



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December 31, 2021**
2. SEC Identification Number **54666**
3. BIR Tax Identification No. **000-163-396**
4. Exact name of issuer as specified in its charter **SHAKEY'S PIZZA ASIA VENTURES INC.**
5. **METRO MANILA, PHILIPPINES**
Province, Country or other jurisdiction of incorporation or organization
- (SEC Use Only)
Industry Classification Code:
7. **15KM East Service Road Corner Marian Road 2, Barangay San Martin de Porres, Paranaque City**
Address of principal office
- 1700**
Postal Code
8. **(632) 8742 5397**
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			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	The Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of the directors are found on the Company's website. Please see https://www.shakeyspizza.ph/investors/corporate-information	
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		The Qualification standards for directors for selection of potential nominees are found on page 6 of the Company's Manual of Good Corporate Governance. https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Manual%20on%20Good%20Corporate%20Governance.pdf
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	The Board consists of nine (9) directors, three (3) of whom are independent directors, five (5) are non-executive directors and one (1) is an executive director. The composition of the Board clearly delineates the responsibilities with those of Management.	

		<table><tr><th>Director</th><th>Designation</th></tr><tr><td>Christopher T. Po</td><td>Chairman Non-executive Director</td></tr><tr><td>Ricardo Gabriel T. Po</td><td>Non-executive Director</td></tr><tr><td>Teodoro Alexander T. Po</td><td>Non-executive Director</td></tr><tr><td>Leonardo Arthur T. Po</td><td>Non-executive Director</td></tr><tr><td>Lance Y. Gokongwei</td><td>Non-executive Director</td></tr><tr><td>Vicente L. Gregorio</td><td>Executive Director</td></tr><tr><td>Fernan Victor P. Lukban</td><td>Lead Independent Director</td></tr><tr><td>Frances J. Yu</td><td>Independent Director</td></tr><tr><td>Paulo L. Campos, III</td><td>Independent Director</td></tr></table> <p>Link: Shakey's website: https://www.shakeypizza.ph/investors/corporate-information</p>	Director	Designation	Christopher T. Po	Chairman Non-executive Director	Ricardo Gabriel T. Po	Non-executive Director	Teodoro Alexander T. Po	Non-executive Director	Leonardo Arthur T. Po	Non-executive Director	Lance Y. Gokongwei	Non-executive Director	Vicente L. Gregorio	Executive Director	Fernan Victor P. Lukban	Lead Independent Director	Frances J. Yu	Independent Director	Paulo L. Campos, III	Independent Director	
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Frances J. Yu	Independent Director																						
Paulo L. Campos, III	Independent Director																						
Recommendation 1.3																							
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	Paragraph M of the Company's Board Charter provides: 1. The Compliance Officer will be in charge of welcoming and onboarding a new director and will be in charge of: (a) introducing the Corporation to the new director by providing him with literature about the Corporation including the constitutive documents, latest definitive information statement and annual																					

		<p>report of the Corporation and (b) introducing the new director to the other members of the board, department heads and other employees.</p> <ol style="list-style-type: none"> 2. The Compliance Officer can arrange for orientations and plant tours of the director in coordination with the relevant department heads of the Corporation. 3. The Corporation recognizes the importance of continuing education of its Board members and encourages the directors to become members of professional associations and to attend relevant educational events. <p>Link: <i>*provisions in the continuing education of the Board members is found in Paragraph M of the Board Charter:</i> https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Board%20Charter.pdf</p> <p>Article 2, Paragraph 3 of the Manual on Corporate Governance provides that all first time directors should attend an eight (8) hour orientation program covering SEC-mandated topics on corporate governance and an introduction to the Corporation's business, Articles of Incorporation, and Code of Conduct. All directors should also attend an annual four (4) hour continuing training program involving courses on corporate governance and matters relevant to the</p>	
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		<p>Corporation, including audit, internal controls, risk management, sustainability and strategy.</p> <p>Link: <i>*policy on annual training of Board members of Article 2 Paragraph 3 of the Manual on Good Corporate Governance:</i> https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Manual%20on%20Good%20Corporate%20Governance.pdf </p>	
2. Company has an orientation program for first time directors.	Compliant	The company has an established orientation program for every new director to ensure of their practical understanding of business in general, and of Shakey's in particular.	
3. Company has relevant annual continuing training for all directors.	Compliant	<p>Paragraph M of the Company's Board Charter provides:</p> <ol style="list-style-type: none"> 1. The Compliance Officer will be in charge of welcoming and onboarding a new director and will be in charge of: (a) introducing the Corporation to the new director by providing him with literature about the Corporation including the constitutive documents, latest definitive information statement and annual report of the Corporation and (b) introducing the new director to the other members of the board, department heads and other employees. 2. The Compliance Officer can arrange for orientations and plant tours of the director in 	

		<p>coordination with the relevant department heads of the Corporation.</p> <p>3. The Corporation recognizes the importance of continuing education of its Board members and encourages the directors to become members of professional associations and to attend relevant educational events.</p> <p>An orientation for first time director Lance Gokongwei was conducted on June 7, 2021. Moreover, all directors attended the annual corporate governance seminar. Attached as Appendix "A" to "J" are copies of the Certificates of Attendance of the directors and key officers during the Company's Advance Corporate training program held on August 26, 2021.</p> <p>Links: <i>*policy on annual training of Board members of Article 2 Paragraph 3 found on page 5 of the Manual on Good Corporate Governance:</i> https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Manual%20on%20Good%20Corporate%20Governance.pdf <i>*provisions in the continuing education of the Board members is found in Paragraph M of the Board Charter:</i> https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Board%20Charter.pdf </p>	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	The Corporation recognizes the benefits of having a diverse board and sees diversity as an essential	

		<p>element in supporting its continued growth and the attainment of its strategic objectives. The board must aim to make food use of the differences in gender, age, cultural, educational background, ethnicity, professional experience, skills, and knowledge of its directors. Please see page 5 of the Company's Board Charter.</p> <p><i>*Diversity policy is found on Page 5 of the Board Charter: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Board%20Charter.pdf</i></p> <p>The membership of the Board is a combination of executive and non-executive directors (which include independent directors) in order that no director or small group of directors can dominate the decision-making process. The non-executive directors should possess such qualifications and stature that would enable them to effectively participate in the deliberations of the Board.</p> <table><tr><th>Board</th><th>Female</th><th>Male</th></tr><tr><td>Executive</td><td>0</td><td>1</td></tr><tr><td>Non-Executive</td><td>0</td><td>5</td></tr><tr><td>Independent</td><td>1</td><td>2</td></tr></table>	Board	Female	Male	Executive	0	1	Non-Executive	0	5	Independent	1	2	
Board	Female	Male													
Executive	0	1													
Non-Executive	0	5													
Independent	1	2													
Optional: Recommendation 1.4															
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	<p>The final composition of the Board is based on merit and potential contribution and with due regard for the benefits of diversity on the Board.</p> <p>The Board of Directors has a combined expertise in strategy, business development, entrepreneurship, marketing, management</p>													

		consulting, organization al development, family business and governance. Link: *Diversity policy is found on Page 5 of the Board Charter : https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Board%20Charter.pdf	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	The Company's Corporate Secretary, Atty. Maria Rosario L. Ybanez, is responsible for ensuring that good information flows within the Board and Board Committees and between Management and nonexecutive directors. She also facilitates the orientation and assists with the professional development of directors as required by regulators.	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	<p>The information on the Corporate Secretary, including his name, qualifications, duties and functions are stated in the Annual Report and in the Company website.</p> <p>Links: 2021 Annual Report, page 20: https://www.shakeyspizza.ph/document/investors/disclosures/[MERGED%20COPY]%20PIZZA%20SEC%2017-A%20Annual%20Report%20for%202021.pdf</p> <p>Definitive Information Statement 2021, page 9: https://www.shakeyspizza.ph/document/investors/disclosures/[PSE%20Copy]%20PIZZA%20Definitive%20Information%20Statement%202022%20(4).pdf</p>	

		<p>Shakey's website: https://www.shakeypizza.ph/investors/corporate-information</p> <p>The Corporate Secretary is a separate individual from the Compliance Officer. The Company's Corporate Secretary is Atty. Maria Rosario L. Ybanez while the Compliance Officer is Manuel T. del Barrio. The duties and responsibilities of the Corporate Secretary are different from those of the Compliance Officer. The name, qualifications, duties and functions of the Corporate Secretary are stated in the Annual Report as well as in the Company Website.</p> <p>Links: 2021 Annual Report, page 20: https://www.shakeypizza.ph/document/investors/disclosures/[MERGED%20COPY]%20PIZZA%20SEC%2017-A%20Annual%20Report%20for%202021.pdf</p> <p>Definitive Information Statement 2021, page 9: https://www.shakeypizza.ph/document/investors/disclosures/[PSE%20Copy]%20PIZZA%20Definitive%20Information%20Statement%202022%20(4).pdf</p> <p>Shakey's website: https://www.shakeypizza.ph/investors/corporate-information</p>	
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	<p>The Corporate Secretary is not a member of the Board of Directors. The names and profiles of the directors are disclosed in the Company Website and in the Definitive Information Statement (DIS).</p> <p>Links: *Names and profiles of directors:</p>	

		https://www.shakeyspizza.ph/investors/corporate-information Definitive Information Statement 2021, page 9: https://www.shakeyspizza.ph/document/investors/disclosures/[PSE%20Copy]%20PIZZA%20Definitive%20Information%20Statement%202022%20(4).pdf The name, qualifications, duties and functions of the Corporate Secretary are stated in Page 20 of the Annual Report and in the Company Website: Links: 2021 Annual Report, page 20: https://www.shakeyspizza.ph/document/investors/disclosures/[MERGED%20COPY]%20PIZZA%20SEC%2017-A%20Annual%20Report%20for%202021.pdf Shakey's website: https://www.shakeyspizza.ph/investors/corporate-information	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	The Corporate Secretary attended a 4--hour Corporate Governance Seminar conducted by the Institute of Corporate Directors on August 26, 2021. A copy of her Certificate of attendance is attached herein as Appendix "K".	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.		The corporate secretary distributes all materials to the Board 5 days prior to a scheduled meeting by email in compliance with Sec H (6) (f) of the Board Charter: (f) Inform members of the Board, in accordance with the by-laws, of the agenda of their meetings at least five (5) working days in advance, and	

		<p>ensures that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval.</p> <p>Links: *Article H Section 6(f) of the Board Charter is found on page 7: https://www.shakeypizza.ph/document/investors/corporate-governance/PIZZA%20Board%20Charter.pdf </p>	
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Recommendation 1.6

1. Board is assisted by a Compliance Officer.	Compliant	<p>The Corporation's Compliance Officer is Manuel T. Del Barrio. The Compliance Officer is responsible for determining and measuring compliance with the Company's Manual on Corporate Governance, relevant laws, the Code of Corporate Governance for Publicly Listed Companies, SEC rules and regulations and all governance issuances of regulatory agencies.</p> <p>Links: *profile of Mr. Del Barrio can be seen at <i>Shakey's website</i>: https://www.shakeypizza.ph/investors/corporate-information </p>	
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		
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>The Company's Compliance Officer attended the Corporate Governance Seminar on August 26, 2021. Attached as Appendix "L" is his Certificate of Attendance.</p>	

Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

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

The Board members perform their duties pursuant to the duties and responsibilities as stated on the Company's Board Charter.

Link:

Board Charter:

<https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Board%20Charter.pdf>

Recommendation 2.2

1. Board oversees the development, review and approval of the company's business objectives and strategy.

Compliant

The Board adheres to Article 5(2) of the Company's Manual of Good Corporate Governance which states:

2. Board oversees and monitors the implementation of the company's business objectives and strategy.

Compliant

5 (2) Oversee the development of and approve the Corporation's business objectives and strategy, and monitor their implementation, in order to sustain the company's long-term viability and strength;

Link:

Manual on Good Corporate Governance:

<https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Manual%20on%20Good%20Corporate%20Governance.pdf>

Further, the Board is guided by the provisions of Sec. B of the Board Charter:

		<p>The role of the Board is to provide leadership and strategic guidance for the Corporation and oversee management's implementation of its initiatives in order 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.</p> <p>Link: Board Charter: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Board%20Charter.pdf</p>	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>The Corporation's vision, mission and core values are found on the Corporation's website.</p> <p>Link: https://www.shakeyspizza.ph/about-us/corporate-philosophies</p> <p>The Board reviews the Corporation's vision, mission and core values as may deem necessary.</p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	<p>The Board conducts regular and special meetings during which the company's performance is reviewed against forecast and prior periods to determine whether the Corporation's performance is on track or whether adjustments have to be made.</p> <p>Link: <i>*Article 5(2) of the Manual on Good Corporate Governance (PAGE 9):</i></p>	

		https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Manual%20on%20Good%20Corporate%20Governance.pdf	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>The Corporation's Chairman is Christopher T. Po. Mr. Po's qualifications are found on the Corporation's website</p> <p>Links: <i>*Profile of the Chairman of the Board:</i> Shakey's website: https://www.shakeyspizza.ph/investors/corporate-information</p>	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	The Board ensures that a succession plan for top and key management positions is in place. See page 9 of the Corporation's Manual on Good Corporate Governance.	
2. Board adopts a policy on the retirement for directors and key officers.		<p>The Company has a retirement fund in place and a retirement policy found on page 9 of the Corporation's Manual on Good Corporate Governance.</p> <p>Link: Manual on Good Corporate Governance, page 9: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Manual%20on%20Good%20Corporate%20Governance.pdf</p>	
Recommendation 2.5			

1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Remuneration Process The Company reviews compensation paid to its executives/officers on a yearly basis. The levels of remuneration of the Corporation should be sufficient to be able to attract and retain the services of qualified and competent executives/officers. A portion of the remuneration of executive directors may be structured or be based on corporate and individual performance.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	Remuneration Policy and Structure for Executive and Non-Executive Directors Section 5 of the Company's By-Laws provide that directors shall receive reasonable per diems for their attendance at each meeting of the Board. Any compensation other than per diems may be allowed subject to the approval of stockholders representing at least a majority of the outstanding capital stock. Remuneration Scheme The Company's By-Laws provide that directors shall receive reasonable per diems for their attendance at each meeting of the Board. Any compensation other than per diems may be allowed subject to the approval of stockholders representing at least a majority of the outstanding capital stock. The Company's annual reports and information and proxy statements include disclosure of all fixed and variable compensation that may be paid, directly or indirectly, to its directors and top four (4) management officers	

		during the preceding fiscal year, which may be subject to objection or ratification of the stockholders. There were no issues on the compensation of directors and officers which was brought up in the last annual stockholders meeting.										
Optional: Recommendation 2.5												
1. Board approves the remuneration of senior executives.	Non-compliant	Provide proof of board approval										
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	<p>The Company compensates employees based on Company and individual performance. Employee performance is assessed on the basis of: (1) actual vs. desired results, and (2) how results were delivered in the light of corporate core values. Therefore, the achievement of financial and nonfinancial measures is reflected in performance assessment.</p> <p>Deferred bonuses based on individual performance are provided on a yearly basis.</p>										
Recommendation 2.6												
1. Board has a formal and transparent board nomination and election policy.	Compliant	<table><tr><th>Procedure</th><th>Process Adopted</th><th>Criteria</th></tr><tr><td colspan="3">Selection/Appointment</td></tr><tr><td>(i)Executive Directors</td><td>Nomination is conducted by the</td><td>In addition to the</td></tr></table>	Procedure	Process Adopted	Criteria	Selection/Appointment			(i)Executive Directors	Nomination is conducted by the	In addition to the	
Procedure	Process Adopted	Criteria										
Selection/Appointment												
(i)Executive Directors	Nomination is conducted by the	In addition to the										
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	(ii) Non-Executive Directors (iii) Independent Directors	Nomination Committee prior to a stockholders' meeting pursuant to the provisions of SRC Rule 38.	qualifications for membership in the Board provided in the Corporation Code, the SRC, and other relevant laws, the Board may provide for additional qualifications which include, among others, the following:	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		All nominations for directors to be elected by the stockholders of the Company shall be submitted in writing to the Corporate Secretary prior to the date of the regular or special meeting of stockholders for the election of directors.	(i) College education or equivalent academic degree (ii) Practical understanding of the business of the Company;	
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		The directors shall be elected from among the stockholders annually during the annual meeting of stockholders. No stockholder convicted by final judgment of an	(iii) Membership in good standing in relevant industry, business or professional organization;	

