

SECURITIES AND EXCHANGE COMMISSION

SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended
May 7, 2024
2. SEC Identification Number
13174
3. BIR Tax Identification Number
000-108-278-000
4. Exact name of issuer as specified in its charter
DigiPlus Interactive Corp.
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)

7. Address of principal office
7. Ecoprime Building, 32nd Street corner Ninth Avenue, Bonifacio Global City, Taguig
City
Postal Code
1635
8. Issuer's telephone number, including area code
(632) 8634-5099
9. Former name, former address, and former fiscal year, if changed since last report
N/A

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DigiPlus Interactive Corp. PLUS

PSE Disclosure Form I-ACGR - Integrated Annual Corporate Governance Report
Reference: SEC Code of Corporate Governance for Publicly-Listed Companies, PSE Corporate Governance Guidelines, and ASEAN Corporate Governance Scorecard

Description of the Disclosure

Please find attached 2023 Integrated Annual Corporate Governance Report.

Filed on behalf by:

Name	Kristine Margaret Delos Reyes
Designation	Compliance Officer and Head, Legal



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **31 December 2023**
2. SEC Identification Number **13174** 3. BIR Tax Identification No. **108-278-000**
4. Exact name of issuer as specified in its charter **DIGIPLUS INTERACTIVE CORP.**
5. **Philippines** (SEC Use Only)
Province, Country or other jurisdiction of incorporation or organization Industry Classification Code:
7. **Ecoprime Bldg., 32nd St. cor. 9th Ave., BGC, Taguig City** **1635**
Address of principal office Postal Code
8. **8634-5099**
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INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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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	1. Information on the academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors is disclosed in the Company Website which may be accessed in the following links:	
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	<p><i>Company Website</i> https://digiplus.com.ph/corporate-governance/#board-of-committees</p> <p><i>Definitive Information Statement</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=f4b0944c14c57a149e4dc6f6c9b65995</p> <p>2. Information on the qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance is disclosed in the following reports:</p> <p>A. New Manual of Corporate Governance (MCG): https://digiplus.com.ph/app/uploads/2024/02/LRWC-</p>	

		New-Manual-on-Corporate-Governance.pdf B. Definitive Information Statement: https://edge.pse.com.ph/openDiscViewer.do?edge_no=a_d226aa0e181de6b9e4dc6f6c9b65995	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	Out of the nine (9) members of the Board of Directors, seven (7) are non-executive directors, which is more than a majority.	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	Please refer to Section 1.3 of the Company's MCG. https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf	
2. Company has an orientation program for first time directors.	Compliant	The last orientation program for first-time directors was held on 10 November 2022 for then first-time directors, Atty. Timoteo B. Aquino, Mr. Ramon Pancratio D. Dizon, and Atty. Jose Raulito E. Paras, who were all elected in the same year, 2022.	
3. Company has relevant annual continuing training for all directors.	Compliant	There were no first-time directors elected for the FY 2023. The Company also holds an annual in-house seminar/training on	

		<p>corporate governance.</p> <p>All the directors and officers of the Company have Certificates of Attendance in Corporate Governance Training held on 11 December 2023. Please see below link:</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=e2362fba06d34e7d9e4dc6f6c9b65995</p>	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	<p>Please refer to Section 1.4 of the Company's MCG.</p> <p>https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p>	
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.			
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	Please refer to the following links / attached documents:	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	1. 2023 Original General Information Sheet filed on 22 August 2023;	
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	<p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=fcd5a14a2445cd3a9e4dc6f6c9b65995</p>	

