 3.3</b>			

1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	The Board has the following committees: Executive Committee, Audit Committee, Nomination and Compensation Committee and Corporate Governance Committee.  Please refer to the following <b>Article IV.G. 3 of the MCG on Board Committees- Corporate Governance Committee</b> for the function and responsibilities of the committee	
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 3 members who are all independent directors.	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	The Committee Chairman is Ms. Shirley O. Tan while members of the committee are Mr. Dennis T. Beng Hui and Ms. Bambi Maureen O. Donato	
<b>Optional: Recommendation 3.3.</b>			
1. Corporate Governance Committee meet at least twice during the year.	Compliant	The Corporate Governance Committee meet thrice during the year 2023.	
<b>Recommendation 3.4</b>			
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.	Non-compliant		<p><b>This serves as the explanation for this section pertaining to Recommendation 3.4. 1 to 4</b></p> <p>The duties and responsibilities of a BROC are performed by the Company's Corporate Governance Committee.</p> <p>All of the 3 members are Independent directors. Committee Chairman is Ms.</p>
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.			
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.			

4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.			Shirley O. Tan.  Please also refer to Article IV.G.2 of the <b>Manual on Corporate Governance</b> on <i>Corporate Governance Committee</i> .
<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.	Non-compliant		<p><b>This serves as the explanation for this section pertaining to Recommendation 3.5 1 and 2”</b></p> <p>The duties and responsibilities of the Related Party Committee are performed by the Audit Committee.</p> <p>All of the members are independent directors</p> <p>Please refer to Article IV.G.2 of the <b>MCG</b> on the duties of <b>Audit Committee</b>.</p>
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.			
<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>The purposes, membership, responsibilities of the board committees are found in the MCG, particularly in Article IV. While the committee charters can be found in the company's website under Corporate Governance.</p> <p><a href="https://fruitasholdings.com/investor/Company-Overview-&amp;Corporate-Information/Corporate-Governance/Board-Charters">https://fruitasholdings.com/investor/Company-Overview-&amp;Corporate-Information/Corporate-Governance/Board-Charters</a></p>	
2. Committee Charters provide standards for evaluating the performance of the Committees.			
3. Committee Charters were fully disclosed on the company's website.			

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

**Recommendation 4.1**

1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	Directors attend and actively participate in all meeting of the Board. The agenda for the meeting is distributed prior to meeting.	
2. The directors review meeting materials for all Board and Committee meetings.			
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	Minutes of the Annual Stockholder's Meeting ("ASM") is posted in PSE Edge as Results of ASM which can also be viewed in the Company's website. Inquiries and clarifications are asked before the meeting.	

**Recommendation 4.2**

1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	Among the non-executive directors (NED) of the Company, Mr. Rogelio Guadalquivir concurrently serves in another publicly-listed company as an independent director of Century Peak Holdings Corporation.	
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**Recommendation 4.3**

1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Please refer to Article IV-B of the <b>MCG</b> on Qualifications of Directors.  For the year 2023, there were no Directors who accepted any directorship in another company.	
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**Optional: Principle 4**

1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	Please refer to Article IV-B of the <b>MCG</b> on Qualifications of Directors.  There are no directors who serve in more than two boards of listed companies outside the group.	
2. Company schedules board of directors' meetings before the start of the financial year. 3.	Compliant	The Board plans the schedule and conduct of Board of Directors' meetings at the start of the financial year, though the same is subject to change depending on the directors' schedules and the needs of the Company.	
4. Board of directors meet at least six times during the year.	Compliant	The Company had 9 Board of Directors Meeting for the year 2023.  Please refer to Annex B. List of Board of Directors Meeting	
5. Company requires as minimum quorum of at least 2/3 for board decisions.	Compliant	Under the By-Laws, only 5 director vote is required for a quorum.	

**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	The Board is composed of 3 Independent directors which constitute more than one-third of the board. Please refer to page 14 of 2023 Annual Report for the list of the Company Directors including the Independent Directors.	
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**Recommendation 5.2**

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Please refer to 2023 Annual Report for the list of the Company Directors including the Independent Directors, their background and qualifications.	
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**Supplement to Recommendation 5.2**

1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	The ability of directors to vote independently is not constrained by any provision in the By-Laws or any agreements.	
<b>Recommendation 5.3</b>			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Pursuant to SEC Memorandum Circular No. 4, series of 2017, a company's independent director shall serve for a maximum cumulative term of nine (9) years. The independent directors of the Company have not yet exceeded the maximum term limit as of December 31, 2023	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	The Company shall continue to comply with statutory requirements vis-à-vis corporate governance best practices to ensure that its independent directors are qualified to serve as such pursuant to law and relevant regulations.	
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	None of the independent directors have exceeded the nine (9) year term.	
<b>Recommendation 5.4</b>			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Mr. Rogelio Guadalquivir is the Chairman of the Board whereas Mr. Lester Yu is the Chief Executive Officer.  Please refer to the <b>2023 Annual Report</b> , beginning on page 14, for information on the Directors and Executive Officers of the Corporation.	