		<table><tr><td>offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code of the Philippines, committed within five years prior to the date of election shall qualify as a director.</td><td>(iv) Previous business experience. In addition to the above stated qualifications, independent directors are selected in accordance with the rules provided under SRC Rule 38 of the Amended IRR of the SRC.</td></tr></table>	offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code of the Philippines, committed within five years prior to the date of election shall qualify as a director.	(iv) Previous business experience. In addition to the above stated qualifications, independent directors are selected in accordance with the rules provided under SRC Rule 38 of the Amended IRR of the SRC.	
offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code of the Philippines, committed within five years prior to the date of election shall qualify as a director.	(iv) Previous business experience. In addition to the above stated qualifications, independent directors are selected in accordance with the rules provided under SRC Rule 38 of the Amended IRR of the SRC.				
	<p>The Board adheres to the rights of all stockholders as provided by the Corporation Code and its Manual on Good Corporate Governance.</p> <p>Link: Manual on Good Corporate Governance: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Manual%20on%20Good%20Corporate%20Governance.pdf</p> <p>The Corporation adopts the policy of self assessment of its performance as well as a system that provides the minimum criteria and process to determine the performance of the members of the Board.</p>				

		Link: Board Charter: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Board%20Charter.pdf	
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Non-compliant	Identify the professional search firm used or other external sources of candidates	The Company does not use professional search firms when searching for candidates to the board of directors. Candidates are nominated and go through the process of evaluation and confirmation by the Nominations Committee.
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	The Company has a groupwide policy governing related party transactions which includes the appropriate thresholds, review and approval parameters which guarantee fairness and transparency of the transactions. Link: Policy on Material Related Party Transactions: https://www.shakeyspizza.ph/document/investors/corporate-governance/SPAVI%20Policy%20on%20Material%20Related%20Party%20Transactions.pdf	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant		
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according	Compliant	Disclosure of RPT	

<p>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>The Company policy governing related party transactions includes the appropriate thresholds and disclosure of material related party transactions in accordance with the rules of the Securities and Exchange Commission on material related party transactions.</p> <p>The names of all related parties, degree of relationship, nature and value for each material/significant RPT are disclosed by the Company in its Consolidated Financial Statements.</p> <p>Links: Related Party Charter: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Related%20Party%20Transaction%20Charter.pdf</p> <p>Annual Report, page 41 of Annex D (Consolidated Audited Financial Statements): https://www.shakeyspizza.ph/document/investors/disclosures/[MERGED%20COPY]1%20PIZZA%20SEC%2017-A%20Annual%20Report%20for%202021.pdf</p>	
<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>Compliant</p>	<p>The Company has guidelines and procedures in place which ensure the integrity and transparency of related party transactions. In addition, all RPTs are (1) covered by individual agreements ensuring that they are arms-length and (2) disclosed regularly to shareholders, the SEC, and the PSE.</p>	

		<p>Under the Company's Policy on Material Related Party Transactions, all individual RPTs shall be reviewed and approved by at least two-thirds (2/3) vote of the Board of Directors with a majority of the independent directors voting to approve the RPT. In case that a majority of the independent directors' vote is not secured, the RPT may be ratified by the vote of stockholders representing at least two thirds (2/3) of the outstanding capital stock.</p> <p>Link:</p> <p>Article 6(C)(b) of the Policy on Material Related Party Transactions, page 5:</p> <p>https://www.shakeyspizza.ph/document/investors/corporate-governance/SPAVI%20Policy%20on%20Material%20Related%20Party%20Transactions.pdf</p>	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>The Composition of the Management team is found in the Corporation's website</p> <p>Link:</p> <p>https://www.shakeyspizza.ph/investors/corporate-information</p> <p>The Board's policy and responsibility for assessing the performance of management is found in the Corporation's Board Charter.</p> <p>Link:</p>	

		Board Chater: https://spavi-noo-prod.s3.ap-southeast-1.amazonaws.com/s3fs-public/documents/Corporate_governance/PIZZA%20Board%20Charter.pdf	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>The Board's policy on assessing the performance of management is found on page 6 of the Corporation's Board Charter.</p> <p>Link: Board Charter, page 6: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Board%20Charter.pdf </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	<p>The Board's policy and responsibility for assessing the performance of management is found on the Corporation's Board Charter.</p> <p>Link:</p>	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>Board Chater: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Board%20Charter.pdf </p>	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	<p>Internal Control System</p> <p>Internal Control System covers systematic measures which include reviews, checks and balances, methods and procedures.</p>	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<p>No statement from the directors is currently issued that attest to the effectiveness of the internal control system.</p>	

		<p>The Board of Directors is ultimately responsible for the oversight of the Company's risk management processes and internal controls that involve identifying, measuring, analyzing, monitoring and controlling risks. The Board of Directors has created the board level Audit Committee to spearhead the managing and monitoring of risks.</p> <p>The adequacy of the internal controls is reviewed annually by the Audit Committee. On a quarterly basis, specific risk management processes and findings are reviewed and evaluated.</p> <p>Link: Article 15 (1), (2), (3) and (4) of the Manual of Good Corporate Governance, page 19: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Manual%20on%20Good%20Corporate%20Governance.pdf</p>	
3. Board approves the Internal Audit Charter.	Compliant	<p>The Company's Internal Audit Charter can be found in this Company's website:</p> <p>Link: Internal Audit Charter: https://www.shakeyspizza.ph/document/investors/corporate-governance/Internal%20Audit%20Charter_v2[3].pdf</p>	
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	<p>The Company's Board Risk Oversight Charter can be found in the Company's website:</p> <p>Link: Board Risk Oversight Charter:</p>	

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	https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20BROC%20Board%20Risk%20Oversight%20Charter.pdf	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	Company's Board Charter can be found in the Company's website : Link: Board Charter:	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Board%20Charter.pdf	
3. Board Charter is publicly available and posted on the company's website.	Compliant		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	The Company's policy against insider trading is found in its Enterprise Risk Management System found in the Company's website : Link: https://www.shakeyspizza.ph/investors/corporate-information	
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.		SPAVI ensures the fairness and transparency of related party transactions between SPAVI and its parent company, joint ventures, subsidiaries, associate, affiliates, major stockholders, principal officers and directors, including their spouses, children, and dependent siblings and parents and of interlocking director relationships by members of the Board.	

		<p>The terms and conditions of all transactions involving related parties are done at an arm's length transaction, & subject to appropriate corporate approvals and actions of the SPAVI or of the Related Parties, with the best interest of SPAVI in mind.</p> <p>The SPAVI Policy on Material Related Party Transaction is uploaded on the Company website.</p> <p>Link: Policy on Material Related Party Transactions: https://www.shakeyspizza.ph/document/investors/corporate-governance/SPAVI%20Policy%20on%20Material%20Related%20Party%20Transactions.pdf </p>	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	The Board decides on the Company's major projects and policy decisions, business plan and annual budgets and major investment funding.	

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	<p>The Company has four Board Committees namely: Audit, Corporate Governance and Sustainability Committee, Board Risk Oversight Committee and Related Transactions Committee.</p> <p>Link: Board committee members' information: https://www.shakeyspizza.ph/investors/corporate-information </p>	
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Recommendation 3.2

<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>Compliant</p>	<p>Information on the company's Audit Committee can be found in the Company's website:</p> <p>Link: https://www.shakeyspizza.ph/investors/corporate-information</p> <p>The Audit Committee is responsible for overseeing the senior management in establishing and maintaining an adequate, effective, and efficient internal control framework. It ensures that systems and processes are designed to provide assurance in areas including reporting, monitoring compliance with laws, regulations and internal policies, efficiency and effectiveness of operations, and safeguarding of assets.</p> <ul style="list-style-type: none"> • Ensures that the external auditor is credible, competent, and should have the ability to understand complex related party transactions, its counterparties, and valuations of such transactions • Ensures that the external audit firm is selected on the basis of a fair and transparent tender process • Ensure that the external auditor has adequate quality control procedures 	
<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>Information on the members of the Audit Committee, including their qualifications and type of directorship can be found in the Company's website:</p> <p>Link:</p>	

		https://www.shakeyspizza.ph/investors/corporate-information	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	See link for the information on the background, knowledge, skills, and/or experience of the members of the Audit Committee. Link: https://www.shakeyspizza.ph/investors/corporate-information	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	See link for the information on the Chairman of the Audit Committee Link: https://www.shakeyspizza.ph/investors/corporate-information	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Not applicable		The Company's external Auditor provides exclusive audit services only.
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	The Audit Committee met on March 29, May 3, August 2 and November 8, 2021. The Audit Committee conducted an executive session with the external audit team without anyone from management. There are no minutes of the executive session as the Corporate Secretary was not part of the Executive Session. All discussions between the Audit Committee and the External Audit Team are not recorded.	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	The Audit Committee met on March 29, May 3, August 2 and November 8, 2021.	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	The Audit Committee recommends the appointment or replacement of the internal audit head or Chief Audit Executive who shall functionally report to the Committee, and ensure	

		<p>that the internal audit organization shall be free from interfering in determining its scope, performance of its work, and in communicating its results.</p> <p>In 2021, the Board approved the appointment of the Chief Audit Executive (CAE), Darel Pallesco, upon the recommendation of the Audit Committee.</p> <p>Link:</p> <p>Appointment of CAE:</p> <p>https://www.shakeyspizza.ph/document/investors/disclosures/20210715%20PIZZA%20Results%20of%20Organizational%20Meeting%202021.pdf</p>	
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Recommendation 3.3

1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	<p>Corporate Governance Committee oversees the implementation of the corporate governance framework and periodically reviews the framework to ensure that it remains appropriate in light of material changes to the corporation's size, complexity and business strategy, as well as its business and regulatory environments. It also determines the nomination and election process for the company's directors and shall establish a formal and transparent procedure to develop a policy for determining the remuneration of directors and officers.</p> <p>On March 2021, the Corporate Governance Committee approved the Amended Corporate</p>	
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		<p>Governance and Sustainability Committee Charter expanding the function of the Committee to provide oversight of the Corporation's strategies, opportunities, and risks concerning material sustainability issues to ensure progress in these areas and to advise management on process and performance improvements in order to achieve targets.</p> <p>Link: Amended Corporate Governance and Sustainability Committee Charter: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Amended%20Corporate%20Governance%20and%20Sustainability%20Charter%202021.pdf</p> <p>The Board in its meeting on July 15, 2021 approved the integration of the functions of the Sustainability Committee with the Corporate Governance Committee.</p>	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Compliant	<p>Information on the members of the Corporate Governance Committee, including their qualifications and type of directorship can be found in the Company's website:</p> <p>Link: https://www.shakeyspizza.ph/investors/corporate-information</p>	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	<p>Information on the Chairman of the Corporate Governance Committee can be found in the Company's website:</p> <p>Link:</p>	

		https://www.shakeyspizza.ph/investors/corporate-information	
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.		The Corporate Governance Committee met on February 18 and November 18, 2021	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Complaint	The Board Risk Oversight Committee (BROC) is responsible for the oversight of the Company's Enterprise Risk Management (ERM) system to ensure its functionality and effectiveness. It provides oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risk exposures of the Company.	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	Information on the members of the Board Risk Oversight Committee, including their qualifications and type of directorship can be found in the Company's website: Link: https://www.shakeyspizza.ph/investors/corporate-information	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	See link for the information on the Chairman of the Board Risk Oversight Committee: Link: https://www.shakeyspizza.ph/investors/corporate-information	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	Information on the background, skills, and/or experience of the members of the Board Risk Oversight Committee can be found in the Company's website: Link:	

		https://www.shakeyspizza.ph/investors/corporate-information	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	The purpose of the Related Party Transaction (RPT) Committee is to ensure that terms and conditions of all RPTs must be equivalent to those that prevail in arm's length transactions and shall be subject to appropriate corporate approvals and actions of the corporation and of related parties, with the best interest of the investing public and the Corporation in mind. Any related-party transactions entered into by the Corporation or its affiliates shall be in accordance with applicable law, rules and regulations and this Policy.	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	Information on the members of the RPT Committee, including their qualifications and type of directorship can be found in the Company's website: Link: https://www.shakeyspizza.ph/investors/corporate-information	
Recommendation 3.6			
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	Company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes are uploaded in the Company website, particularly in the page for Corporate Information: Links: Shakey's Website: https://www.shakeyspizza.ph/investors/corporate-information	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		
3. Committee Charters were fully disclosed on the company's website.	Compliant		

		<p>Board Charter: https://www.shakeypizza.ph/document/investors/corporate-governance/PIZZA%20Board%20Charter.pdf</p> <p>Audit Committee Charter: https://www.shakeypizza.ph/document/investors/corporate-governance/PIZZA%20Audit%20Committee%20Charter.pdf</p> <p>Internal Audit Charter: https://www.shakeypizza.ph/document/investors/corporate-governance/Internal%20Audit%20Charter_v2[3].pdf</p> <p>Amended Related party Transaction Committee Charter: https://www.shakeypizza.ph/document/investors/corporate-governance/PIZZA%20Related%20Party%20Transaction%20Charter.pdf</p> <p>Corporate Governance and Sustainability Committee Charter: https://www.shakeypizza.ph/document/investors/corporate-governance/PIZZA%20Amended%20Corporate%20Governance%20and%20Sustainability%20Charter%202021.pdf</p> <p>Board Risk Oversight Committee Charter: https://www.shakeypizza.ph/document/investors/corporate-governance/PIZZA%20BROC%20Board%20Risk%20Oversight%20Charter.pdf</p>	
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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,	Compliant	Directors attend regular and special board meetings in person. Board members take part in	
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Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.		active discussions during Board meetings. Attendance portions of the Board Meeting minutes are attached as Appendix "M".	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	Materials and related supporting documents to be used in the meetings of the board and board committees are given at least five (5) business days in advance, to give sufficient time for the directors to read and understand them.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	Notices of Meetings are disseminated prior to the Meeting. During the Meeting, the Presiding Officer invites directors to bring forward any additional matters that they might wish to discuss. All discussions are recorded in the minutes, copies of which cannot be disclosed considering that matters of confidential nature are likewise contained therein.	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	<p>The Board may consider adoption of guidelines on the number of directorships that its members can hold in stock and non-stock corporations. The optimum number should take into consideration the capacity of a director to diligently and efficiently perform his duties and responsibilities.</p> <p>The Chief Executive Officer and other executive directors may be covered by a lower indicative limit for membership in other boards. A similar limit may apply to independent or non-executive directors who, at the same time, serve as full-time executives in other corporations. In any case, the capacity of the directors to diligently and efficiently perform their duties and responsibilities</p>	

		<p>to the boards they serve should not be compromised.</p> <p>Information on the directorships of the company's directors in both listed and non-listed companies can be found in the Company website:</p> <p>Link: https://www.shakeyspizza.ph/investors/corporate-information </p>	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	No such notice was submitted to the Company's Board in 2021.	
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	<p>No executive Director serves in more than two boards of listed companies outside of the Group. A list of director positions of the executive directors are listed below:</p> <p>Please see page 6 of the Corporation's Preliminary Information Statement: https://edge.pse.com.ph/openDiscViewer.do?edge_no=b04e0e2c9dea721b3470cea4b051ca8f </p>	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	All Board meetings are scheduled at the start of the year.	
3. Board of directors meet at least six times during the year.		<p>The Board met twenty (20) times in 2021. See summary of Board meetings appended to the Company's Preliminary Information Statement.</p> <p>Link: Preliminary Information Statement: </p>	

		https://edge.pse.com.ph/openDiscViewer.do?edge_no=b04e0e2c9dea721b3470cea4b051ca8f	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-compliant	Indicate the required minimum quorum for board decisions	<p>In accordance with the Corporation Code of the Philippines, Section 3 of the Company's By-laws provides for a majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board. The presence of at least one (1) independent director is required at a meeting.</p> <p>In 2021, all meetings were attended by all Board members. A copy of the attendance of Board members can be found on Appendix 10 of the Company's 2022 Definitive Information Statement found in this link:</p>