		<p>2. Latest Amended 2023 General Information Sheet filed on 3 October 2023; https://edge.pse.com.ph/openDiscViewer.do?edge_no=2c98ed878dfc950b9e4dc6f6c9b65995</p> <p>3. Amended By-Laws (Article IV.5); https://edge.pse.com.ph/openDiscViewer.do?edge_no=f855de1da4f506419e4dc6f6c9b65995</p> <p>4. Company's MCG (Section 1.5); https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p> <p>5. SEC Form 17-C dated 28 July 2023 on the appointment of the Corporate Secretary. See below link for reference: https://edge.pse.com.ph/openDiscViewer.do?edge_no=94a472d7e4247f6b9e4dc6f6c9b65995</p> <p>Atty. Carol V. Padilla is the Corporate Secretary, and is not a member of the Board. Atty. Kristine Margaret Delos Reyes is the Compliance Officer.</p>	
<p>4. Corporate Secretary attends training/s on corporate governance.</p>	<p>Compliant</p>	<p>Atty. Carol V. Padilla attended the corporate governance seminar held on 11 December 2023. See link below for her Certificate of Attendance:</p>	

		https://edge.pse.com.ph/openDiscViewer.do?edge_no=e2362fba06d34e7d9e4dc6f6c9b65995	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.			
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	Please refer to the following links / attached documents:	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	1. 2023 Original General Information Sheet filed on 22 August 2023; https://edge.pse.com.ph/openDiscViewer.do?edge_no=fcd5a14a2445cd3a9e4dc6f6c9b65995	
3. Compliance Officer is not a member of the board.	Compliant	2. Latest Amended 2023 General Information Sheet filed on 3 October 2023; https://edge.pse.com.ph/openDiscViewer.do?edge_no=2c98ed878dfc950b9e4dc6f6c9b65995 3. Company's MCG (Section 1.6); https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf	
		Atty. Kristine Margaret Delos Reyes is the Compliance Officer and Head of	

		Legal and Compliance Department, and Head of the Land and Investment Group. She is not a member of the board.	
4. Compliance Officer attends training/s on corporate governance.	Compliant	Atty. Kristine Margaret Delos Reyes attended the corporate governance seminar held on 11 December 2023. See link below for her Certificate of Attendance: https://edge.pse.com.ph/openDiscViewer.do?edge_no=e2362fba06d34e7d9e4dc6f6c9b65995	

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 directors are provided with board materials prior to the board meeting. Management provides regular reports and updates on the business and operations. Results of the operation and financial reports are presented and taken up by the Board before they are reported to the PSE and SEC. The business plans, strategies, and directions are discussed by the board in meetings to approve the Annual Budget. Section 1 of MCG:	
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		<p>"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."</p>	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	<p>Reports on operation is a regular part of the agenda of Board Meetings. The Board is able to oversee and monitor the implementation of the company's business objectives and strategy during those board meetings.</p>	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<p>Section 2.2 of MCG: "The Board should oversee the development of and approve the company's business objectives and strategy, and monitor their implementation, in order to sustain the company's long-term viability and strength."</p>	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>The Company's website provides its mission, vision, and core values. See below link for reference:</p> <p>https://digiplus.com.ph/about-us/</p>	

		<p>This is reviewed annually by management. Latest review and update was made on 16 February 2022. Please see link below:</p> <p>https://digiplus.com.ph/setting-off-for-the-new-year-soaring-high-for-new-goals/</p>	
<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p>	Compliant	<p>The Board evaluates and approves the business plans, strategies, and projects presented and proposed by management. The Board considers the business environment and culture in assessing said business plans and strategies.</p> <p>The Board conducts regular meetings and receives regular reports from management on topics such as operations and financial performance, to ensure that the Company's strategic plans are followed.</p>	
Recommendation 2.3			
<p>1. Board is headed by a competent and qualified Chairperson.</p>	Compliant	<p>Mr. Eusebio H. Tanco is the Chairman of the Company.</p> <p>Information about him and his qualifications are disclosed in the Annual Report and Definitive Information Statement, and uploaded in the Company's website. See below links for reference:</p>	