2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Please refer to Article IV of the By-Laws, as amended, more particularly Section 6 on the Chairman of the Board and Section 7 on the President.  Further, the MCG also defines the responsibilities of each role. Article 4 A.2-The Chairman of the Board and 3 The Chief Executive Officer.	
<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	The chairman of the board is a non-executive director.	
<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	Director/s having a material interest in a transaction affecting the corporation abstain from taking party in the deliberation of the transaction.	
<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.	Non-compliant		Non-executive directors who are members of the Audit Committee, have separate periodic meetings with the external auditor and heads of the compliance and risk functions but also in the presence of the executive

2. The meetings are chaired by the lead independent director.	Compliant	The meetings are chaired by Mr. Dennis T. Beng Hui, the Chairman of the Audit Committee who is an independent director.	directors and officers. These are done when quarterly and year-end financial results are presented during Audit Committee meetings.
<b>Optional: Principle 5</b>			
1. None of the directors is a former CEO of the company in the past 2 years.	Non-compliant		The current CEO has held such position for more than 2 years.
<b>Principle 6:</b> 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.			
<b>Recommendation 6.1</b>			
1. Board conducts an annual self-assessment of its performance as a whole.	Non-compliant		The board have included the evaluation and performance assessment in the board charters. The Performance Self-assessment shall be conducted in the following year.  The assessments have not yet been supported by an external facilitator.
2. The Chairman conducts a self-assessment of his performance.			
3. The individual members conduct a self-assessment of their performance.			
4. Each committee conducts a self-assessment of its performance.			
5. Every three years, the assessments are supported by an external facilitator.			
<b>Recommendation 6.2</b>			
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	This serves as the explanation for this section pertaining to Recommendation 6.2.  The criteria to determine performance of the Board, its individual directors and	

2. The system allows for a feedback mechanism from the shareholders.		committees are based on their respective duties and functions. Please refer to the MCG, particularly Article IV.5.b on Duties and Functions of the Board, Article IV.6.b on the Duties and Functions of Directors and Article IV.8 on Board Committees.  Feedback mechanisms are in place via correspondence through the Office of the Investor Relations.	
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**Principle 7:** Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

**Recommendation 7.1**

1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	This serves as the explanation for this section pertaining to Recommendation 7.1.  The company has existing Code of Business Ethics which is reviewed and updated as necessary. The most recent Manual is dated March 1, 2019.	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	The Code of Business Ethics is publicly-available through the corporate website.	
3. The Code is disclosed and made available to the public through the company website.	Compliant	Under Company overview and corporate information/Corporate Governance  The Trainings and Seminars under Corporate Human Resources have developed and are continuously developing sessions to disseminate the different programs and policies anchored on the Code of Business Ethics throughout the entire organization. Copies of the Manuals and Memorandums are posted in each of the Offices.	

**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	Included as part of the Code of Business Ethics and is the prevention of conflict of interest which covers non-soliciting favors or gifts, whether in cash or in kind, as consideration to any employees of the company. The first offense on this unethical behavior has grounds for dismissal.	
<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	The Human Resources Department with the help of Department Heads is in charge of the monitoring of the compliance with Code of Business Conduct and Ethics as well as Internal Policies of the company. The HR Head reports to the board of directors.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant		
<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>The company complies with statutory requirements on disclosure as provided under the Securities Regulation Code and its Implementing Rules and Regulations, the Listing and Disclosure Rules of the Philippine Stock Exchange and other applicable rules and regulations.</p> <p>Please refer to the corporate website <a href="https://fruitasholdings.com/investor/">https://fruitasholdings.com/investor/</a> particularly on the section pertaining to <b>Financial Reports</b> and <b>Disclosures</b> that include SEC Filings: SEC Form 17-A (Annual Report), Audited Financial Statements, SEC Form 17-Q (Quarterly Report) and SEC Form 17-C (Current Report) and other disclosed reports.</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.</p>	<p>Compliant</p>	<p>Please refer to the corporate website in which copies of the Corporation's SEC Form 17-A (Annual Report), SEC Form 17-Q (Quarterly Report) and Audited Financial Statement can be found.</p> <p>All annual and quarterly filing were filed within the deadline.</p>	