			Links: Definitive Information Statement: https://www.shakeyspizza.ph/document/investors/disclosures/[PSE%20Copy]%20PIZZA%20Definitive%20Information%20Statement%202022%20(4).pdf PSE Disclosure: https://edge.pse.com.ph/openDiscViewer.do?edge_no=b7d62ab8162272703470cea4b051ca8f
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	See list of Board of Directors at the Company website: Link: https://www.shakeyspizza.ph/investors/corporate-information	
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	The independent directors possess all the qualifications and none of the disqualifications to hold the positions. The profiles of the independent directors are disclosed in the Company Website while the required qualifications of an independent director are provided in the Manual of Corporate Governance. See profiles of Directors in the Company website: Link:	

		https://www.shakeyspizza.ph/investors/corporate-information									
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 Company respects the right of directors to vote independently without any constraints.									
Recommendation 5.3											
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<table><tr><th>Name</th><th>Years Served</th></tr><tr><td>Paulo L. Campos</td><td>5.7 years</td></tr><tr><td>Frances J. Yu</td><td>3.9 years</td></tr><tr><td>Fernan Victor P. Lukban</td><td>5.7 years</td></tr></table>	Name	Years Served	Paulo L. Campos	5.7 years	Frances J. Yu	3.9 years	Fernan Victor P. Lukban	5.7 years	
Name	Years Served										
Paulo L. Campos	5.7 years										
Frances J. Yu	3.9 years										
Fernan Victor P. Lukban	5.7 years										
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	Information on the company's policy on term limits for its independent director can be found on Sec. 6.04 on page 5 of the Company's Amended By-laws (Oct. 11, 2018). The Amended By-Laws can be found in the Company's Website. Link: https://www.shakeyspizza.ph/document/investors/corporate-governance/Amended%20By-Laws%20October%202018-original%20file%20size.pdf									
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	The Company has no independent director serving more than 9 years on the Board.									
Recommendation 5.4											

1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	<table><tr><td>Chairman of the Board</td><td>Christopher T. Po</td></tr><tr><td>CEO/President</td><td>Vicente L. Gregorio</td></tr></table> <p>Details on the company's Chairman of the Board and Chief Executive Officer can be found on the Company website:</p> <p>Link: https://www.shakeyspizza.ph/investors/corporate-information</p>	Chairman of the Board	Christopher T. Po	CEO/President	Vicente L. Gregorio	
Chairman of the Board	Christopher T. Po						
CEO/President	Vicente L. Gregorio						
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	<p>Information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer can be found on page 5 of Board Charter:</p> <p>Link: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Board%20Charter.pdf</p>					
Recommendation 5.5							
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	<p>The company's lead independent director is Fernan Victor P. Lukban. See information on the lead independent director and his roles and responsibilities.</p> <p>Link: https://www.shakeyspizza.ph/investors/corporate-information</p>					
Recommendation 5.6							
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	There were no transactions affecting the Company entered into with any member of the Board.					
Recommendation 5.7							

1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Compliant	The Audit Committee composed of non-executive directors met four (4) times in 2021. Executive sessions without any executive present were held with the external auditor during such meetings.	
2. The meetings are chaired by the lead independent director.	Compliant		
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Non-Compliant		Vicente L. Gregorio held the position of President and CEO of the Company in the past 2 years.
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Attached as Appendix "N" is the summary of Self-Assessment answered by the Chairman and the Board of the Corporation to conduct an annual self-assessment.	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant	Identify the external facilitator and provide proof of use of an external facilitator.	The Company is currently in the process of evaluating proposals for engagement of an external facilitator to support the assessments every three years

			(for the assessment period from 2016-2021).
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	The Company provides in its Board Charter the criteria and process to determine the performance of the Board and its members and committees. Further, the Company has a sound Investor Relations unit which handles all concerns of the shareholders.	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	Link: *policy on performance evaluation on page 6 of the Board Charter: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Board%20Charter.pdf	
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	See the company's Code of Business Conduct and Ethics in the Company website: Link: https://www.shakeyspizza.ph/investors/corporate-information	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	(a) Conflict of Interest: All employees, irrespective of rank should always act for the best interest of the company. All conflict of interest shall be avoided and prohibited. In the event such will occur, disclosure must be done to the immediate supervisor and/or Human Resources Head.	

		<p>(b) Conduct of Business and Fair Dealings: Business is dictated by free competition - no monopoly, no price manipulation. Price is dictated by supply and demand. Employees are required to comply with fair trade practices.</p> <p>(c) Receipt of gifts from third parties: All employees are prohibited from accepting gifts based on the no gift policy of the Company.</p> <p>(d) Compliance with Laws & Regulations: All employees, in the conduct of business, are obliged to comply with all relevant laws and regulations.</p> <p>(e) Respect for Trade Secrets/Use of Non-public Information: All employees are required to sign and adhere to a confidentiality agreement. All employees are prohibited from disclosing or using to their own advantage any nonpublic information.</p> <p>(f) Use of Company Funds, Assets and Information: All employees are required to act as responsible custodians of all Company funds, assets, and information. As such all are required to protect and preserve Company assets.</p> <p>(g) Employment & Labor Laws & Policies: The Company complies with all existing employment and labor laws and policies.</p>	
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		<p>(h) Disciplinary action: Disciplinary actions are meted only after due process. The Company has a Code of Conduct that serves as a guide for the employees' behavior.</p> <p>(i) Whistle Blower: The Company has a whistle blower policy that provides an avenue for employees to report misconduct of fellow employees, including their superiors, while protecting the employee's identity and welfare.</p> <p>(j) Conflict Resolution: The Company provides a work environment that is conducive to friendly resolution of disagreement. Superiors should promote amicable settlement of conflicts.</p>	
3. The Code is disclosed and made available to the public through the company website.	Compliant	<p>The Code of Business Conduct and Ethics is posted on the Company's website:</p> <p>Link: https://www.shakeyspizza.ph/investors/corporate-information </p>	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	<p>See Company's Code of Business Conduct and Ethics is posted on the Company's website:</p> <p>Link: https://www.shakeyspizza.ph/investors/corporate-information </p>	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	All Employees of the Company, Directors and Key Officers are required to abide by the Code of Business Conduct and Ethics. The Company thru its Human Resource Department implements and	

2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	monitors the implementation of the Code thru policies.	
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	<p>Reports distributed/made available to shareholders and other stockholders can be found in the PSE Edge website and in the Company website, particularly in the Investors page:</p> <p>Links: Company's disclosure reports to PSE: https://edge.pse.com.ph/companyDisclosures/form.do?company_id=664</p> <p>Company's Stock Information: https://www.shakeyspizza.ph/investors/investor-relations-program</p>	
Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Non-Compliant	<p>Annual consolidated reports are published within 105 days from the end of the financial year in compliance with PSE and SEC requirements</p> <p>Link: 2021 Audited Consolidated Financial Statements: https://www.shakeyspizza.ph/content/ANNEX-D-PIZZA-Consolidated-Financial-Statements.pdf</p>	

		<p>2021 Quarterly reports are likewise disclosed and published within forty-five (45) days from reporting period.</p> <p>These interim reports are disclosed in the Company Website:</p> <p>Links:</p> <p>1st Quarter: https://spavi-noo-prod.s3.ap-southeast-1.amazonaws.com/s3fs-public/financial_report/2021-05/PIZZA%2017Q%20Financial%20Performance%20Q1%2031Mar2021%20FINAL.pdf</p> <p>2nd Quarter: https://spavi-noo-prod.s3.ap-southeast-1.amazonaws.com/s3fs-public/financial_report/2021-08/PIZZA%2017Q%20Financial%20Performance%20Q2%2030Jun2021%20%5BFINAL%5D.pdf</p> <p>3rd Quarter: https://www.shakeyspizza.ph/content/1PIZZA-17Q-Financial-Performance-Q3-30Sep2021.pdf</p> <p>These interim reports and the 2020 Audited Consolidated Financial Results of the Company are disclosed in the Company Website:</p> <p>https://www.shakeyspizza.ph/investors/financial-reports</p>	
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	<p>The complete list of the Public Ownership Report of the Company as of December 31, 2021 was disclosed to the SEC, PSE, and PDEx on January 11, 2022, where approximately 76.22% of the Company shares are held by principal and strategic shareholders, directors and key officers, and the remaining 23.75% shareholdings are held by other corporations, and other individuals.</p>	

		<p>The Company has a straightforward structure of alliance among its affiliates with no joint-holding or cross-holding of shares.</p> <p>The Company's Annual Report for the year 2021 can be found in the Company's Website</p> <p>Link: Shakey's Website https://www.shakeyspizza.ph/document/investors/disclosures/[MERGED%20COPY]%20PIZZA%20SEC%2017-A%20Annual%20Report%20for%202021.pdf </p> <p>PSE website: https://edge.pse.com.ph/openDiscViewer.do?edge_no=22ede24b1eb0ad3d5d542af6f1e997b9 </p>	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	Changes in Beneficial Ownership reports are filed with the PSE. All such reports made by the Company are found in the PSE Website under Company Disclosures.	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	https://edge.pse.com.ph/companyInformation/form.do?cmpy_id=664	
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	<p>Changes in Beneficial Ownership reports are filed with the PSE. All such reports made by the Company are found in the PSE Website under Company Disclosures.</p> <p>https://edge.pse.com.ph/companyInformation/form.do?cmpy_id=664</p>	

Recommendation 8.3

1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	See Directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended in the Company website: Link: https://www.shakeyspizza.ph/investors/corporate-information	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	The company's key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended are found in the Company website: Link: https://www.shakeyspizza.ph/investors/corporate-information	

Recommendation 8.4

1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	The Company's By-Laws provide that directors shall receive reasonable per diems for their attendance at each meeting of the Board. Any compensation other than per diems may be allowed subject to the approval of stockholders representing at least a majority of the outstanding capital stock. The Company's annual reports and information and proxy statements include disclosure of all fixed and variable compensation that may be paid, directly or indirectly, to its directors and top five (5) management officers during the preceding fiscal	
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		year, which may be subject to objection or ratification of the stockholders. There were no issues on the compensation of directors and officers which was brought up in the last annual stockholders meeting.	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	The Company's By-Laws provide that directors shall receive per diems for their attendance at each meeting of the Board. Any compensation other than per diems may be allowed subject to the approval of stockholders at a regular or special meeting.	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	<p>The Company reviews compensation paid to its executives/officers. The levels of remuneration of the Corporation should be sufficient to be able to attract and retain the services of qualified and competent executives/officers. A portion of the remuneration of executive directors may be structured or be based on corporate and individual performance.</p> <p>Remuneration of the Company's Top 5 Executives are on the Company's Annual Reports.</p> <p>Link: https://www.shakeyspizza.ph/document/investors/disclosures/[MERGED%20COPY]%20PIZZA%20SEC%2017-A%20Annual%20Report%20for%202021.pdf </p>	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	It is the policy of the Company to ensure fairness and transparency in related party transactions ("RPTs") between the Corporation and its parent company, joint ventures, subsidiaries, associates, affiliates, major stockholders, principal officers and	

		<p>directors, including their spouses, children, and dependent siblings and parents and of interlocking director relationships by members of the Board. The RPT Policy is disclosed in the Company's Revised Related Party Transaction Committee Charter.</p> <p>Link: Revised Related Party Transactions Committee Charter: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Related%20Party%20Transaction%20Charter.pdf</p>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	<p>There were no material related party transactions reported for 2021. A material Related party transaction is defined under the Company's material related party transaction policy is "any related party transaction/s, either individually, or in aggregate over a twelve (12)-month period with the same related party, amounting to ten percent (10%) or higher of a company's total assets based on its latest audited financial statement."</p> <p>However, details of related party transactions are found in the Company's 2021 Annual Report (page 41 of Consolidated Financial Statement for 2021).</p> <p>Link: Annual Report:</p>	

		https://www.shakeyspizza.ph/document/investors/disclosures/[MERGED%20COPY]%20PIZZA%20SEC%2017-A%20Annual%20Report%20for%202021.pdf	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Board members are required to report any conflict of interest under the Company's Enterprise Risk Management System. Link: https://www.shakeyspizza.ph/investors/corporate-information	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.		Details of the Company's related party transactions are found in the Company's 2021 Annual Report (page 41 of Consolidated Financial Statement for 2021). Link: Annual Report: https://www.shakeyspizza.ph/document/investors/disclosures/[MERGED%20COPY]%20PIZZA%20SEC%2017-A%20Annual%20Report%20for%202021.pdf	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	It is the policy of the Company to disclose 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. Disclosure shall be made to the SEC and PSE which will be published in the Company website.	
2. Board appoints an independent party to evaluate the fairness of the transaction	Compliant	Any major plans or extraordinary transaction of the Company is reviewed by a team that evaluates the viability of the transaction and ensures that it will have a strategic fit with the	

price on the acquisition or disposal of assets.		<p>Company. Any project that passes the review is presented to the Board for approval.</p> <p>Once management believes that the transaction is in-line with the Company's strategies and will be value-accretive based on internal valuation and analysis, the Company may avail of the services of investment banks/third-party consultants which provide advice on the fairness of the transaction price or a transfer pricing study.. In addition, the independent directors sitting in the Board provide objective and impartial analysis of any proposed transaction and its details, including the fairness of the valuation or the transaction price.</p>	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	<p>It is the policy of the Company to disclose 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.</p> <p>Disclosure shall be made to the SEC and PSE which will be published in the Company website.</p> <p>In 2021, the Company has no such agreements to disclose.</p>	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	See link for Manual on Corporate Governance: https://www.shakeyspizza.ph/document/investors/corporate-	

2. Company's MCG is submitted to the SEC and PSE.	Compliant	governance/PIZZA%20Manual%20on%20Good%20Corporate%20Governance.pdf	
3. Company's MCG is posted on its company website.	Compliant		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Not applicable	<p>The Corporation has revised its Corporate Governance Charter to include the functions of the Sustainability committee.</p> <p>Link: Revised Corporate Governance and Sustainability Charter https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Amended%20Corporate%20Governance%20and%20Sustainability%20Charter%202021.pdf</p>	The Company has not made any changes on its corporate governance practices.
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		<p>The Annual Report disclosed the following information:</p> <p>a. Corporate Objectives, b. Financial performance indicators, c. non-financial performance indicators; d. dividend policy, e. biographical details of all directors, f. total remuneration of each member of the board of directors</p> <p>Links to the Annual Report: a. Corporate Objectives page 7, b. Financial performance indicators, page 13, c. non-financial performance indicators, page 6;</p>	
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		

f. Attendance details of each director in all directors meetings held during the year	Non-Compliant	d. dividend policy, page 10, e. biographical details of all directors, page 16 to 18: f. total remuneration of each member of the board of directors, page 21. Link: https://www.shakeyspizza.ph/document/investors/disclosures/[MERGED%20COPY]-%20PIZZA%20SEC%2017-A%20Annual%20Report%20for%202021.pdf	
g. Total remuneration of each member of the board of directors	Compliant		
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant		
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		
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		
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		

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	Information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor can be found on the Company website: Link: Audit Committee Charter, page 7: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Audit%20Committee%20Charter.pdf	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	Information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor can be found on the Company website: Link: Audit Committee Charter, page 7: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Audit%20Committee%20Charter.pdf	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Not applicable	Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.	We agree with the recommendation and we will comply when necessary. However, for 2021, the Company maintained its External Auditor, SGV & Co.
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Company's policy of rotating the lead audit partner every five years can be found on the Company website:	

		Link: Audit Committee Charter, page 8: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Audit%20Committee%20Charter.pdf	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	Compliant	See pages 7 to 9 of Company's Audit Committee Charter Link: Audit Committee Charter: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Audit%20Committee%20Charter.pdf	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	See pages 7 to 9 of Company's Audit Committee Charter Link: Audit Committee Charter: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Audit%20Committee%20Charter.pdf	
Supplement to Recommendations 9.2			

1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	See pages 7 to 9 of Company's Audit Committee Charter Link: Audit Committee Charter: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Audit%20Committee%20Charter.pdf	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	See pages 7 to 9 of the Company's Audit Committee Charter Link: Audit Committee Charter: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Audit%20Committee%20Charter.pdf	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	The Audit Committee ensures that non-audit services, if allowed or approved, are disclosed in the Company's Annual Report. The External Auditor of the Company did not provide non-audit services to the Company in 2021. Links: Audit Committee Charter: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Audit%20Committee%20Charter.pdf Annual Report: https://www.shakeyspizza.ph/document/investors/disclosures/[MERGED%20COPY]%20PIZZA%20SEC%2017-A%20Annual%20Report%20for%202021.pdf	The External Auditor of the Company does not provide non-audit services to the Company.