		<p><i>Definitive Information Statement for FY 2023</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=ad226aa0e181de6b9e4dc6f6c9b65995</p> <p><i>Company Website</i> https://digiplus.com.ph/corporate-governance/#board-of-committees</p> <p><i>Latest Annual Report</i> https://digiplus.com.ph/app/uploads/2024/02/DigiPlus-Interactive-Corp.-2022-SEC-Form-17-A.pdf</p>	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Section 2.4 of MCG: "The Board should be responsible for ensuring and adopting an effective succession planning program for directors, key officers and management to ensure growth and a continued increase in the shareholders' value. xxx"	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	Please refer to the attached existing Retirement Policy of the Company for directors and key officers approved by the Board.	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Section 2.5 of MCG: "The Board should align the remuneration of key officers and board members with long-term	

<p>2. Board adopts a policy specifying the relationship between remuneration and performance.</p>	<p>Compliant</p>	<p>interests of the company. In doing so, it should formulate and adopt a policy specifying the relationship between remuneration and performance.</p>	
<p>3. Directors do not participate in discussions or deliberations involving his/her own remuneration.</p>	<p>Compliant</p>	<p>Further, no director should participate in discussions or deliberations involving his own remuneration. xxx"</p> <p>As for the employees' remuneration, the Company conducts quarterly performance evaluation of all regular employees to effectively monitor their performance. All probationary employees are also evaluated prior to regularization date. During performance evaluation, the employees rate their own performance vis-à-vis a target, which is still subject to the approval of their immediate superior/s. The average rating of employee based on his performance evaluation will be the basis for computation of performance bonus (if any). Please refer to attached HR Memo No. 0036-2018.</p> <p>On January 31, 2023, the Board of Directors approved the employee stock options plan of the Company. On March 27, 2023, the same was approved by the stockholders. The employee stock options plan is still subject to the approval of the SEC.</p>	

Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.			
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.			
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	<p><u>For Items 1, 2 & 5:</u></p> <p>Section 2.6 of MCG: “The Board should have a formal and transparent board nomination and election policy that should include how it accepts nominations from minority shareholders and reviews nominated candidates. The policy should also include an assessment of the effectiveness of the Board's processes and procedures in the nomination, election, or replacement of a director. In addition, its process of identifying the quality of directors should be aligned with the strategic direction of the company.</p> <p>It is the Board's responsibility to develop a policy on board nomination. The policy should encourage shareholders'</p>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		

<p>6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.</p>	<p>Compliant</p>	<p>participation by including procedures on how the Board accepts nominations from minority shareholders. The policy should also promote transparency of the Board's nomination and election process.</p> <p>The nomination and election process also includes the review and evaluation of the qualifications of all persons nominated to the Board, including whether candidates: (1) possess the knowledge, skills, experience, and particularly in the case of non-executive directors, independence of mind given their responsibilities to the Board and in light of the entity's business and risk profile; (2) have a record of integrity and good repute; (3) have sufficient time to carry out their responsibilities; and (4) have the ability to promote a smooth interaction between board members. xxx"</p> <p><u>Items 3 & 4:</u> Nomination Committee Charter: https://digiplus.com.ph/app/uploads/2024/02/Nomination-Committee.pdf</p> <p>Section 13.1 of the MCG: "... all shareholders must be given the opportunity to nominate candidates to the Board of Directors in accordance with existing laws. The procedures of the nomination</p>	
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		<p>process are expected to be discussed early by the Board. The company is encouraged to fully and promptly disclose all information regarding the experience and background of the candidates to enable the shareholders to study and conduct their own background check as to the candidates' qualification and credibility."</p> <p><u>For Item 6</u></p> <p>Section 1.1 of the MCG: "xxx the Board sets qualification standards for its members to facilitate the selection of potential nominees for board seats, and to serve as a benchmark for the evaluation of its performance."</p>	
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.			
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	Section 2.7 of MCG: "The Board should have the overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or	