<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>Compliant</p>	<p>Please refer to the <b>2023 Annual Report</b> for discussions re: Top 100 shareholders (Annex B of the report), Security Ownership of Certain Beneficial Owners and Management (page 18-19), the Voting Trust Holder and Changes in Control. These discussions in the Annual Report provide appropriate information to the shareholders (including minority shareholders) of the Company regarding shareholding ownership and any associated risks.</p>	
<b>Recommendation 8.2</b>			
<p>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.</p>	<p>Compliant</p>	<p>The Company complies with the statutory requirements on disclosures pertaining to dealings in the Company's shares and correspondingly has policies in place to ensure compliance by its directors and covered officers.</p>	
<p>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.</p>	<p>Compliant</p>	<p>Please refer to Article IV.B.2. of the <b>Manual on Corporate Governance</b> on the Disqualifications of Directors.</p> <p>The compliance officer also disseminated memorandum on the disclosure of dealings and abidance with 2 full trading day blackout period.</p>	
<b>Supplement to Recommendation 8.2</b>			

<p>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).</p>	<p>Compliant</p>	<p>The Company complies with statutory requirements on disclosures pertaining to dealings in the Company's shares (by its directors, officers or persons performing similar functions and controlling shareholders).</p> <p>Please refer to the corporate website for a copy of SEC Form 23-B (Statement of Change in Beneficial Ownership of Securities).</p>	
<p><b>Recommendation 8.3</b></p>			
<p>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.</p>	<p>Compliant</p>	<p>Please refer to the <b>2023 Annual Report</b>, beginning on page 20-22, for the disclosure of material information pertaining to individual board members.</p>	
<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.</p>	<p>Compliant</p>	<p>Please refer to the <b>2023 Annual Report</b>, beginning on page 14-16, for the disclosure of updated material information pertaining to key executives.</p>	
<p><b>Recommendation 8.4</b></p>			
<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>Please refer to Article IV.F of the <b>MCG</b> on Remuneration of Directors and Officers.</p> <p>Please refer to the <b>2023 Annual Report</b>, specifically page 17-18, on Compensation of Directors.</p>	
<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>Please refer to Article IV.F of the <b>MCG</b> on Remuneration of Directors and Officers. Please also refer to Article IV.C of MCG the on Nomination and Compensation Committee.</p>	

<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>Compliant</p>	<p>For confidentiality and security reasons, executive compensation/remuneration is disclosed on a group basis in the Annual Report, while discussions on compensation package is on a per-individual basis.</p> <p>Please refer to the <b>2023 Annual Report</b>, particularly page 17-18, on Executive Compensation.</p>	
<p><b>Recommendation 8.5</b></p>			
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>Please refer to Article IV.G.2 of the <b>MCG</b> on the Audit Committee. The duties and responsibilities of an RPT Committee are performed by the Company's Audit Committee.</p>	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p>All material transactions (whether or not considered a related party transaction) go through either the Executive Committee or the Board for approval, depending on the transaction value, and are disclosed in compliance with statutory requirements on disclosure.</p> <p>RPT details can be found in the BIR Form 1709- Transaction on Related Party.</p>	
<p><b>Supplement to Recommendation 8.5</b></p>			
<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>Compliant</p>	<p>The Directors are required to disclose all transactions that may lead to conflict of interest.</p>	
<p><b>Optional : Recommendation 8.5</b></p>			



1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	RPT transactions are disclosed in the BIR Form 1709- Transaction on Related Party and Audited Financial Statements.  Director/s with conflict of interest are abstained from the board discussion on that particular transaction.	
<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	The Company complies with statutory requirements on disclosure of material information as provided under the Consolidated Listing and Disclosure Rules of the Philippine Stock Exchange.  Corporate disclosures are available at the company and Philippines stock exchange website.	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	For non-material acquisitions, financial statement assets and future benefits are evaluated by the Board. Due diligence procedures are conducted internally.  However, the company seeks an external assessor or third party to evaluate and perform due diligence functions on material acquisitions with 10% or more of the Company's assets and those associated to related party.	
<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	All disclosures are currently disclosed on PSE Edge and can also be found in the company's website.	

Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Please refer to the MCG which is available in the corporate website under Company overview and corporate information.  <a href="https://fruitasholdings.com/investor/Company%20Overview%20and%20corporate%20Information/Corporate%20Governance%20Tab">https://fruitasholdings.com/investor/Company Overview and corporate Information/Corporate Governance Tab</a>	
2. Company's MCG is submitted to the SEC and PSE.			
3. Company's MCG is posted on its company website.			
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	The company has submitted the initial MCG and has no amendments or updated version of the Manual as of December 31, 2023.	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	Compliant	The Company's <b>2023 Annual Report</b> is publicly available in the corporate website.  a. Discussion on corporate objectives is found in Part I on Business and General Information of the 2023 Annual Report.  b & c. Financial and non-financial performance indicators are discussed in the Notes to the financial statements which are annexed to the 2023 Annual Report. Key indicators can be found on the Annual Report page 12.  d. Please refer to page 8 of the 2023 Annual report, and the Notes to Financial	
a. Corporate Objectives			
b. Financial performance indicators			
c. Non-financial performance indicators			
d. Dividend Policy			
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors			