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	<p>The Company has in place a policy on disallowing non-audit work that may pose a conflict of interest with the duties and independence of the External Auditor.</p> <p>Link: Audit Committee Charter, paragraph 5(b) page 7: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Audit%20Committee%20Charter.pdf </p>	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p>Fees paid for audit services was PhP3,415,000.00.</p> <p>There were no non-audit fees paid for 2021.</p> <p>The fees for audit services are found on page 14 of the Annual Report. The Annual Report can be found on the Company's Website:</p> <p>Link: Annual Report: https://www.shakeyspizza.ph/document/investors/disclosures/[MERGED%20COPY]%20PIZZA%20SEC%2017-A%20Annual%20Report%20for%202021.pdf </p>	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>SyCip, Gorres, Velayo & Co., 6760 Ayala Avenue, Makati City Maria Pilar B. Hernandez Partner CPA Certificate No. 105007 SEC Accreditation No. 1558-A (Group A)</p>	

		BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024 Tax Identification No. 214-318-972 BIR Accreditation No. 08-001998-116-2022, January 20, 2022, valid until January 19, 2025 PTR No. 8853500, January 3, 2022, Makati City	
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 was subjected to SOAR inspection on November 12-23, 2018. The names of the members of the engagement team were provided to the SEC during the SOAR inspection.	
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	See link for company's social responsibility https://www.shakeyspizza.ph/about-us/corporate-social-responsibility	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	The Company abides by the SEC's guidelines on sustainability reporting guidelines for publicly-listed companies. The Company also discloses its policies and practices on the management of economic, environmental, social and governance (EESG) issues in its website.	

		These are reflected in the Sustainability Report for 2021 submitted to the SEC on April 15, 2021 and attached herein as Appendix "O".	
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	<p>The Company's Investor Relations team present information on performance results, business progress, industry trends, impact of external factors, and regulations to shareholders, analysts, investors, and media every quarter during the Investors Earnings Call and Briefing and Teleconference, as well as Media Briefing. The Medium of Communication are the following:</p> <ul style="list-style-type: none"> • Company disclosures filed with the Securities and Exchange Commission and the Philippine Stock Exchange • Print (e.g. broadsheets, brochures) • Written notices • Corporate website • Briefing sessions for analysts • Investor conferences and non-deal roadshows • One-on-one meetings with investors, bankers, and creditors • Onshore and offshore investor conferences • Conference calls on quarterly financial results • Regular engagement with brokers and analysts • Non-deal roadshows to key financial market centers • Press releases • Selected manufacturing site visits 	

		<ul style="list-style-type: none"> Regulatory and formal reporting requirements Use of corporate website 	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	Compliant	The Company has a website showing the following information:	
a. Financial statements/reports (latest quarterly)	Compliant	1. Audited Financial statements and quarterly financial statement	
b. Materials provided in briefings to analysts and media	Compliant	2. Press Releases and other disclosures filed with the PSE and SEC containing briefings to analysts and media	
c. Downloadable annual report	Compliant	3. Downloadable annual report	
d. Notice of ASM and/or SSM	Compliant	4. Notice of Annual Stockholders' Meeting	
e. Minutes of ASM and/or SSM	Compliant	5. Minutes of ASM and/or SSM	
f. Company's Articles of Incorporation and By-Laws	Compliant	Company's Articles of Incorporation and By-Laws Link: https://www.shakeyspizza.ph/	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	The Company complies with SEC-prescribed website template. This can be verified through the link below. Link: https://www.shakeyspizza.ph/	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	The adequacy of the internal controls is reviewed annually by the Audit Committee. On a quarterly basis, specific risk management processes and findings are reviewed and evaluated.	

2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	The Company aims to identify, measure, analyze, monitor, and control all forms of risks that would affect the Company. The adequacy of the risk management system is reviewed annually by the Audit Committee. On a quarterly basis, specific risk management processes and findings are reviewed and evaluated.	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	<p>All employees are provided a copy of the Code of Ethics as part of the pre-employment process. Employees are required to confirm in writing agreement and compliance with the Company's Code of Ethics. The Company conducts regular orientation for new hires and re-orientation to old hires periodically.</p> <p>The Division Heads through their Department Heads are responsible for the implementation of the Code of Ethics, by way of more detailed policies and procedures fitted to their particular departmental/divisional objectives and functions.</p> <p>All employees are encouraged to report any breaches of this Code through the Whistle Blower Policy of the Company.</p>	
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	The company is governed by policies and controls to protect its information assets and critical infrastructure from security threats to ensure availability, integrity, confidentiality, privacy, safety, and reliability.	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an	Compliant	The Company's Audit is in-house.	

independent and objective assurance, and consulting services designed to add value and improve the company's operations.			
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	The Company's Chief Audit Executive is Darrel G. Pallesco. See company's information containing his responsibilities in the link below: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Audit%20Committee%20Charter.pdf	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant		
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.	Non - Compliant		We agree with the recommendation and we will comply when necessary. Further, the Company has an independent Chief Audit Executive, Darel Pallesco, qualified to manage a fully outsourced internal audit activity should one be needed in the future. For 2021, the internal audit of the Company was not outsourced.
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Kindly refer to the Company's Risk Exposure Table attached herein as Appendix "P". In addition, the	

		<p>following risks management functions are in place to identify, assess and monitor key risk exposures:</p> <ol style="list-style-type: none"> 1. PIZZA's financial performance may be materially and adversely affected by fluctuations in prices or disruption in the supply of key raw materials. 2. Actual or alleged contamination or deterioration of, or safety concerns about, PIZZA's food products or similar products produced by third parties could give rise to product liability claims, guest dissatisfaction, and harm PIZZA's reputation. 3. PIZZA relies on key third-party suppliers to supply key raw material requirements. A failure by these third-party suppliers to adhere to contractual obligations or a significant disruption in the supply chain and logistics can significantly affect its business operations. 4. PIZZA's growth is highly dependent on its ability to open new stores, maintain existing stores, and operate these stores in a profitable manner. Failure to successfully locate and secure suitable store locations in its target markets may delay PIZZA store openings and significantly affect its business and results of operations. 	
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Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Non - Compliant		We agree with the recommendation and we will comply when necessary. For 2021, the Company did not enlist technical support in risk management at this point.
Recommendation 12.5			

1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	<p>The Chief Risk Officer ("CRO") is the main proponent of enterprise risk management ("ERM") and spearheads the development, implementation, maintenance and continuous improvement of ERM processes and documentation.</p> <p>The Company's Chief Risk Officer is Manny Del Barrio. Mr. Del Barrio's qualifications and responsibilities are found in the Company's website https://www.shakeyspizza.ph/investors/corporate-information</p>	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant		
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	Attached as Appendices "Q" and "R" is the Certification signed by the Company's Chief Executive Officer and Chief Audit Executive that the Company has sound internal audit, control and compliance system	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Shareholders' rights, namely Voting Right; Pre-emptive Right; Right of Inspection; Right to Information; Right to Dividends; Appraisal Right; Right to Transparent, Fair Conduct of Stockholders' Meeting; and all other relevant rights are all provided in the Manual of Corporate Governance, particularly in Article V thereof (pages 18-20).	

		Link: Manual on Good Corporate Governance, pages 18 to 20: https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Manual%20on%20Good%20Corporate%20Governance.pdf	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	See link to the Company's website http://www.shakeyspizza.ph	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant		
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	The paragraph 5.06 of the Company's Amended By-Laws state the voting rights and system for shareholders. The stockholders may vote at all meetings number of shares registered in their respective names.	
3. Board has an effective, secure, and efficient voting system.	Compliant	The Company's Amended By Laws allows for voting by ballot, in person or by proxy.	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	The Company observes the voting mechanisms found in The Corporation Code of the Philippines directed for the protection of minority 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.	Compliant	The Company's shareholders has not requested for a special shareholders' meeting in the past year.	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	The Company respect the rights of the stockholders as provided in the Corporation Code, namely: (i)right to vote on all matters that require their consent or approval	

		<p>(ii)pre-emptive right to all stock issuances of the Corporation</p> <p>(iii)right to inspect corporate books and records</p> <p>(iv)right to information</p> <p>(v)right to dividends</p> <p>(vi)appraisal right</p> <p>(vii)right in the distribution of the remaining assets of the corporation after its dissolution and liquidation of its assets</p> <p>(viii) right to vote and be voted as director or office of the Corporation in accordance with the Corporation Code of the Philippines</p> <p>Transparent and fair in the conduct of the annual and special stockholders' meetings of the Corporation. The stockholders should be encouraged to personally attend such meetings. If they cannot attend, they should be apprised ahead of time of their right to appoint a proxy.</p> <p>Subject to the requirements of the By-laws, the exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy should be resolved in the stockholders' favor.</p> <p>The Board should take appropriate steps to remove excessive or unnecessary costs and administrative impediments to the stockholders' meaningful participation in meetings, whether in person or by proxy.</p> <p>Accurate and timely information should be made available to the stockholders to enable them to make a sound judgment on all matters brought to their attention for consideration or approval. Although all stockholders should be treated</p>	
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		equally or without discrimination, the Board should give minority stockholders the right to propose the holdings of meetings and the items for discussion in the agenda that relate directly to the business of the Corporation.	
7. Company has a transparent and specific dividend policy.	Compliant	The Company declared dividends of P0.02 per share on August 17, 2021 and paid on August 31, 2021.	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	The company's stock agent, Banco De Oro supervised and validated the canvassing of votes of the shareholders during the Annual Stockholders' Meeting (ASM) of 2021. This was recorded in the ASM Minutes which was also posted in the company website.	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	The Company sent notices of the Annual Stockholders Meeting to the Shareholders 28 days prior to the 2020 Annual Stockholders Meeting. Notices together with the Definitive Information Statement for the Company's July 15, 2021 Annual Stockholders' Meeting were sent to the Stockholders on June 16 and 17, 2021.	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:		<p>The Company's Notice of Annual Stockholders' Meeting contains all of the following information:</p> <ol style="list-style-type: none"> 1. Profiles of the directors 2. Auditors seeking re-election, and 3. Proxy Documents required for submission prior to the Annual Stockholders' Meeting 	

		<p>See company's notice of Annual Shareholders' Meeting for 2021.</p> <p>Links: PSE Disclosure of Notice: https://edge.pse.com.ph/openDiscViewer.do?edge_no=32bc88aac592de3d3470cea4b051ca8f</p> <p>Shakey's website: https://spavi-noo-prod.s3.ap-southeast-1.amazonaws.com/s3fs-public/disclosures/2021-06/%5BPSE%20Copy%5D%20PIZZA%20Definitive%20Information%20Statement%202021.pdf</p>	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant		
b. Auditors seeking appointment/re-appointment	Compliant		
c. Proxy documents	Compliant		
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Please see attached Appendix "S" – Explanation of Agenda Items	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	<p>The results of the 2021 Annual Stockholders Meeting were submitted to the PSE. A copy of the results are found in the Company website and in PSE Edge:</p> <p>Links:</p>	

		PSE Disclosure: https://edge.pse.com.ph/openDiscViewer.do?edge_no=bf7a4f740a341f0f5d542af6f1e997b9 Shakey's website: https://www.shakeypizza.ph/content/PSE-Copy-20210715-PIZZA-Results-of-Annual-Stockholders-Meeting-2021.pdf	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	<p>The results of the Annual Shareholders meetings were made available on the company website and were submitted to the PSE. A copy of the results are found in the Company website and in PSE Edge:</p> <p>Links: PSE Disclosure: https://edge.pse.com.ph/openDiscViewer.do?edge_no=bf7a4f740a341f0f5d542af6f1e997b9 Shakey's website: https://www.shakeypizza.ph/content/PSE-Copy-20210715-PIZZA-Results-of-Annual-Stockholders-Meeting-2021.pdf </p>	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	<p>The Company's External Auditor attends the Annual Stockholders Meeting.</p> https://www.shakeypizza.ph/investors/corporate-information	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	As of date, there are no disputes between the Company and any of its stockholders, third parties and regulatory authorities that would require adoption of an alternative dispute resolution system. Some agreements and partnerships have defined agreements regarding alternative dispute resolution via arbitration.	

2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	See page 21 of the Manual on Corporate Governance on the details of alternative dispute mechanism. https://www.shakeyspizza.ph/document/investors/corporate-governance/PIZZA%20Manual%20on%20Good%20Corporate%20Governance.pdf	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	Name: Myrose April C. Victor Address: KM 15 East Service Road corner Marian Road 2, Barangay San Martin de Porres, Paranaque City, Metro Manila 1700 Tel No.: (632) 742 5397 E-mail: investorrelations@shakeys.biz	
2. IRO is present at every shareholder's meeting.	Compliant	The IRO was present at the ASM.	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	There were no takeover issues addressed by the Company in 2021.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-Compliant		Public float is at 23.57% as of March 31, 2022.
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	The Investor Relations Officer engages with the Company shareholders beyond the Annual Stockholders' Meeting by providing them with accessible channels through which timely, fair, and accurate disclosures of material information affecting their shares are made and through which concerns on their share may be addressed.	

		<p>Shareholders and investors are provided with adequate facilities to communicate with SPAVI through telephone, mail, electronic mail, and website, https://www.shakeyspizza.ph/. The Investor Relations Office supervises the investors' briefings and teleconference, and attends to institutional investors' needs. as well as attends to the inquiries and other concerns of shareholders.</p> <p>Shareholders are given Notice and Agenda of the Annual Stockholders Meeting, or ASM, at least twenty-eight (28) working days before the said meeting.</p> <p>In accordance with the Revised Manual of Corporate Governance, the Board ensures protection of shareholders' rights.</p> <p>The Company facilitates participation of shareholders who cannot attend the stockholders' meeting in person by enclosing proxy forms in the ASM Notice where they can indicate their votes on matters that will be taken during the meeting.</p> <p>For shareholders who are able to attend the ASM, an electronic system facilitates the registration</p>	
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		and vote tabulation to ensure accuracy and reliability of information.	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.		During the 2021 ASM, the Company allowed electronic voting and attendance of the Company's stockholders.	
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	<p>See company's shareholder information on the company's policies and programs for its stakeholders.</p> <p>https://www.shakeyspizza.ph/investors/corporate-information</p> <p>The Board of Directors (Board) is primarily responsible for the governance of the Company and shall, hence, ensure compliance with the principles of good corporate governance. It is the duty of the Board to promote the rights of stockholders, remove impediments to the exercise of those rights and provide an adequate avenue for them to seek timely redress for breach of their rights.</p> <p>The Board shall respect the rights of the stockholders as provided in the Corporation Code, namely:</p> <p>(i) Right to vote on all matters that require their consent or approval;</p>	

		<p>(ii) Pre-emptive right to all stock issuances of the Company;</p> <p>(iii) Right to inspect corporate books and records;</p> <p>(iv) Right to information;</p> <p>(v) Right to dividends; and</p> <p>(vi) Appraisal right</p> <p><i>The Board shall be transparent and fair in the conduct of the annual and special stockholders' meetings of the Company.</i></p> <p>The Board should take appropriate steps to remove excessive or unnecessary costs and administrative impediments to the stockholders' meaningful participation in meetings, whether in person or by proxy.</p> <p>Although all stockholders should be treated equally or without discrimination, the Board should give minority stockholders the right to propose the holdings of meetings and the items for discussion in the agenda that relate directly to the business of the Company.</p> <p>Also, the directors shall ensure timely distribution of accurate shareholder information necessary to make informed decisions subject to legal constraints.</p>	
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 immediately preceding response.	
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>The Company's Whistleblowing Policy is found on its Risk Management Policy found here (https://www.shakeyspizza.ph/investors/corporate-information)</p> <p>The Investor Relations group regularly communicates essential, accurate, and up-to-date information with the investment community and other relevant stakeholders.</p> <p>The Investor Relations Office makes publicly available essential investor information primarily through Philippine Stock Exchange disclosures. These include annual and interim reports, company announcements, and other relevant disclosures.</p> <p>Briefing sessions for analysts and the media, investor conferences, and non-deal roadshows are also arranged as deemed by the Investor Relations Office to be appropriate.</p> <p>The Investor Relations Officer can be contacted thru: Address: KM 15 East Service Road corner Marian Road 2, Barangay San Martin de Porres, Paranaque City, Metro Manila 1700 Tel. No.: (632) 742 5397 Email: investorrelations@shakeys.biz</p>	
Supplement to Recommendation 14.3			
<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>The Company has a feedback form available on its website by which the public informs the Company of any concern. All concerns submitted</p>	<p>As of date, there are no disputes between the Company and any of its stockholders, third parties and regulatory authorities that would require adoption of an alternative dispute resolution</p>

		are resolved by the office of the Investor Relations Officer.	system. However, agreements and partnerships have defined agreements regarding alternative dispute resolution via arbitration.
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	The Company has not sought any requests for exemption from a law, rule or regulation relative to a corporate governance issue.	
2. Company respects intellectual property rights.	Compliant	It is the Company's policy to protect and vigorously defend its rights to intellectual property by regular monitoring and enforcement of its rights in markets in which its products currently exist or markets which it intends to enter in the future.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare		The company has a robust Guest Engagement program in place. Through our Guest Engagement department, we connect and engage with our guests through an integrated feedback management system that has enabled us to respond to feedback and attend to concerns with the utmost expediency. Guests are able to course their feedback through various channels such as our store staff, WeCare email, Electronic Guest Comment Card, Shakey's delivery hotline, Shakey's website, Shakey's mobile application, Facebook, Twitter, and Instagram.	