<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p>Compliant</p>	<p>infrequently occurring transactions, particularly those which pass certain thresholds of materiality. The policy should include the appropriate review and approval of material or significant RPTs, which guarantee fairness and transparency of the transactions.</p>	
<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>Compliant</p>	<p>infrequently occurring transactions, particularly those which pass certain thresholds of materiality. The policy should include the appropriate review and approval of material or significant RPTs, which guarantee fairness and transparency of the transactions. The policy should encompass all entities within the group, taking into account their size, structure, risk profile and complexity of operations."</p> <p>Section 3.5 of MCG: "... The Board should establish a Related Party Transaction (RPT) Committee, which should be tasked with reviewing all material related party transactions of the company and should be composed of at least three non-executive directors, two of whom should be independent, including the Chairman. xxx"</p> <p>The Related Party Transactions Committee for 2023 was elected during the Organizational Board of Director's Meeting held on 28 July 2023: https://edge.pse.com.ph/openDiscViewer.do?edge_no=94a472d7e4247f6b9e4dc6f6c9b65995</p> <p>The Company's RPT Committee Charter:</p>	

		https://digiplus.com.ph/app/uploads/2024/02/Related-Party-Transaction-Committee.pdf Please refer to the link below for the Company's Material RPT policy, as approved by the Board on 24 October 2019 and amended on 14 May 2021: https://digiplus.com.ph/app/uploads/2024/02/LRWC-Revised-RPT-Policy-051421.pdf Please see attached RPT Disclosure Form which was implemented for FY2023.	
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Supplement to Recommendations 2.7

1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	Please refer to the link below for the Company's Material RPT policy (particularly, on the "Coverage and Materiality Threshold"), as approved by the Board on 24 October 2019 and amended on 14 May 2021: https://digiplus.com.ph/app/uploads/2024/02/LRWC-Revised-RPT-Policy-051421.pdf	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Compliant	Shareholder Approval in the Company's Material RPT Policy: "The Company, through the Board of Directors, shall ensure that the rights	

		<p>of minority shareholders are protected at all times xxx</p> <p>As such, in case that majority of the independent director's vote is not secured as provided in this Policy, the Material RPT may be ratified by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock.</p> <p>All other RPTs determined by the RPT Committee that require shareholders' approval in accordance with law and rules and regulations, will also be submitted to the shareholders, including minority shareholders, for approval. The Company encourages disinterested shareholders to decide on the matter."</p> <p>See below link for reference: https://digiplus.com.ph/app/uploads/2024/02/LRWC-Revised-RPT-Policy-051421.pdf</p>	
Recommendation 2.8			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Section 2.8 of MCG: "The Board should be primarily responsible for approving the selection and assessing the performance of the Management led by the Chief Executive Officer (CEO), and control functions led by their respective heads (Chief Risk</p>	

		<p>Officer, Chief Compliance Officer, and Chief Audit Executive). xxx”</p> <p>The following are the members of the Company's Management Team:</p> <ul style="list-style-type: none"> • Eusebio H. Tanco – Chairman • Tsui Kin Ming – President • Atty. Kristine Margaret Delos Reyes – Compliance Officer and Head of Legal and Compliance Department • Atty. Rosalyn Batay – Internal Audit Head • Ronald Allan Pablo – Chief Risk Officer 	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Section 2.8 of MCG: “... It is the responsibility of the Board to appoint a competent management team based on established performance standards that are consistent with the company's strategic objectives, and conduct a regular review of the company's policies with the management team. In the selection process, fit and proper standards are to be applied on key personnel and due consideration is given to integrity technical expertise and experience in the institution's business, either current or planned.”</p> <p>The foregoing officers directly report to the Executive Committee of the</p>	

		<p>Board and the Board is primarily responsible to conduct a performance appraisal on a regular basis.</p> <p>Attached is a copy of the Evaluation Form for the assessment of the performance of Management.</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>Section 2.9 of MCG: "The Board should establish an effective performance management framework that will ensure that the Management, including the Chief Executive Officer, and personnel's performance is at par with the standards set by the Board and Senior Management.</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>Results of performance evaluation should be linked to other human resource activities such as training and development, remuneration, and succession planning. These should likewise form part of the assessment of the continuing fitness and propriety of management, including the CEO and personnel in carrying out their respective duties and responsibilities."</p> <p>Please see attached Performance Evaluation Policy / 2018 Memo No. 0036-2018, applicable to Job grade 6</p>	