f. Attendance details of each director in all directors meetings held during the year		Statements on the discussion pertaining to Dividends.	
g. Total remuneration of each member of the board of directors		<p>e. While pages 14- 19 of the report for information on the Directors and Executives of the Company.</p> <p>f. Attendance details of each director were not in the 2023 Annual Report but is attached in the Information Statement of the Company.</p> <p>g. For confidentiality and security reasons, executive compensation/ remuneration is disclosed on a group basis. Please refer to page 17 of the 2023 Annual Report, .</p>	
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.	Non-Compliant		<p>The 2023 Annual Report do not contain the statement of compliance with the Code of Corporate Governance.</p> <p>The company continues to abide by the Code of Corporate Governance while working on the non -compliance on recommendations as provided.</p> <p>The succeeding reports shall include the compliance and non- compliance rationale for the year.</p>
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	Please refer to 2023 Annual Report attachment, Sustainability report, on discussion pertaining to risks the Company is exposed to and the business continuity management policy maintained by the Company	

4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	Please refer to the 2023 Annual Report, specifically pages 13-14, for a discussion on Audit Committee and Policy pertaining to internal controls and risk management.	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Please refer to the 2023 Annual Report, page 4-5, for discussions pertaining to risks to which the Company is exposed. Other risks are also stated in the Sustainability Report as attached in the 2023 Annual Report	

**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	Please refer to Article VI of the MCG on Accountability and Audit.	
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.		The re-appointment of external auditor was ratified by 62.46% of the shareholders as disclosed in the 17C- Results of Annual Stockholders meeting for the year 2023 which was posted in the company website and PSE edge.	
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.		The Company complies with statutory requirements on disclosure of material information as provided under the Consolidated Listing and Disclosure Rules of The Philippine Stock Exchange.	

**Supplement to Recommendation 9.1**

<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p>The current audit engagement partner is Mr. Cedric M. Caterio which started in 2022 engagement.</p> <p>Per IESBA (International Ethics Standards Board for Accountants) Code as of April 2018, Audit Partner Rotation Provisions for Public Interest Entities where the new provisions will permit the key audit partner to engage to a maximum of seven (7) years</p>	
<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>	<p>Compliant</p>	<p>Audit committee Charter can be found in the Company's Website which enumerates the Audit committee responsibilities as also shown in the Corporate Governance Manual.</p> <p>The composition, responsibilities, duties and functions of the Audit Committee is found in the By-Laws (Article IV, Section 3. on Audit Committee) and MCG (Article IV-G.2 on Audit Committee) which are available in the corporate website under Corporate Governance tab.</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>		<p><a href="https://fruitasholdings.com/investor/">https://fruitasholdings.com/investor/</a> at Company Overview and corporate Information/Corporate Governance Tab</p>	
<b>Supplement to Recommendations 9.2</b>			

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	The composition, responsibilities, duties and functions of the Audit Committee is found in the By-Laws (Article IV, Section 3 on Audit Committee) and MCG (Article IV.G.2 on Audit Committee) which are available in the corporate website.	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant		
<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	Please refer to the <b>2023 Annual Report</b> , page 13, for the discussion on External Audit Fees. The Audit Committee reviews and approves the audit and non-audit services rendered by the Company's external auditors to ensure that the Company does not engage the external auditors for certain non-audit services expressly prohibited by regulations of the Securities and Exchange Commission to be performed by an external auditor for its audit clients.  The non audit engagement in 2023 is an Agreed-upon procedures which is required in the certification needed in the Disbursement of Initial Public offering Proceeds and Progress 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		
<b>Supplement to Recommendation 9.3</b>			

<p>1. Fees paid for non-audit services do not outweigh the fees paid for audit services.</p>	<p>Compliant</p>	<p>Please refer to the 2023 Annual Report, page 13 for the discussion on External Audit Fees.</p> <p>Non audit services for the Agreed Upon procedures on the Certification of the Disbursement of Initial Public Offering Proceeds and Progress Report is significantly lower than the Audit services fees.</p>	
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**Additional Recommendation to Principle 9**