		<p>The company promotes proper food safety practices throughout its entire production process. This begins with proper sourcing of raw materials in the value chain, where the company conducts strict quality assurance.</p> <p>The company also continuously pursues developing healthier and better-for-you-options by building its green menu composed of healthier alternatives and plant-based options.</p>	
2. Company discloses its policies and practices that address supplier/contractor selection procedures		<p>The company's commitment to sustainability includes its partnership with suppliers and contractors. Our company's Supplier Accreditation Policy guarantees that the Company deals with qualified parties who are not only capable of fulfilling their commitments to us but are also aligned with our social and environmental aspirations as a responsible member of the community.</p> <p>We also allocate a substantial part of our spending for local suppliers and manufacturers whenever possible. Through the years, we have continuously partnered with local suppliers for most of our requirements.</p> <p>The company has formalized and institutionalized the Supplier Code of Conduct to covers the systematic assessment of suppliers' social performance during the procurement process, among others.</p>	

Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

Recommendation 15.1

1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	<p>The Company has policies on annual merit increase and salary adjustments that are tied-up to the employees' performance assessments. The Company promotes a culture of recognition and value for key and high performing employees who demonstrate excellence at the workplace.</p> <p>Performance will be the main driver for total rewards. Rewards programs are therefore differentiated across businesses and among employees according to their contributions and levels of performance with a significant share given to high performers.</p>	
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Supplement to Recommendation 15.1

1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	Please refer to the immediately preceding response.	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	Policy on the formation of Health & Safety Committee at all Business Lines, Sexual Harassment Policy, Anti-Tuberculosis Policy, Drug Free Workplace Policy, Policy on Hepatitis and communicable diseases.	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>Policies and practices on training and development of employees:</p> <p>Orientation courses include Basic Orientation for New Employees, Values Alignment Workshop, Root Cause Analysis, Positive Employee Discipline, Orientation on Compensation and Rewards, Performance</p>	

		<p>Management System, and Store Immersion-Corporate Support Program.</p> <p>Soft skills development courses include Speed of Trust, Leadership Greatness, Leadership Bootcamp, and Guest-centricity workshop series.</p> <p>Hard skills development courses include Restaurant Staff Development Program, Specialist Development Program, Management Development Program, and profession-specific courses such as Logistics for MMD, Labor relations for HR-ER.</p>	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	<p>Company's policies, programs and practices on anti-corruption:</p> <p>The Company has a whistle blower policy that provides an avenue for employees to report misconduct of fellow employees, including their superiors, while protecting the employee's identity and welfare.</p> <p>The Human Resources Department validates any written complaint it receives. After prima facie evidence is established, involved persons are required to fill a Notice to Explain/Charge sheet. Hearings and investigations are undertaken by a panel which will make its own finding and recommendation to the appropriate authority.</p>	
2. Board disseminates the policy and program to employees across the	Compliant	All employees are provided a copy of the Code of Ethics as part of the pre-employment process. Employees are required to confirm in writing	

organization through trainings to embed them in the company's culture.		<p>agreement and compliance with the Company's Code of Ethics. The Company conducts regular orientation for new hires and re-orientation to old hires periodically.</p> <p>The Division Heads through their Department Heads are responsible for the implementation of the Code of Ethics, by way of more detailed policies and procedures fitted to their particular departmental/ divisional objectives and functions.</p> <p>All employees are encouraged to report any breaches of this Code through the Whistle Blower Policy of the Company.</p>	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	<p>The Company has a whistle blower policy that provides an avenue for employees to report misconduct of fellow employees, including their superiors, while protecting the employee's identity and welfare.</p> <p>The Human Resources Department validates any written complaint it receives. After prima facie evidence is established, involved persons are required to fill a Notice to Explain/Charge sheet. Hearings and investigations are undertaken by a panel which will make its own finding and recommendation to the appropriate authority</p>	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	<p>The Company's Whistleblowing Policy is found in the Company's Board Risk Oversight Charter found in the Company website:</p> <p>Link:</p>	

		https://www.shakeyspizza.ph/investors/corporate-information	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	The Company has a whistle blower policy that provides an avenue for employees to report misconduct of fellow employees, including their superiors, while protecting the employee's identity and welfare.	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	There has been no incident report through the Company's Whistleblowing policy.	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	<p>The Company has a full sustainability framework embedded in its mission to serve its guests. It has a full sustainability framework anchored on a better understanding of the environmental, social, and economic impacts of the various activities along our value chain. The company strives to balance stakeholder concerns, guided by its sustainability value chain map in determining which business unit is best-suited to tackle each sustainability issue, allowing the Company to execute plans effectively. The sustainability framework is composed of three pillars, People, Planet, and Pizza, each aligned with the United Nations' Sustainable Development Goals.</p> <p>See information on the company's community involvement and environment-related programs reflected in the Sustainability Report for 2020 submitted to the SEC on April 18, 2022 and attached herein as Appendix "S".</p>	

Optional: Principle 16

1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	<p>The Company's initiatives to promote sustainable development in the value chain under "Planet" are as follows:</p> <ol style="list-style-type: none">1. 'Ayoko ng Plastic', a program aimed at reducing single-use plastic items and packaging at the store, in partnership with the World Wildlife Fund2. Plastic Neutrality, a partnership with the Plastic Credit Exchange to offset our plastic use by recovering an equivalent amount of post-consumer plastic waste and converting these into useful energy or materials. 2021 marks our second year as a Plastic Neutral Company.3. Project Hurrah, a segregation system being implemented at the stores to help the company measure the amount of waste it produces and craft appropriate measures to reduce, reuse, and recycle waste4. Project Earth, the launched of healthier products and plant-based menus. These are being continuously pursued by the Company. In 2021, the company expanded its plant-based menu to include pizza as the centerpiece and nuggets. Plant-based products are healthier and better for the planet.5. Resource Utilization and Management, continuous monitoring of the utilization and management of our resources to manage our environmental impacts. These include energy and water consumption and greenhouse gas	
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		<p>emissions. Various programs are being piloted at the stores including the use of solar water heaters and variable frequency drives for store exhaust systems, all aimed at reducing natural resource consumption.</p> <p>6. Re-engineering of packaging materials, an initiative to develop eco-friendly packaging, particularly for our pizza boxes, chicken boxes, paper cups, and pasta containers.</p> <p>7. Shelf-life Improvements, a program directed towards responsibly lengthening the shelf-life of our products to minimize food waste, while ensuring the products meet our stringent standards in food safety and quality.</p> <p>See additional information on the company's environment-related programs reflected in the Sustainability Report for 2020 submitted to the SEC on April 30, 2021 and attached herein as Appendix "S".</p>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	<p>People engagement is at the core of PIZZA's sustainability program.</p> <p>In 2021, the company launched a vaccination program for its employees, their dependents, and key suppliers to ensure the health and safety of our people and the communities we serve. To date, 100% of the company's store employees have been vaccinated.</p>	

		<p>The company also rolled out Project Nerdy, an initiative aimed at securing the health and welfare of its employees by ensuring that at least 80% of them live within 30 minutes from their place of work. Moving forward, PIZZA's store recruitment prioritizes those who live in nearby communities to promote employee welfare, create crisis-ready stores, and generate jobs in the communities we serve.</p> <p>In December 2021, the company entered into a partnership with World Central Kitchens to provide relief to communities devastated by Typhoon Odette. Through this partnership, the Company utilizes its kitchens to cook healthy meals for impacted communities until such time that they have been able to recover from the impact of the typhoon.</p> <p>See information on the company's community involvement and environment-related programs reflected in the Sustainability Report for 2021 submitted to the SEC on April 18, 2022 and attached herein as Appendix "S".</p>	
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SIGNATURES

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized in the City of _____ on MAY 27, 2022
PASIG CITY

By:


Vicente L. Gregorio
President


Manuel T. Del Barrio
Compliance Officer

SUBSCRIBED AND SWORN to before me this _____ day of MAY 27, 2022 affiant(s) exhibiting to me his/her valid IDs as follows:


NAMES

Vicente L. Gregorio
Manuel T. Del Barrio

IDENTIFICATION

TIN 115-733-046
TIN 120-616-990

Doc No.: 152
Page No.: 32
Book No.: V
Series of 2022.


VICTOR ENRIQUE G. BOLINAO
Appointment No. 106 (2020-2021)
Notary Public
Until December 31, 2021
(Extended until June 30, 2022 SC En Banc B.M. No. 3705)
Attorneys Roll No. 74263
33rd Floor The Orient Square
F. Ortigas Jr. Road, Ortigas Center, Pasig City
P.R. Receipt No. 6131810, 01.05.22: Pasig City
ID# Receipt No. 171903, 01.04.22, RSM
Compliance VII - 0003136; 4.25.2025

SIGNATURES

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized in the City of PASIG CITY on MAY 27 2022

By:


Maria Rosario L. Ybanez
Corporate Secretary

SUBSCRIBED AND SWORN to before me this ____ day of MAY 27 2022 at Pasig City, Philippines, the said Registrant(s) exhibiting to me his/her valid IDs as follows:


NAMES

Maria Rosario L. Ybanez

IDENTIFICATION

TIN 216-466-794

Doc No.: 153;
Page No.: 32;
Book No.: V;
Series of 2022.


VICTOR ENRIQUE G. BOLINAO
Appointment No. 196 (2020-2021)
Notary Public
Until December 31, 2021
(Extended until June 30, 2022 SC En Banc B.M. No. 3795)
Attorneys Roll No. 74263
33rd Floor The Orient Square
Ortigas Jr. Road, Ortigas Center, Pasig City
R. Receipt No. 8131810, 01.05.22: Pasig City
R. Receipt No. 171903, 01.04.22, RSM
Commission VI - 0203156, 4.25.2025

SIGNATURES

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized in the City of ~~PASIG CITY~~ on ~~MAY 27, 2022~~

By:


Fernan Victor P. Lukban
Independent Director

SUBSCRIBED AND SWORN to before me this ~~PASIG CITY~~ day of ~~MAY 27, 2022~~ affiant(s) exhibiting to me his/her valid IDs as follows:


NAMES

Fernan Victor P. Lukban

IDENTIFICATION

TIN 112-212-739

Doc No.: 156 ;
Page No.: 33 ;
Book No.: V ;
Series of 2022.


VICTOR ENRIQUE G. BOLINAO
Appointment No. 186 (2020-2021)
Notary Public
Until December 31, 2021
(Extended until June 30, 2022 SC En Banc B.M. No. 3795,
Attorneys Ref. No. 74263
33rd Floor The Orient Square
F. Ortigas Jr. Road, Ortigas Center, Pasig City
PTR Receipt No. 8131810, 01.05.22; Pasig City
idP Receipt No. 171903; 01.04.22; RSM
MCOF Compliance VII - 0003136; 4.25.2025

SIGNATURES

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized in the City of PASIG CITY on MAY 27 2022

By:



Paulo L. Campos III
Independent Director

SUBSCRIBED AND SWORN to before me this ____ day of MAY 27 2022 affiant(s) exhibiting to me his/her valid IDs as follows:

NAMES

Paulo L. Campos, III

IDENTIFICATION

TIN 239-738-930

Doc No.: 154 ;
Page No.: 32 ;
Book No.: V ;
Series of 2022



VICTOR ENRIQUE G. BCLINAO
Appointment No. 196 (2020-2021)
Notary Public

Until December 31, 2021
(Extended until June 30, 2022 SC En Banc B.M. No. 3755)
Attorneys Roll No. 74263
33rd Floor The Orient Square
F. Ortigas Jr. Road, Ortigas Center, Pasig City
PIR Receipt No. 8131810, 01.05.22, Pasig City
IBP Receipt No. 171903, 01.04.22, RSM
M.L.E. Compliance VII - 0053136, 4.25.2025

SIGNATURES

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized in the City of _____ on MAY 27, 2022
PASIG CITY

By:


Frances J. Yu
Independent Director

SUBSCRIBED AND SWORN to before me this MAY 27, 2022 day of _____ affiant(s) exhibiting to me his/her valid IDs as follows:

NAMES

Frances J. Yu

IDENTIFICATION

TIN 152-911-191

Doc No.: 155;
Page No.: 32;
Book No.: V;
Series of 2022.


VICTOR ENRIQUE G. BCLINAO
Appointment No. 196 (2020-2021)
Notary Public
Until December 31, 2021
(Extended until June 30, 2022 SC En Banc B.M. No. 3755)
Attorneys Roll No. 74263
33rd Floor The Orient Square
F. Ortigas Jr. Road, Ortigas Center, Pasig City
PTR Receipt No. 8131810, 01.05.22; Pasig City
IBP Receipt No. 171903, 01.04.22; RSM
M. LE Compliance VII – 0253136; 4.25.2025



Institute of Corporate Directors

presents this

Certificate of Participation

to

Christopher T. Po

Century Pacific Food, Inc. and Shakey's Pizza Asia Ventures, Inc.

for having completed the online course

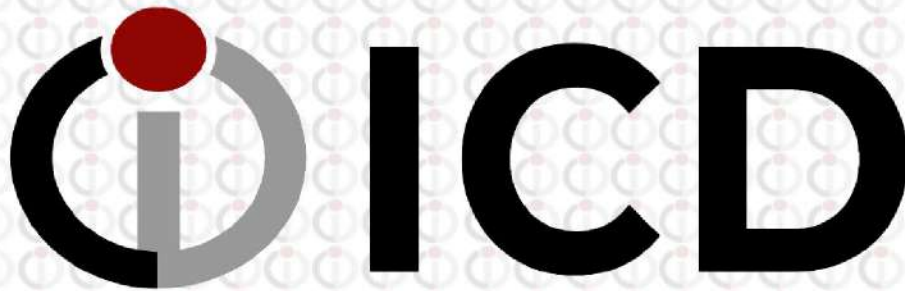
Advanced Corporate Training Governance

held on

August 26, 2021 | 8:30 am - 12:30 pm
through ZOOM Meetings

A handwritten signature in black ink, appearing to read 'L. Berba', is positioned above the name of the signatory.

Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Teodoro Alexander T. Po

Century Pacific Food, Inc.

for having completed the online course

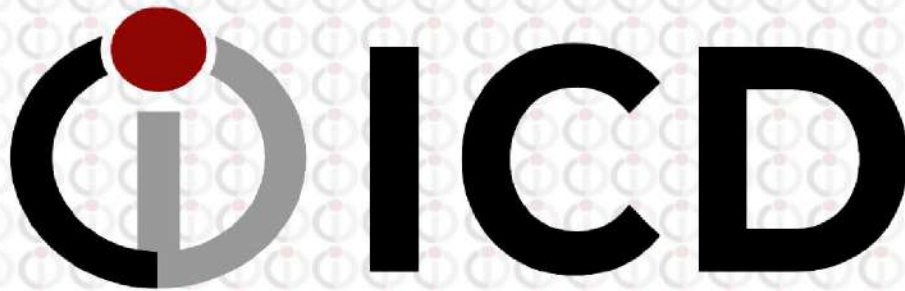
Advanced Corporate Training Governance

held on

August 26, 2021 | 8:30 am - 12:30 pm
through ZOOM Meetings

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Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Ricardo Gabriel T. Po

Century Pacific Food, Inc. and Shakey's Pizza Asia Ventures, Inc.

for having completed the online course

Advanced Corporate Training Governance

held on

August 26, 2021 | 8:30 am - 12:30 pm
through ZOOM Meetings

A handwritten signature in black ink, appearing to read 'Leonardo M. Berba'.

Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Vicente L. Gregorio

Shakey's Pizza Asia Ventures, Inc.

for having completed the online course

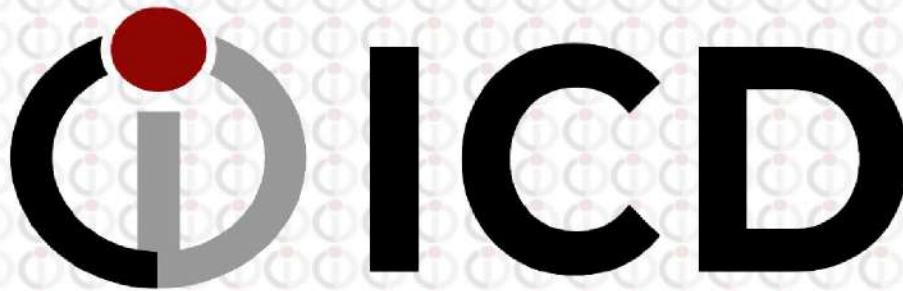
Advanced Corporate Training Governance

held on

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Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Leonardo Arthur T. Po

Century Pacific Food, Inc. and Shakey's Pizza Asia Ventures, Inc.

for having completed the online course

Advanced Corporate Training Governance

held on

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through ZOOM Meetings

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Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Fernan Victor P. Lukban

Century Pacific Food, Inc. and Shakey's Pizza Asia Ventures, Inc.

for having completed the online course

Advanced Corporate Training Governance

held on

August 26, 2021 | 8:30 am - 12:30 pm
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Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Paulo L. Campos III

Shakey's Pizza Asia Ventures, Inc.

for having completed the online course

Advanced Corporate Training Governance

held on

August 26, 2021 | 8:30 am - 12:30 pm
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A handwritten signature in black ink, appearing to read 'L. Berba', is positioned above the name of the signatory.

Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Jorge Concepcion

Century Pacific Food, Inc. and Shakey's Pizza Asia Ventures, Inc.

for having completed the online course

**Advanced Corporate
Training Governance**

held on

August 26, 2021 | 8:30 am - 12:30 pm
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Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Darel G. Pallesco

Shakey's Pizza Asia Ventures, Inc.

for having completed the online course

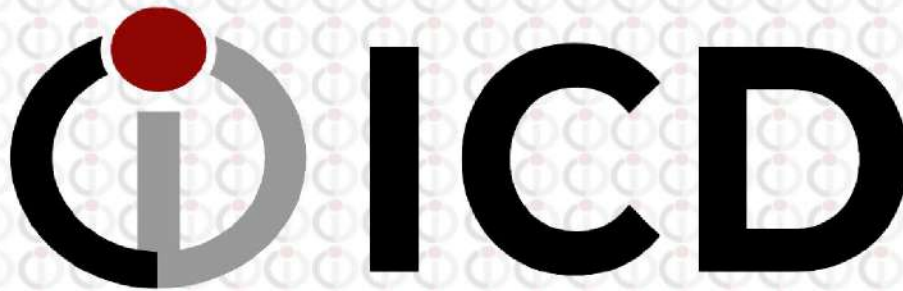
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Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Myrose April C. Victor

Century Pacific Food, Inc. and Shakey's Pizza Asia Ventures, Inc.

for having completed the online course

Advanced Corporate Training Governance

held on

August 26, 2021 | 8:30 am - 12:30 pm
through ZOOM Meetings

A handwritten signature in black ink, appearing to read 'L. Berba'.

Leonardo M. Berba
Chief Executive Officer



CERTIFICATE OF PARTICIPATION

THIS CERTIFICATE IS AWARDED TO

LANCE Y. GOKONGWEI

A handwritten signature in black ink, appearing to read "Lisa Gokongwei Cheng".

Lisa Gokongwei Cheng

Senior Vice President - JG Summit Holdings, Inc.
Head - Digital Transformation Office

for attending the First Gokongwei Group Innovation Festival and successfully completing the In- House Corporate Governance Training Program on “Thrive in the New Normal”



Given this 20th day of September 2021



CERTIFICATE OF COMPLETION

THIS CERTIFIES

LANCE Y. GOKONGWEI

HAS SUCCESSFULLY COMPLETED

e-Seminar on Top Level Refresher and Updates

**ANTI-MONEY LAUNDERING/COMBATING FINANCING OF TERRORISM/
COUNTER PROLIFERATION FINANCING**

[AML/CFT/CPF]

November 25, 2021.


DANTE T. FUENTES, CPA, CFE, CAMS

Digitally signed by
Dante T. Fuentes
on date indicated
in the Certificate.

AMLC CRN AT-0007





Institute of Corporate Directors

presents this

Certificate of Participation

to

Joy L. Ybanez

Century Pacific Food, Inc.

for having completed the online course

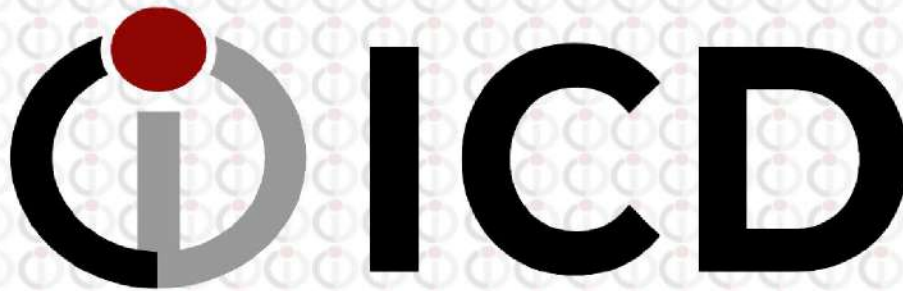
Advanced Corporate Training Governance

held on

August 26, 2021 | 8:30 am - 12:30 pm
through ZOOM Meetings

A handwritten signature in black ink, appearing to read 'Leonardo M. Berba', is positioned above the printed name.

Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Manuel T. Del Barrio

Shakey's Pizza Asia Ventures, Inc.

for having completed the online course

**Advanced Corporate
Training Governance**

held on

August 26, 2021 | 8:30 am - 12:30 pm
through ZOOM Meetings

Leonardo M. Berba
Chief Executive Officer

APPENDIX M

Attendance in Board of Directors' Meetings

DATE OF MEETING	ATTENDANCE
January 4, 2021	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu Eileen Grace Z. Araneta ABSENT: None
February 18, 2021	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu Eileen Grace Z. Araneta ABSENT: None
March 02, 2021	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu Eileen Grace Z. Araneta ABSENT: None
March 15, 2021	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu Eileen Grace Z. Araneta ABSENT: None

March 29, 2021	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu Eileen Grace Z. Araneta</p> <p>ABSENT: None</p>
April 07, 2021	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu Eileen Grace Z. Araneta</p> <p>ABSENT: None</p>
April 30, 2021	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu Eileen Grace Z. Araneta</p> <p>ABSENT: None</p>
May 12, 2021	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu Eileen Grace Z. Araneta</p> <p>ABSENT: None</p>
July 7, 2021	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po</p>

	Leonardo Arthur T. Po Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu Eileen Grace Z. Araneta ABSENT: None
July 15, 2021	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu ABSENT: None
July 22, 2021	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu ABSENT: None
August 19, 2021	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu ABSENT: None
August 20, 2021	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III

	<p>Frances J. Yu</p> <p>ABSENT: None</p>
September 13, 2021	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
October 05, 2021	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
November 08, 2021	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
November 18, 2021	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>

December 02, 2021	<p>PRESENT:</p> <p>Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT:</p> <p>None</p>
December 23, 2021	<p>PRESENT:</p> <p>Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT:</p> <p>None</p>

Attendance in Audit Committee Meetings

DATE OF MEETING	ATTENDANCE
March 29, 2021	Present: FERNAN VICTOR P. LUKBAN PAULO L. CAMPOS, III RICARDO GABRIEL T. PO Absent: None
May 03, 2021	Present: FERNAN VICTOR P. LUKBAN PAULO L. CAMPOS, III RICARDO GABRIEL T. PO Absent: None
August 02, 2021	Present: FERNAN VICTOR P. LUKBAN PAULO L. CAMPOS, III RICARDO GABRIEL T. PO Absent: None
November 08, 2021	Present: FERNAN VICTOR P. LUKBAN PAULO L. CAMPOS, III RICARDO GABRIEL T. PO Absent: None

Attendance in Board Risk Committee Meetings

DATE OF MEETING	ATTENDANCE
August 19, 2021	<p data-bbox="565 302 938 432">Present: FRANCES J. YU FERNAN VICTOR P. LUKBAN LANCE Y. GOKONGWEI</p> <p data-bbox="565 506 735 531">Absent: None</p>

Attendance in Corporate Governance Committee Meetings

DATE OF MEETING	ATTENDANCE
February 18, 2021	Present: PAULO L. CAMPOS, III FERNAN VICTOR P. LUKBAN EILEEN GRACE Z. ARANETA Absent: None
November 18, 2021	Present: PAULO L. CAMPOS, III FERNAN VICTOR P. LUKBAN RICARDO GABRIEL T. PO Absent: None

Attendance in Related Party Transactions Committee Meetings

DATE OF MEETING	ATTENDANCE
February 18, 2021	Present: PAULO L. CAMPOS, III FERNAN VICTOR P. LUKBAN RICARDO GABRIEL T. PO Absent: None
November 18, 2021	Present: PAULO L. CAMPOS, III FERNAN VICTOR P. LUKBAN FRANCES J. YU Absent: None

APPENDIX N

	SA	%	A	%	N	%	D	%	SD	%
PART I: BOARD APPRAISAL										
1. The Board has the right size and composition to bring the requisite knowledge, abilities, diversity and skills to the table	6	75.0%	3	33.3%		0.0%		0.0%		0.0%
2. The Board, as a whole, possesses the right skills and background for the current issues facing the company	6	75.0%	3	33.3%		0.0%		0.0%		0.0%
3. The Board has sufficient diversity and independence among its directors, allowing it to constructively challenge one another and management in carrying out their respective functions and duties aligned with the company's strategic directions	6	75.0%	3	33.3%		0.0%		0.0%		0.0%
4. The Board receives ongoing education, allowing directors to stay up to date with developments and to understand their impact	2	25.0%	7	77.8%		0.0%		0.0%		0.0%
5. The frequency, duration and scheduling of Board meetings per year were adequate to ensure proper coverage of the Board's responsibilities	3	37.5%	6	66.7%		0.0%		0.0%		0.0%
6. Directors receive adequate materials before the Board meeting	3	37.5%	6	66.7%		0.0%		0.0%		0.0%
7. Meetings are effective with sufficient materials, limited presentation, and an atmosphere that encourages open dialogue	6	75.0%	3	33.3%		0.0%		0.0%		0.0%
8. The non-executive directors have a separate meeting without any executive directors present to ensure that proper checks and balances are in place within the company	3	37.5%	6	66.7%		0.0%		0.0%		0.0%
9. The Board receives appropriate information on industry trends and business environment to enable it to have sufficient insight when considering management's proposed plan/strategy	3	33.3%	5	55.6%	1	11.1%		0.0%		0.0%
10. The Board evaluates the proposed plan/strategy including key assumptions, major risks, and required resources, and addresses critical issues	4	44.4%	5	55.6%		0.0%		0.0%		0.0%
11. The Board constructively debates the proposed plan/strategy before granting approval	3	33.3%	6	66.7%		0.0%		0.0%		0.0%
12. The Board monitors the continued viability of the plan/strategy ensuring that it is adjusted as needed to respond to the evolving environment	5	55.6%	4	44.4%		0.0%		0.0%		0.0%
13. The Board thoroughly reviews major capital expenditures before approval and evaluates ultimate outcomes	5	55.6%	4	44.4%		0.0%		0.0%		0.0%
14. Directors strengthen the tone at the top by clearly demonstrating the required ethical values	8	88.9%	1	11.1%		0.0%		0.0%		0.0%
15. The Board regularly reviews and approves the Company's vision, mission and value statements to ensure continued relevance and applicability thereof	3	33.3%	6	66.7%		0.0%		0.0%		0.0%
16. The Board demonstrates commitment to good corporate governance practices and provides oversight to ensure that the Company is operated in a moral, legal, and ethical manner	8	88.9%	1	11.1%		0.0%		0.0%		0.0%

17. The Board regularly and consistently considers the interest of minority shareholders to ensure their equitable treatment in the decision making process	5	55.6%	4	44.4%		0.0%		0.0%		0.0%
18. The Board ensures that the Company has a sound and effective internal control system in place, and understands management's role implementing such system	6	66.7%	3	33.3%		0.0%		0.0%		0.0%
19. There are sound policies, procedures and a system in place for related party transactions, which a dedicated Committee effectively implements	6	66.7%	3	33.3%		0.0%		0.0%		0.0%
20. There is a clear distinction in the roles and responsibilities between the Chairman and President	6	66.7%	3	33.3%		0.0%		0.0%		0.0%
total	97		82		1					
average	4.85		4.1		1					

PART II: COMMITTEE APPRAISAL										
1. The Board has an effective committee structure	5	56%	4	50%		0%		0%		0%
2. The delegation of power from the Board to its Committees is appropriate with their relevant corresponding Charters	5	63%	4	50%		0%		0%		0%
3. The Committees regularly provide a report to the full Board and sufficiently update the Board on recent developments or such other matters that may require Board action	5	63%	4	50%		0%		0%		0%
4. The frequency of meetings for each Committee is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee	3	38%	6	75%		0%		0%		0%
PART III: INDIVIDUAL DIRECTOR APPRAISAL										
1. I understand and faithfully uphold the vision, mission, values and strategies of the company	8	100%	1	11%		0%		0%		0%
2. I keep myself updated on the latest best practices in corporate governance and ensure I abide by them	5	63%	4	44%		0%		0%		0%
3. I avoid entering into situations where I may be placed in a conflict of interest with that of the Company and I promptly disclose any conflict, which may occur	8	100%	1	11%		0%		0%		0%
4. I have a good record of Board and Committee (where applicable) meeting attendance	7	88%	2	22%		0%		0%		0%
5. I come to Board/Committee meetings on time, prepared and knowledgeable about the topics to be discussed	6	75%	3	33%		0%		0%		0%
6. I actively participate in Board/Committee discussions with a sense of independence and objectivity	4	50%	5	56%		0%		0%		0%
7. I am aware of all policies and procedures the Board is subjected to and actively adopt these in my function as a member of the Board	3	38%	6	67%		0%		0%		0%
8. I am committed to accomplish all duties and responsibilities of a director and member of my Committee/s, if any, and will perform in the best interest of the Company	7	88%	2	22%		0%		0%		0%
A. I believe the Board should focus on the following priorities for the upcoming year										
B. Are there changes that would improve the Board’s effectiveness that you would suggest?										
PART IV: BOARD - MANAGEMENT RELATIONSHIP APPRAISAL										
1. The Board is comfortable with management’s (i.e., President, Chief Finance Officer) plans to implement the approved strategy, goals and targets and is confident and satisfied in m anagement’s ability to carry out its responsibilities in the interest of the Company	6	75%	3	38%		0%		0%		0%