<p>1. Company's external auditor is duly accredited by the SEC under Group A category.</p>	<p>Compliant</p>	<p>Below are the details of the Audit Partner and External Audit Firm for the year 2023</p> <p><b>CEDRIC M. CATERIO</b>  Partner  CPA Certificate No. 87322  Tax Identification No. 102-083-647-000  BOA Accreditation No. 4782; Valid until June 6, 2026  SEC Accreditation No. 87322-SEC Group A  Issued April 20, 2023  Valid for Financial Periods 2021 to 2025  BIR Accreditation No. 19-005765-001-2023  Valid until December 13, 2025  PTR No. 9564563  Issued January 3, 2023, Makati City</p> <p><b>REYES TACANDONG &amp; CO.</b>  BOA/PRC Accreditation No. 4782 August 16, 2021, valid until June 6, 2026  SEC Accreditation No. 4782 SEC Group A  Issued August 11, 2023 Valid for Financial Periods 2021 to 2025</p> <p>BDO Towers Valero (formerly Citibank Tower)  8741 Paseo de Roxas  Makati City 1226 Philippines  Phone : +632 8 982 9100  Fax : +632 8 982 9111  Website : <a href="http://www.reyestacandong.com">www.reyestacandong.com</a></p>	
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2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	The external auditor, <b>REYES TACANDONG &amp; CO.</b> , agreed to be subjected to the SEC Oversight Assurance Review. No inspection occurred in 2023.	
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**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	Please refer to Annex A- Sustainability Report of the <b>2023 Annual Report</b> , for discussions re: Economics, Environmental Responsibility, Social responsibility and Corporate Governance compliance	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.		Please also refer to Article IX of the <b>MCG</b> on Disclosure and Transparency.	

**Principle 11:** The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

**Recommendation 11.1**

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 has its corporate website. <a href="http://fruitasholdings.com/">http://fruitasholdings.com/</a>  All public, material and relevant information are accessible and publicly available via the company website which has a section on Corporate Reports and Disclosure including Analyst Briefings. The company also joins public briefings offered and suggested by PSE.	
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Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	Compliant	<p>The financial reports section can be found in the corporate website via the following link:</p> <p><a href="https://fruitasholdings.com/investor/">https://fruitasholdings.com/investor/</a></p> <p>Please refer to the <b>financial reports</b> tab in the above link for the latest quarterly report and downloadable Annual Report with financial statements of the company.</p> <p>Please refer to the section pertaining to <b>Disclosures</b> tab which contain the following: Notice of Analyst Briefing, Notice of ASM and SSM while Minutes thereof are attached to The Disclosure of Results of the ASM.</p> <p>Please refer to the <b>IR Program tab/Prospectus</b> for the Articles of Incorporation and By- Laws, and its amendments.</p>	
a. Financial statements/reports (latest quarterly)			
b. Materials provided in briefings to analysts and media			
c. Downloadable annual report			
d. Notice of ASM and/or SSM			
e. Minutes of ASM and/or SSM			
f. Company's Articles of Incorporation and By-Laws			
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Non-compliant		<p>The company is reviewing the contents and improvement of the website to comply with SEC requirements.</p> <p>The current website has many limitations as to uploading and editing of the contents. The revamping of the website is expected to be completed in 3rd quarter of 2024.</p>
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>Please refer to Article VI of the MCG on Audit and Compliance.</p> <p>Internal control system is reviewed annually or as necessary. Each business units have responsibility to identify risks and control over their respective day to day operations.</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 its Enterprise Management Framework which can be found in the Company website</p> <p><a href="https://fruitasholdings.com/investor/">https://fruitasholdings.com/investor/</a></p> <p><b>Company Overview and Corporate Information/Corporate Governance</b> tab for the copy of the ERP.</p> <p>The key risks in the business operations and global interactions can be found in the page 4-6 of the 2023 Annual report and the Sustainability report attached to it.</p>	