2. Management has in place an effective process to identify risks and assess their potential impact.	4	50%	5	63%		0%		0%		0%
3. Management informs the Board of all key risks and the Board is confident management addresses them appropriately	4	50%	5	63%		0%		0%		0%
4. The Board sufficiently challenges and supports management	5	63%	4	50%		0%		0%		0%
5. The Board is effective in monitoring management's implementation of the company's strategy	6	75%	3	38%		0%		0%		0%
6. The Board devotes sufficient time and effort to meeting key company executives	4	50%	3	38%	1	13%		0%	1	13%
7. There is an open-line of communication and constructive interaction between directors and management	5	%	4	50%		0%		0%		0%
8. The Board continually monitors management's performance against clear and measurable objectives, providing constructive feedback and reinforces management's role in setting the tone at the top	5	63%	4	50%		0%		0%		0%

APPENDIX O

Contextual Information	
Name of organization	Shakey's Pizza Asia Ventures Inc. ("SPAVI")
Location of headquarters	Philippines
Report Boundary: Legal entities (e.g. subsidiaries) included in this report*	Shakey's Pizza Peri-Peri
Business Model, including Primary Activities, Brands, Products, and Services	Full-service restaurant chain, specializing in casual dining
Reporting Period	January 1, 2021 - December 31, 2021
Highest Ranking Person responsible for this report	Christopher Po, Chairman
Contact for questions regarding the report (Department/Name and/or email)	Investor Relations, investorrelations@shakeys.biz

Materiality Process

SPAVI Material topics	Materiality process
<p>People</p> <ul style="list-style-type: none"> - Diversity and inclusion - Talent acquisition and management - Employee engagement - Workplace culture and environment - External guest engagement <p>Planet</p> <ul style="list-style-type: none"> - Natural resource efficiency - Energy consumption - Water consumption <p>Environmental impact management</p> <ul style="list-style-type: none"> - Greenhouse gas emission - Plastic neutrality - Landfill waste reduction <p>Supply chain management</p> <ul style="list-style-type: none"> - Supplier credibility - Local sourcing <p>Pizza</p> <ul style="list-style-type: none"> - Product development & innovation - Food safety & quality - Healthier products - Nutritional transparency 	<p>SPAVI recognizes that a company's ESG material topics are the foundation of our sustainability strategy, reporting disclosures, and company targets. Hence, we made sure that the selection process of material topics is both inclusive and holistic.</p> <p>Key in identifying SPAVI's material issues is the comprehensive and continuous communication with stakeholders on business activities and related risks and issues of the Company. With this, we began by creating a stakeholder engagement plan. We first identified appropriate internal and external stakeholders for a series of interviews. In the course of the interviews, stakeholders shared their views on risk, opportunities, and priorities for the sustainability of the organization.</p> <p>We then worked with a third-party consultant to guide us through the ESG materiality prioritization, framework and strategy development. For an impactful strategy, we mapped out the metrics to monitor our performance against the material topics. Data is collected, analyzed, and reported to the wider management group. The management team set up Steering Committees composed of senior executives, including SPAVI's Chairman and CEO, to oversee the various sustainability initiatives and performance.</p> <p>The core "Sustainability Steering Committee" encompasses all three (3) P's of our sustainability framework: People, Planet, and Pizza. We believe that these pillars are not independent of each other. Rather, they are an intertwined set of priorities. As such, we have three (3) cross-functional sub-committee assigned for People, Planet, and Pizza. Every quarter, separate Steering Committees meet to cover the initiatives and directives of the team and ensure</p>

	continuous monitoring of our impacts, both positive and negative.
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Note: Stakeholder engagement matrix guided SPAVI to consider all appropriate internal and external stakeholders when assessing the impacts, risks, and opportunities of the disclosures listed below.

Economic Disclosures

Economic Performance

Direct economic value generated and distributed	PHP in Millions
Direct economic value generated (revenue)	5,481
Direct economic value distributed	4,780
Employee wages and benefits	858
Payments to suppliers, and other operating costs	3,557
Dividends given to stockholders and interest payments to loan providers	226
Taxes given to government	138

Management approach: Economic Performance

Of the Php 5,481 million in economic value generated, 4,780 million is funneled towards our key stakeholders, namely our employees, suppliers, stockholders, banks, and the government.

It is crucial to identify the key risk exposures of the Company to assess the potential business and financial impact should any of the risks materialize in the future. The following are the identified business and financial risks of the Company:

- 1) The Philippine food service industry is a highly competitive market with low barriers to entry. SPAVI competes directly and indirectly with both local and foreign full-service, casual dining and fast food stores that offer dine-in, delivery, and catering services nationwide. Failure to successfully compete and consistently outperform its peers may adversely affect its business and financial and operational results.
- 2) SPAVI growth is partially dependent on the strength of its brand, recognized for its high-quality product offerings and world-class guest service, as well as excellent culture and warm ambience of its stores. Any damage to its brand reputation and negative publicity to its stores may have an impact on the business, results of operations, and its prospective plans.
- 3) SPAVI is reliant on its franchisees for the successful management and operations of its franchise stores. In addition, a portion of the company's revenue is derived from royalty and franchise payments. A failure by the franchisees to deliver what is expected of them may significantly harm the brand image and goodwill of the Shakey's brand, as well as adversely affect the business operations and results of operations of SPAVI.
- 4) SPAVI's growth is highly dependent on its ability to open new stores, maintain existing stores, and operate these stores in a profitable manner. Failure to successfully locate and secure suitable store locations in its target markets may delay SPAVI store openings and significantly affect its business and results of operations. In addition, SPAVI's expansion plans may be limited by unforeseen economic and market conditions that are beyond its control.

- 5) SPAVI relies on key third-party suppliers and its in-house commissary to supply key raw material requirements. A failure by these third-party suppliers to adhere to contractual obligations or a significant disruption in the supply chain and logistics can significantly affect its business operations.
- 6) SPAVI hires approximately 1,300 full-time employees, a portion of which are covered by a 5-year collective bargaining agreement renewed on October 15, 2021. Although SPAVI's operations have never been affected by any labor dispute in the past, it cannot assure that it will not experience labor unrest and activism in the future, which may affect its business, financial condition and result of operations.
- 7) SPAVI outsources a portion of its labor requirements from a third-party manpower service provider. Significant changes in labor laws and regulations, particularly in relation to the use of manpower service providers, may impact labor costs, as well as adversely affect the business operations and results on operations of SPAVI.
- 8) SPAVI relies on third-party service providers for certain services and the failure by these service providers to adhere and perform contractual obligations may adversely affect the business operations and results of operations of SPAVI.
- 9) SPAVI's profitability and operating margins are partially dependent on its ability to anticipate and react to changes in food and beverage costs. Any significant changes in raw materials costs that are not handled properly by the company may affect its business and results of operations.

SPAVI has a corporate governance structure in place to mitigate risks. The Board of Directors, the Executive Committee, and the Management team assess risks, develop strategies, and implement management approaches.

Climate-related risks and opportunities

Climate Change Management

The Philippines is one of the most vulnerable countries to the impacts of climate change.

Our business has a direct and indirect impact on greenhouse gas emissions throughout our value chain, beginning from suppliers to the customers. Starting with where we have the most impact, our operations, we have begun updating our policy and leveraging technology for a more efficient resource use and output -- whether it is through our water, energy, and waste conservation efforts.

Our Company is committed to run and operate the business responsibly, utilize resources efficiently, and manage our environmental impact actively. As such, we are conducting an ongoing risk assessment to better understand, manage, and mitigate our direct and indirect impact on climate change as we work towards a comprehensive climate change management plan.

Proportion of spending on local suppliers	
Percent of procurement budget used for significant locations of operations that is spent on local suppliers	86%

Management approach: Procurement

SPAVI is committed to supporting our local suppliers as our first option - allocating a substantial part of our spending for local suppliers and manufacturers whenever possible. In fact, 86% of the food items spent in 2021 is locally sourced, with 100% of chicken and other produce sourced from local suppliers and farms.

We believe that developing a network of local suppliers makes us a more sustainable and resilient business while being able to support the country's agriculture industry. We continuously develop key suppliers in various provinces and regions to decentralize and decrease freight costs.

Training on anti-corruption policies and procedures	
Percentage of employees to whom the organization's anti-corruption policies and procedures have been communicated to	100%
Percentage of business partners to whom the organization's anti-corruption policies and procedures have been communicated to	100%
Percentage of directors and management that have received anti-corruption training	100%
Percentage of employees that have received anti-corruption training	100%

Management approach: Anti-corruption

SPAVI has a zero-tolerance policy against corruption. Anti-corruption training begins at the onboarding session for all employees. Directors receive 1:1 training on management and reporting for incidents. Additionally, the anti-corruption program and procedures are listed on the company website [here](#). SPAVI's Code of Business Conduct and Ethics covers Conflict of Interest, Conduct of Business, Receipt of Gifts, Compliance with Laws, Whistleblowing, among others.

Incidents of corruption	
Number of confirmed incidents of corruption	0
Number of incidents in which employees were dismissed or disciplined for corruption	0
Number of confirmed incidents when contacts with business partners were terminated due to incidents of corruption	0

Management approach: Incidents of corruption

Refer to anti-corruption management approach for "Incidents of corruption" management approach.

Energy consumption (GJ)	Within the organization	Reduction of energy
Renewable sources	4,400.00	0.00
Electricity	119,599.01	0.00
Gasoline	9,280.82	0.00
LPG	88,643.76	0.00

Diesel	0.00	0.00
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Management approach: Energy Consumption

SPAVI is committed to active management of its resource management, including energy consumption. Our stores run primarily on electricity with some gasoline and LPG. While we have limited scope of control with our stores, particularly the leased spaces and franchise locations, we push for ways to manage our energy through these approaches:

1. We reduce our consumption to maximize efficiencies and cost savings. One approach is through behavioral changes (e.g. our store employees are encouraged to turn lights off when not in use). Moreover, implementing technology such as thermal insulation and inverter-type cold storage also results in energy savings.
2. We are exploring mixed energy sources through solar panel installations across our properties, beginning with the corporate head office, to reduce our reliance on grid-based energy. With our free-standing stores using solar powered water heaters, the shift towards using more renewable energy for our store operations is underway.

Water consumption in the organization (CBM)	
Water withdrawal	493,651.85
Water discharge	345,556.29
Water consumption	148,095.55
Water recycled and reused	0.00

Management approach: Water Consumption

At SPAVI, water is critical to our business operations as well as the safety of our employees and customers. Operating in high water stress areas such as Metro Manila, SPAVI has a role in responsibly monitoring the way we use and discharge water as both our ethical obligation to mitigate our environmental impact and our management of operational risks.

We manage our water consumption through these initiatives:.

1. Our natural resources consumption and management is reported to our Sustainability Steering Committee every quarter. Water is tracked, measured, and analyzed to continuously improve our resource utilization efficiency. Additionally, we report our water withdrawal, discharge, and consumption to our stakeholders through our annual Sustainability Report.
2. Whether it is encouraging our employees and customers to practice water conservation at the stores or investing in new technology (eg. stores with automatic low-flow hand washing machines), we engage our teams to efficiently use our water resources.
3. Our wastewater recycling project is in the early stages of development to be able to recover and reuse our water back into our operations. The first store for testing this is scheduled in 2022.

Materials used by the organization (kg)	
Materials used by the organization	3,269,172.00
Renewable	2,697,919.00
Non-renewable	571,253.00

Management approach: Materials used by the Organization

Our restaurants use renewable materials such as meats and dairy products for our menu items. Non-renewable materials include packaging.

The supply chain management division engages key vendors to secure materials inventory and continuously deepens SPAVI's roster of suppliers to mitigate supply availability risks and cost pressures. SPAVI is also conducting a process on packaging re-engineering to shift to renewable and biodegradable packaging materials.

Environment Impact Management

Air emission (Tonnes CO2e)	
Direct (Scope 1) GHG emission	6,236.58
Indirect (Scope 2) GHG emission	23,587.58

Management approach: Air emission

Our stores run primarily on electricity with some gasoline and LPG. While we have limited scope of control with our stores, particularly the leased spaces and franchise locations, we push for ways to manage our emissions through reducing our energy consumption as much as we can.

For more information on how we manage our air emission, please refer to the Energy Consumption Management Approach section.

SPAVI adheres to the Philippine standards for air pollutant management as set by the Department of Environmental Resources (DENR) as its base management approach. At this time, air pollutants are currently not tracked.

Solid & Hazardous Waste

Solid waste (kg)	
Reusable	Data not currently disclosed
Recyclable	Data not currently disclosed
Composted	Data not currently disclosed
Incinerated	Data not currently disclosed
Residuals/Landfilled	34,923.64

Table does not include amount diverted from landfill through third-party scrap recycling

Management approach: Solid Waste

SPAVI takes measures to be aware and responsible for its waste generation and discharge through reduction, recycling/upcycling, and plastic credit initiatives that impact our upstream and downstream waste. SPAVI focuses our waste management efforts on plastic and food waste as these often make up the highest percentage of waste composition within the Food and Beverage industry.

We continue to ensure that food quality is maintained for consumption and that the food handling process passes our health and safety protocols. We are also working to commit to 100% biodegradable or compostable packaging materials to divert the waste generated by our services from going to landfill.

Segregation efforts within the stores and across our offices is part of our company's common business practices. We installed five centralized “Stop Before You Drop” trash bins as well as a materials recovery facility (MRF) in our headquarters to reinforce proper segregation and separation of recyclables across the organization. Within our stores, we relaunched Project HuRRRah in 2021, a waste segregation and recycling initiative to be fully implemented in 2022, which will improve the company’s data collection and baselining efforts. For a successful rollout, training and education will be provided to our employees and customers to encourage behavioral change within and outside the stores.

Plastic credit initiative

Through our Plastic Neutrality initiative, we purchase plastic credits from the Plastic Credit Exchange (PCX), a plastic offset mechanism modeled after the carbon offset industry that recovers, processes, and recycles an equivalent amount of plastic as our operational plastic footprint. In 2021, SPAVI was able to offset 150,000kg of plastic waste generated through purchased credits.

Effluents (CBM)	
Total volume of water discharges	345,556.29
Percent of wastewater recycled	0%

Management approach: Effluents

Please refer to the Water Consumption Management Approach section for managing our water discharge.

Social disclosure

Employment Management

Employee hiring and benefits: Employee data	
Total employees	3514.00
Number of female employees	1229.00
Number of male employees	2285.00
Attrition rate	6.83%

Employee Hiring and Benefits

Our workforce is the heart of our organization. Our hiring practices and policies ensure fair and equitable hiring practices. Throughout the hiring process, our Talent Management team runs a series of assessments to identify candidates that meet our standards, fit the culture, then are placed properly through job matches.

Over the last couple of years, as part of promoting employee health and safety as well as preventing disruptions in store operations, one of our key considerations in hiring is the location base of the candidate in relation to his or her place of work. Project Nerdy ("Near and Ready") was an initiative allowing employees to work at locations closer to their residence. Currently, approximately 86% of our store employees are within the parameters we have set for this initiative.

Further, to build a positive workplace that attracts and retains talent, drives engagement and performance, while also providing a fair and comfortable livelihood for our employees, SPAVI offers competitive compensation and benefits that go beyond national labor standards and requirements. We regularly revisit our retention initiatives by staying current on market standards for salary and benefits, as well as best practices in developing strong employee relations.

At the same time, the health and safety of our employees are paramount to our operations. Our policies enable us to maintain a positive and safe environment for our employees. Our employees are motivated knowing that the company keeps their best interest at heart.

Our Occupational Health and Safety (OHS) program manages our various safety and health initiatives such as employee activities that educate, train, and promote safety and health in the workplace, including first aid and disaster response. This robust program accounts for the physical and psychological safety of our employees.

Our OHS program has also enabled us to adapt and be resilient in unforeseen circumstances such as the global pandemic. We continue to roll out vaccination programs among our employees as well as employee dependents and key suppliers, free of charge, resulting in a 99% vaccination rate among our employees.

Employee training and development		
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Total training hours provided to employees (hours)	Female	Male
Employees (total average)	9.51	14.43
Executive	0.00	1.75
Senior manager (Department Mgr)	10.66	1.32
Middle manager (Section Mgr)	11.38	49.35
Supervisor	18.64	18.72
Rank and File	11.04	10.05
Project-Based	n/a	n/a
Outsourced Worker	5.37	5.37

Management approach: Employee Training and Development

At SPAVI, we believe that having a strong talent acquisition and management program keeps employees motivated and improves employee productivity. In 2021, we have promoted approximately 7% of our workforce in recognition of their good performance and contributions to the company. Managing performance allows us to effectively manage our talent resource, build a culture of high performance, and encourage people development.

We manage our talent development through the following processes and activities:

1. We provide a robust benefits package for our employees that goes beyond national labor standards and requirements. We do so to attract and keep top talent, while also providing for a fair and comfortable livelihood for our employees.
2. Performance management goals are clearly defined, articulated, and customized for each individual. We leverage our performance management systems throughout the performance development cycle from planning and committing, to monitoring, coaching, recognition and development planning.
3. Part of our performance management system is conducting a performance appraisal process to track, evaluate, and give feedback on an employee's goals, performance, and development. Using a standardized framework ensures that assessments are done objectively and ensures Management and personnel meet our performance standards.
4. Continuous hands-on and informal learning opportunities are also given to SPAVI employees in their workplaces. These include sit downs and coaching sessions, general assemblies, team building sessions, People Day feedback conversations, and sales rallies.

Diversity and equal opportunity	
% of female workers in the workforce	44%
% of male workers in the workforce	56%

Management approach: Diversity and Equal Opportunity

With over 3500 employees, our Humans Resource Department plays a crucial role in promoting diversity and inclusion throughout the hiring process, employment, and promotion. We are committed to building a diverse and inclusive business that places a premium on skills and potential and does not discriminate based on ethnicity, religion, or gender.

Our hiring policies explicitly encourage fair hiring practices. Our policies support a diverse employee base and promote an inclusive culture.

To manage our diversity and equality within SPAVI, some of our practices include:

- We ensure that we've put in good faith effort to recruit a diverse talent pool. We pay special attention to minorities in the communities where our stores operate.
- We practice and promote inclusion by ensuring that roles are safe and benefit our participants from our Love 'Em Down program. Please note that this program was paused in 2021 due to health and safety reasons as caused by the pandemic.
- Communication is key across the organization. We've communicated the significance and value of diversity and inclusion across the company -- from rank & file employees to our Board Members, empowering them to voice their opinions on how to further improve our D&I initiatives.
- The diversity of our Board of Directors is vital as we aim to create a diverse and inclusive organization. We believe a diverse board supports continued growth and the attainment of strategic objectives. Our Board Diversity Policy can be found in the [Board Charter](#).

Labor Laws and Human Rights	
Legal actions or employee grievances involving forced labor	0
Legal actions or employee grievances involving child labor	0
Legal actions or employee grievances involving human rights	0
Are there available policies that explicitly disallow:	
Legal actions or employee grievances involving forced labor	0
Legal actions or employee grievances involving child labor	0
Legal actions or employee grievances involving human rights	0
Reference company policies	
Legal actions or employee grievances involving forced labor	SPAVI Code of Business Conduct and Ethics
Legal actions or employee grievances involving child labor	SPAVI Code of Business Conduct and Ethics
Legal actions or employee grievances involving human rights	SPAVI Code of Business Conduct and Ethics

Management approach: Labor Laws and Human Rights

SPAVI has existing policies in place to ensure the rights of all employees are protected in accordance with Philippine Labor laws.

Supplier accreditation: Are the following topics considered when accrediting suppliers	Do you have a supplier accreditation policy?
Environmental performance	Yes
Forced labor	Yes
Child labor	Yes
Human rights	Yes
Bribery and corruption	Yes

Management approach: Supply chain management

SPAVI's commitment to sustainability extends throughout our value chain as demonstrated by the expectations we set with our suppliers and partners. Our Supplier Code of Conduct and Ethics explicitly covers our human rights policy including child labor, forced labor and human trafficking, nondiscrimination, harassment, working hours, wages and benefits. The code also covers standards on business ethics, health, safety, and quality, environmental practices, and management systems. These have been issued and acknowledged by 100% of our current suppliers. Moving forward, we plan to internally audit our suppliers and business partners to monitor their compliance. We will also engage our non-complying suppliers to guide them to progress on the standards.

The role of our Board's Corporate Governance Committee was also expanded to include responsibility and oversight for supply chain management. To keep abreast with changes in supply chain issues, we will engage with various stakeholders from our employees and Board of Directors to external groups such as NGOs, labor groups, or industry peers to help us update our Supplier Code of Conduct and Ethics when necessary.

Relationship with the community					
Operations with significant (positive or negative) impacts on local communities (exclude CSR projects; this has to be business operations)	Location	Vulnerable groups (if applicable)	Does the particular operation have impacts on indigenous people (Y/N)?	Collective or individual rights that have been identified that or particular concern for the community	Mitigating measures (if negative) or enhancement measures (if positive)
Typhoon Odette Relief Kitchens in partnership with	Visayas & Mindanao	Communities devastated by Typhoon Odette	Np	Food and water	Supported local store operations, employees, and

World Central Kitchens					devastated communities
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Management approach: Relationship with the Community

SPAVI is currently developing a comprehensive sustainability plan to align community-based initiatives with business operations to create meaningful and amplified impact.

Health and safety	Number
No. of substantiated complaints on product quality or service health or safety*	< 1 per store
No. of complaints addressed	100%
Customer privacy	Number
No. of substantiated complaints on customer privacy	0
No. of complaints addressed	0
No. of customers, users and account holders whose information is used for secondary purposes	0
Data security	Number
No. of data breaches, including leaks, thefts and losses of data	0

Management approach: Customer Management

We believe that high guest engagement through feedback deepens relationships and builds loyalty with our customers. Our customer management is founded on a centralized customer relationship management platform to streamline our communication, providing us with standardized processes to respond to customers. Our integrated feedback management system enables us to connect and engage with our guests across multiple channels and touchpoints (e.g. emails, hotlines, website, mobile application, social media accounts) to process and respond to feedback, analyze trends and report metrics -- with a Service Level Agreement to close tickets within 24 hours.

Additionally, there is a dedicated team managing our online interactions - handling the escalation and resolution of customer concerns on our social media platforms.

Whether it's related to customer satisfaction, health and safety, or customer privacy and data security, our customer engagement and management approach leverages technology from feedback collection, tracking, to response and communication. Therefore, we also take great steps to ensuring that the systems in place meet industry standards for data security.

UN Sustainable Development Goals	Social value / contribution to SDG
SDG 3: Good health and well-being	Launched plant-based products in the menu Rolled out Project Near and Ready for the health and well-being of employees Vaccination Program for all employees
SDG 8: Decent Work & Economic Growth	Supporting 6,091 jobs across the organization Economic growth amidst the pandemic
SDG 12: Responsible consumption and production	2nd year of plastic neutrality Supplier Credibility & Local sourcing
SDG 16: Peace and Justice Strong Institutions	Committed to strong Corporate Governance

NOTE ON DISCLOSURE TOPICS:

SPAVI internally considered all disclosure topics for impact, risk, and opportunities. Undisclosed data are due to confidentiality reasons or SPAVI is improving its data collection methods and baseline metrics.

APPENDIX P

Risk Exposure	Risk Management Policy	Objective
<i>PIZZA's financial performance may be materially and adversely affected by fluctuations in prices or disruption in the supply of key raw materials.</i>	<i>Aside from actively monitoring raw materials availability and prices, maintains appropriate levels of inventory to manage supply disruption risk.</i>	
<i>Actual or alleged contamination or deterioration of, or safety concerns about, PIZZA's food products or similar products produced by third parties could give rise to product liability claims, guest dissatisfaction, and harm PIZZA's reputation.</i>	<i>PIZZA mitigates food quality and safety risks by having both personnel and its supply chain team observe quality standards such as the ServSafe certification standard. The Company's stores undergo third-party food safety reviews, internal safety audits and routine health inspections. PIZZA also considers food safety and quality assurance when selecting its suppliers. The Company has developed processes and procedures to ensure that food quality and food safety standards are observed in its kitchens.</i>	
<i>PIZZA relies on key third-party suppliers to supply key raw material requirements. A failure by these third-party suppliers to adhere to contractual obligations or a significant disruption in the supply chain and logistics can significantly affect its business operations.</i>	<i>As a policy, PIZZA maintains multiple accredited suppliers for major raw materials to allow for sourcing flexibility. The Company also maintains appropriate levels of inventory to manage supply disruption risk.</i>	
<i>PIZZA's growth is highly dependent on its ability to open new stores, maintain existing stores, and operate these stores in a profitable manner. Failure to successfully locate and secure suitable store locations in its target markets may delay PIZZA store openings and significantly affect its business and results of operations.</i>	<i>The Company has recently established a Business Development Team mainly focused on international and domestic store expansion and project management. PIZZA also undertakes upgrades and renovations at each store at least once every five years. The Company believes that periodic updates and renovations help maintain consistency in design across store formats and contribute to providing our guests with a distinctively Shakey's dining experience.</i>	
<i>Any infringement or failure to protect PIZZA's trademarks and proprietary rights could materially and adversely affect its business.</i>	<i>It is the Company's policy to protect and vigorously defend its rights to intellectual property by regular monitoring and enforcement of its rights in markets in which its restaurants currently exist or markets which it intends to enter in the future. The Company also licenses the use of its registered trademarks to franchisees through franchise agreements which restrict franchisees with respect to the use of our trademarks and impose quality control standards with the goods and services offered in connection with the trademarks.</i>	
<i>PIZZA may be subject to labor unrest, slowdowns and increased wage costs.</i>	<i>PIZZA manages these risks by entering into Collective Bargaining Agreements ("CBAs") and adopting policies to ensure a healthy working environment for its</i>	

APPENDIX P

	<i>employees that are at minimum in compliance with national and local laws and regulations.</i>
<i>PIZZA is reliant on its franchisees for the successful management and operations of its franchise stores. In addition, a portion of the company's revenue is derived from royalty and franchise payments. A failure by the franchisees to deliver what is expected of them may significantly harm the brand image and goodwill of the Shakey's brand, as well as adversely affect the business operations and results of operations of PIZZA.</i>	<i>The Company enters into franchise agreements with each franchisee to operate in accordance with our defined operating procedures, adhere to systemwide menu, and meet applicable quality, service, health and cleanliness standards. In addition, PIZZA's franchised stores are monitored and supervised by Area Business Managers who assist franchisees with sales and marketing efforts and advise them on growth and expansion plans. Our ABMs also monitor compliance to QSCH (i.e., quality, service, cleanliness and hospitality) standards and compliance with financial obligations.</i>
<i>PIZZA is exposed to the credit risks of its customers, and delays or defaults in payment by its customers could have a material adverse effect on PIZZA's financial condition, results of operations and liquidity.</i>	<i>PIZZA manages credit risk by trading only with recognized and creditworthy third parties. As a policy, all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, the Company also monitors receivable balances on an ongoing basis.</i>

REPUBLIC OF THE PHILIPPINES)
CITY OF PASIG CITY) S.S.

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Vicente L. Gregorio, of legal age, Filipino with address at WOW Center, 15KM East Service Road corner Marian Road 2, Barangay San Martin de Porres, Paranaque City 1700, after having been duly sworn to in accordance with law hereby depose and state:

1. I am the Chief Executive Officer of Shakey's Pizza Asia Ventures, Inc. (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippine with principal place of business at WOW Center, 15KM East Service Road corner Marian Road 2, Barangay San Martin de Porres, Paranaque City 1700 .

2. I certify that the Corporation has a sound internal audit, control and compliance system in place and is working effectively.


3. The foregoing is in accordance with the records of the Corporation presently in my custody.

IN WITNESS WHEREOF, I have hereunto set my signature this MAY 27 2022 at Pasig City.


VICENTE L. GREGORIO
Chief Executive Officer

SUBSCRIBED AND SWORN TO before me this MAY 27 2022 in Pasig City, with the affiant exhibiting to me his Tax Identification No. 115-733-046.

Doc. No. 158 ;
Page No. 33 ;
Book No. V ;
Series of 2022.


VICTOR ENRIQUE C. BOLINAO
Appointment No. 196 (2020-2021)
Notary Public
Until December 31, 2021
(Extended until June 30, 2022 SC En Banc B.M. No. 3795)
Attorneys Roll No. 74263
33rd Floor The Orient Square
Ortigas Jr Road, Ortigas Center, Pasig City
R-Record No. 8101810, 01.05.22; Pasig City
ISF Register No. 171903-01.04.22, RSM
MULE Compliance VII - 0003138-4 25 2025

APPENDIX R

REPUBLIC OF THE PHILIPPINES)
CITY OF PASIG CITY) S.S.

CERTIFICATION OF CHIEF AUDIT EXECUTIVE

I, **Darel G. Pallesco**, of legal age, Filipino with address at WOW Center, 15KM East Service Road corner Marian Road 2, Barangay San Martin de Porres, Paranaque City 1700 after having been duly sworn to in accordance with law hereby depose and state:

1. I am the Chief Audit Executive of Shakey's Pizza Asia Ventures, Inc. (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippine with principal place of business at WOW Center, 15KM East Service Road corner Marian Road 2, Barangay San Martin de Porres, Paranaque City 1700.

2. I certify that the Corporation has a sound internal audit, control and compliance system in place and is working effectively.


3. The foregoing is in accordance with the records of the Corporation presently in my custody.

IN WITNESS WHEREOF, I have hereunto set my signature this MAY 27 2022 at Pasig City.


DAREL G. PALLESCO
Chief Audit Executive

SUBSCRIBED AND SWORN TO before me this MAY 27 2022 in Pasig City, with the affiant exhibiting to me his Tax Identification No. 301-678-810-000.

Doc. No. 157 ;
Page No. 33 ;
Book No. V ;
Series of 2022.


VICTOR ENRIQUE G. BOLINAO
Appointment No. 198 (2020-2021)
Notary Public
Until December 31, 2021
(Extended until June 30, 2022 SC En Banc B.M. No. 3705)
Attorneys Roll No. 74263
33rd Floor The Orient Square
E. Ortigas Jr. Road, Ortigas Center, Pasig City
P.R. Receipt No. 8131810; 01.05.22; Pasig City
J.R. Receipt No. 171903; 01.04.22; RSM
J.E. Compliance VII -- 0003136; 4.25.2025

APPENDIX S

EXPLANATION OF AGENDA ITEMS

Proof of notice and determination of quorum

The Company has established a designated website in order to facilitate the registration of and voting in absentia by stockholders at the annual meeting, as allowed under Sections 23 and 57 of the Revised Corporation Code. A stockholder or member who participates through remote communication and votes by proxy shall be deemed present for purposes of quorum.

The Corporate Secretary will certify the date the notice of the meeting was published as required by the Securities and Exchange Commission Notice on Alternative Mode of Distributing and Providing Copies of the Notice, Information Statement, Management Report, SEC Form 17A dated April 18, 2022.

The Corporate Secretary will further certify the existence of a quorum. For purposes of quorum, only the following Stockholders shall be counted as present:

- A. Stockholders who have registered and voted on the website on or the cut off date;
- B. Stockholders who have sent their proxies via the website on or before the deadline;

A majority of the outstanding capital stock shall constitute a quorum for the transaction of business.

The complete guidelines for voting in absentia is found on the Attached Appendix 1.

Approval of minutes of previous meeting

The minutes of the meeting held on July 15, 2021 are posted at the company website, <https://www.shakeypizza.ph/>.

Annual report

The Chairman, Mr. Christopher T. Po, will deliver a report to the stockholders on the performance of the company in 2021 and the outlook for 2022. The financial statements as of December 31, 2021 (FS) will be attached in the Information Statement.

Copies of the Management Report and SEC Form 17-A will be uploaded to the Company's Website at <https://www.shakeypizza.ph/> and PSE EDGE under Shakey's Pizza Asia Ventures Inc. Company Disclosures.

Election of directors (including the independent directors)

Each stockholder entitled to vote may cast the votes to which the number of shares he owns entitles him, for as many persons as there are to be elected as directors, or he may give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of Directors to be elected. The nine nominees receiving the highest number of votes will be declared elected as directors of the company.

Please refer to the attached Appendix 1 for the complete guidelines on voting.

Election of external auditor and fixing of its remuneration

The profile of the external auditor will be provided in the Information Statement for examination by the stockholders.

A resolution for the election of the external auditor will be presented to the stockholders for adoption by the affirmative vote of stockholders representing a majority of the voting stock present at the meeting.

Consideration of such other business as may properly come before the meeting

The Chairman will answer questions on matters concerning the Agenda, the Information Statement and the Management Report sent via the voting website.