**Supplement to Recommendations 12.1**

<p>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.</p>	<p>Compliant</p>	<p>The Company's various units monitor and ensure the Company's compliance and awareness</p>	
<p><b>Optional: Recommendation 12.1</b></p>			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>	<p>Compliant</p>	<p>The company has a separate IT department which addresses issues on disruption, website uploading, security and recovery of files and company data.</p>	
<p><b>Recommendation 12.2</b></p>			
<p>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.</p>	<p>Compliant</p>	<p>The Company has its Audit Unit that performs internal financial and operational audit functions which reports to the board all audit reports made.</p>	
<p><b>Recommendation 12.3</b></p>			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	<p>Non-compliant</p>		<p>The company has not yet appointed a CAE but the Internal audit team performs its function with standard procedures initially set up by the company. These procedures are evaluated time to time to address internal control issues, if there is any.</p>
<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.</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.			
<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Non-compliant		The Enterprise Risk Management (ERM) framework of the Company is and any risk assessment management functions are implemented and/or performed by the Audit Committee.
<b>Supplement to Recommendation 12.4</b>			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	Financial and other technical consultants are commissioned to assist in risk management issues.	
<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).	Non-compliant		Although there is no designation of CRO in the organizational structure of the Company, the champion of the Company's ERM is the Audit Committee
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.			
<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		There is no attestation between the Chief Executive Officer and Chief Audit Executive in writing regarding compliance and sound internal control in place. The compliance and internal control system are in place and is monitored and assessed by the management team and committees.
<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	This serves as the explanation pertaining to Recommendation 13.1.  Please refer to Article VIII of the Manual on Corporate Governance on Stockholders' Rights and Protection on Minority Stockholders' Interests.	
2. Board ensures that basic shareholder rights are disclosed on the company's website.		The MCG is available in the corporate website.	
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share.	Compliant	The Company complies with applicable laws and regulations upholding the rights of its shareholders, minority or otherwise.  Please see: 1. Articles of Incorporation a) Article VIII on no pre-emptive right on the part of any stockholder to subscribe to any or all issues or other disposition of shares from the Corporation. b) Article V on the Subscription, Issuance and Transfer of shares 2. a) Article VII, on the rights of minority shareholders and resolving disputes Provide information on all classes of shares, including their voting rights if any.  The stockholders concerns and proposals for special meeting can be sent to the Investment relations personnel with contact	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.			
3. Board has an effective, secure, and efficient voting system.			
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.			
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.			

6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.		details indicated in the company's website.	
7. Company has a transparent and specific dividend policy.	Compliant	<p>Refer to the Articles of Incorporation at the Company's website on the dividend policy.</p> <p>Last October 13, 2023, the Company declared regular cash dividends amounting to Php0.01 per share or a total of Php 21,336,800.00 on all shares of common stock issued and outstanding to stockholders of record as of November 8, 2023. Cash dividends were paid on November 29, 2023. The amount of Php 21,336,800.00 represents the total cash declared and paid for in 2023.</p> <p>There is an accrued dividends payable for the preferred shares amounting to Php 166,667 as at December 31, 2023.</p> <p>Dividend information for the past 3 years can be found in page 8 of the 2023 Annual Report.</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	Shareholder's vote on shareholder's meeting has been tabulated by 2 different company personnel and validated by the Company's Stock Transfer Agent, BDO.	
<b>Recommendation 13.2</b>			

<p>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.</p>	<p>Compliant</p>	<p>The Company sends its Notice for Annual and Special Stockholders' Meeting in compliance with relevant laws and the Company's By-Laws.</p> <p>The 2023 Preliminary Information Statement is available at the company's website and is posted in the PSE Edge last June 8, 2023 which is more than 28 days from the actual ASM of July 25, 2023.</p>	
<b>Supplemental to Recommendation 13.2</b>			
<p>1. Company's Notice of Annual Stockholders' Meeting contains the following information:</p>	<p>Compliant</p>	<p>Notice of Annual stockholders meeting were disclose to PSE , published in 2 newspaper for 2 consecutive days and The Director's profiles and related information, along with the Independent auditors appointment and proxy documents, can be found in the Company's 2023 Preliminary and Definitive Information Statement.</p>	
<p>a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)</p>			
<p>b. Auditors seeking appointment/re-appointment</p>			
<p>c. Proxy documents</p>			
<b>Optional: Recommendation 13.2</b>			
<p>1. Company provides rationale for the agenda items for the annual stockholders meeting</p>	<p>Compliant</p>	<p>Please refer to Article 10 of the MCG on the Communication Process before stockholders' meetings.</p>	
<b>Recommendation 13.3</b>			
<p>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.</p>	<p>Compliant</p>	<p>The Company is committed to disclose publicly all results of the Annual or Special Stockholders meeting in the company's website.</p> <p>The 2023 Results of ASM and Organizational Meeting with the minutes including the</p>	



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.		votes per agenda has been disclosed right after the ASM (July 25, 2023) and is available at the company's website.	
<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	External Auditor, Reyes Tacandong and Company, officers and directors have attended the Company'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	Please refer to the Articles 12 of the MCG on resolving stockholders' disputes.  There were no disputes during the 2023 ASM.	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.			
<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	The Company has an Investor Relations Office. Details are found in the corporate website. Please also refer to Article VII of the	

2. IRO is present at every shareholder's meeting.		<p>MCG on Stockholders' Rights and Protection of Minority Stockholders' Interests.</p> <p>Below is the details of the Company's IRO:</p> <p>Mr. Shaun Aldrich G. Si Investor Relations Officer shaun.si@fruitasholdings.com 09202927397</p> <p>The Investor Relations Officer is present at every shareholder's meeting.</p>	
<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	Please refer to Article III of the By-Laws, as amended, particularly Section 14 and Article IV B. 2. For disqualification of the Directors and management Officers	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	<p>In the Company's Public Ownership Report as of December 31, 2023, 40.75% is owned by the public.</p> <p>Please refer to the Company's Public Ownership Report as of December 31, 2023 as available in the corporate website and PSE edge.</p>	
<b>Optional: Principle 13</b>			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	Please refer to Article VIII of the MCG on Stockholders' Rights and Protection of Minority Stockholders' Interests. Shareholders may communicate with the IRO with contact details provided in the	

2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.		company's website. Procedures in voting via absentia is included in the Notice to ASM	
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### Duties to Stakeholders

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

### Recommendation 14.1

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Please refer to Article IV.C.1 of the MCG on Responsibilities, Duties and Functions of the Board.  Please refer to the 2023 Annual Report on Part I Business and General Information for a discussion on the different stakeholders of the Company, namely: its customers, suppliers, employees, community.	
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### Recommendation 14.2

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Please refer to the MCG, particularly Article VII on Stockholders' Rights and Protection of Minority Stockholders' Interests and Article IV C 1 on Responsibilities, Duties and Functions of the Board.	
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### Recommendation 14.3

<p>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.</p>	<p>Compliant</p>	<p>Hotlines, feedback mechanisms available to the Company's stockholders, investors and analysts through the Investor Relations Office and accreditation process for the Company's suppliers and service providers.</p> <p>Please refer to Article VII of the MCG on Stockholders' Rights and Protection of Minority Stockholders' Interests.</p> <p>Please also refer to the corporate website, particularly in the section pertaining to Code of Business Ethics and Business Conduct.</p>	
<b>Supplement to Recommendation 14.3</b>			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	<p>Compliant</p>	<p>Please refer to the MCG, particularly Article 12. Resolving Stockholders' Disputes.</p>	
<b>Additional Recommendations to Principle 14</b>			
<p>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.</p>	<p>Compliant</p>	<p>The Company complies with all applicable laws, rules and regulations and has not requested for exemption from application of said laws, rules and regulations and no exemption has been sought or applied by the company.</p>	
<p>2. Company respects intellectual property rights.</p>			

<b>Optional: Principle 14</b>			
1. Company discloses its policies and practices that address customers' welfare	Compliant	Please also refer to the corporate website, particularly in the section pertaining to Code of Business Ethics.	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Non-compliant		The company will improve business policies in supplier/contract selection procedures
<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	Company policies and procedure includes dissemination of Company Goal/Targets to managers and respective employees, and their participation on the realization of the goal through Departmental Meetings.	
<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	Company has Employee Evaluation and incentive plans as approved by the Management Committee.	

<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>Compliant</p>	<p>The health, safety and welfare of each employees in the organizations are taken care of. HRD appoints Departmental representative, committees (OSH Committee) In the promotion, dissemination and implementation of safety guidelines and procedures.</p> <p>The Policy and Data Relating to Health, Safety, and Welfare of Employees including company sponsored trainings can be found in the company website:</p> <p><a href="https://fruitasholdings.com/investor/Company%20Overview%20and%20Corporate%20Information/Corporate%20Governance">https://fruitasholdings.com/investor/Company Overview and Corporate Information/Corporate Governance</a> tab</p>	
<p>3. Company has policies and practices on training and development of its employees.</p>	<p>Compliant</p>	<p>The company thru HRD have training programs and seminars not only to Manager and supervisors but also to rank and file employees. The Department is also promoting information on public seminars available.</p>	
<p><b>Recommendation 15.2</b></p>			
<p>1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.</p>	<p>Compliant</p>	<p>Anti- corruption policy is included in the Company Manual.</p> <p>Please also refer to the corporate website, particularly in the section pertaining to Code of Business ethics.</p>	

2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.		Company policies and procedure includes dissemination of Company Policies and procedure from the start of employment and is available in the corporate website included in the code of business ethics and employee handbook.	
<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 company policy includes the penalty/sanction in case of violation	
<b>Recommendation 15.3</b>			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	The employee may contact HRD to report any illegal or unethical behavior.	
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.	Non-Compliant		All illegal and unethical behavior are directed to HRD before presented to the board for proper investigation.
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	There was no whistleblowing brought out to the board of directors as of December 31, 2023	
<b>Principle 16:</b> 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.			
<b>Recommendation 16.1</b>			
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	The corporate website shows the social involvement of the company including the scholarship (education funding), tree planting, community reach out programs and health and wellness sponsorship (hiking, mountain climbing and other sports).	

Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	The communication and interaction in the community are posted in the social media pages and corporate website of the company.	
2. Company exerts effort to interact positively with the communities in which it operates			



**Annex A. Board of Directors**

Director's Name	M/F	Position (if applicable)	Directorship Type	Date first elected	Date last elected (if ID state the number of years served as ID)	Date of Last Election	No. of years served as director
Rogelio M. Guadalquivir	M	Chairman of the Board	NED	Aug. 2019		July 25, 2023	4 years
Lester C. Yu	M	Chief Executive Officer and President	ED	Aug. 2019			4 years
Madelene T. Sayson	F	Director, Chief Operating Officer	ED	Jul. 2021			2 years
Calvin F. Chua	M	Director and Chief Financial Adviser	ED	Aug. 2019			4 years
Bambi Maureen E. Donato	F	Independent Director	NED	Aug. 2019	3 years		4 years
Dennis T. Beng Hui	M		NED	Aug. 2019	3 years		4 years
Shirley O'Yek Tan	F		NED	Aug. 2019	3 years		4 years

## Annex B. Attendance of Directors on Meeting

The record of attendance of the directors at the meetings of the Board of Directors (the "Board") held in 2023 are as follows:

<b>Directors</b>	<b>No. of Meetings Attended/No. of Meetings as Director</b>	<b>Percent Present</b>
Roger M. Guadalquiver	9/9	100%
Lester C. Yu	9/9	100%
Calvin F. Chua	9/9	100%
Madelene T. Sayson	9/9	100%
Dennis T. Beng Hui	9/9	100%
Bambi Maureen E. Donato	9/9	100%
Shirley O. Tan	9/9	100%


**FRUITAS HOLDINGS INC.****LIST OF 2023 MEETINGS**

<b>DATE OF MEETING</b>	<b>MATTER</b>
March 1, 2023	Acquisition of assets of Ling Nam Restaurant Business, an authentic Cantonese dishes through wholly owned subsidiary, Lingnam Food Inc.,
April 11, 2023	Notice Non filing parts of 17A and extension of Disbursement of Proceed Report 2023
April 13, 2023	Approval of Annual Financial Statement for the year ended December 31, 2022.
May 1, 2023	Approval of Agreed-Upon Procedures for the certification of Disbursement of Proceeds and Progress Report
May 2, 2023	Financial and Operational Results for the year 2022 and First Quarter of 2023
May 22, 2023	Postponement of the 2023 Annual Stockholders' Meeting ("2023 ASM") which, pursuant to the By-Laws, should occur on the second Monday of June 2023 to 25th of July 2023 and setting of the Record Date to 22 June 2023.
May 30, 2023	Approval of the 2022 Annual Corporate Governance Report
June 1, 2023	Acquisition of the 100% of Outstanding Shares of Fly Kitchen Inc.
July 25, 2023	2023 Annual Stockholder's and Organizational Meeting
August 15, 2023	Financial and Operational Results as of June 30, 2023
September 2, 2023	Issuance of 2 billion Frutas Holdings Inc. preferred shares as subscription to Lush Properties Inc.
October 13, 2023	Declaration of P0.01 cash dividends for stockholders on record as of November 8, 2023 and will be paid not later than November 29, 2023. The cash dividends amounting to P21,336,800.00 shall be paid from the unrestricted Retained Earnings as of December 31, 2022.
November 13, 2023	Financial and Operational Results for the 3rd Quarter of 2023 and as of September 30, 2023

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, hereunto duly authorized in Quezon City on


  
Rogelio M. Guadalquiver  
Chairman of the Board


  
Calvin F. Chua  
Director/Chief Financial Adviser

  
Shirley O'Yek Tan  
Independent Director

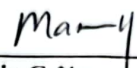
  
Bambi Maureen E. Donato  
Independent Director

  
Ralf F. Sarmiento  
Compliance Officer

 MAY 2024  
Lester C. Yu  
President and Chief Executive Officer

  
Madelene T. Sayson  
Director/Chief Operations Officer


  
Dennis T. Beng Hui  
Independent Director

  
Marvin C. Yu  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 30 MAY 2024 of \_\_\_\_\_ at QUEZON CITY affiant exhibited to me their respective tax identification numbers:

Rogelio M. Guadalquiver	123-305-015-000
Lester C. Yu	191-309-944-000
Calvin F. Chua	211-386-338-000
Bambi Maureen E. Donato	161-637-757-000
Shirley O'Yek Tan	112-174-810-000
Dennis T. Beng Hui	153-978-243-000
Marvin C. Yu	214-877-469-000
Madelene T. Sayson	294-685-820-000
Ralf F. Sarmiento	256-730-333-000

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Book No. XXIV  
Series of 2024.

ATTY. MA.  P. CABRERA  
Notarial Commission until DEC 31, 2025  
Adm. Matter No. 012 (2024-2025)  
PTR No.: 543233 01/02/2024 - QC  
IBP No.: 385454; 01/02/2024 - QC  
Attorney's Roll No. 44573  
MCLE Compliance No. VIII-0002597  
Valid until 14 APR 2025