		and above which includes Management. Please also refer to the Evaluation Form for the assessment of the performance of management.	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Section 2.10 of MCG: "The Board should oversee that an appropriate internal control system is in place, including setting up a mechanism for monitoring and managing potential conflicts of interest of Management, board members, and shareholders. xxx" Please refer to the Fraud Policy, as well as the Employee Handbook on conflict of interest, both attached for reference. Please also see below link to the Company's Conflict of Interest Policy: https://digiplus.com.ph/app/uploads/2024/02/CONFLICT-OF-INTEREST-POLICY-LRWC.pdf	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant		
3. Board approves the Internal Audit Charter.	Compliant	Please refer to the link for the Company's Audit Committee Charter: https://digiplus.com.ph/app/uploads/2024/02/Audit-Committee.pdf	
Recommendation 2.11			

<p>1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.</p>	<p>Compliant</p>	<p>Section 2.11 of MCG: "The Board should oversee that a sound enterprise risk management (ERM) framework is in place to effectively identify, monitor, assess and manage key business risks. The risk management framework should guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies."</p>	
<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.</p>	<p>Compliant</p>	<p>Section 3.4 of MCG: "... the Board should establish 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. xxx"</p> <p>The Board appointed the members of the Risk Oversight Committee during its Organizational Board Meeting on 28 July 2023 as disclosed in its SEC Form 17-C:</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=94a472d7e4247f6b9e4dc6f6c9b65995</p> <p>Please see below link to the Company's Enterprise Risk Management Framework:</p>	

		https://digiplus.com.ph/app/uploads/2024/02/BOARD-RISK-OVERSIGHT-COMMITTEE-BROC-REGULATIONS.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	The Company's New Corporate Governance Charter (MCG) serves as the Board's Charter and already incorporates the duties and responsibilities of the Board. To have a separate Board Charter would be a duplication. Please see below link to the Company's website where the MCG is posted and available: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website.	Compliant		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	Please refer to below link for the Company's Insider Trading Policy: https://digiplus.com.ph/app/uploads/2024/02/INSIDER-TRADING-POLICY-LRWC.pdf	
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.			

2. Company discloses the types of decision requiring board of directors' approval.			
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	Please see below link to the Company's website posting all the different Committees and their respective members: https://digiplus.com.ph/corporate-governance/#board-of-committees	
Recommendation 3.2			
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.	Compliant	Section 3.2 of the MCG: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf Please refer to below link for the Audit Committee's Charter: https://digiplus.com.ph/app/uploads/2024/02/Audit-Committee.pdf It is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor pursuant to Section 3.2 (I) of the MCG.	

<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>Please refer to below link to the Company's website for the members of the Audit Committee: https://digiplus.com.ph/corporate-governance/#board-of-committees</p> <p>Please refer to below link to the Company's SEC Form 17-C dated 28 July 2023 for the type of directorship of the members: https://edge.pse.com.ph/openDiscViewer.do?edge_no=94a472d7e4247f6b9e4dc6f6c9b65995</p> <p>The Audit Committee is composed of the following members, who are non-executive directors and majority of whom, including the Chairman, is independent:</p> <ul style="list-style-type: none"> • Chairperson – Ramon Pancratio D. Dizon, <i>Independent Director</i> • Member – Atty. Timoteo B. Aquino, <i>Independent Director</i> • Member – Atty. Jose Raulito E. Paras 	
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>Please refer to below link to the Company's website regarding the relevant background, knowledge, skills, and/or experience of the members of the Audit Committee:</p>	

		https://digiplus.com.ph/corporate-governance/#board-of-committees	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Non-Compliant		<p>Please refer to below link to the Company's website:</p> <p>https://digiplus.com.ph/corporate-governance/#board-of-committees</p> <p>Mr, Eusebio H. Tanco is the Chairman of the Board. Mr. Ramon Pancratio D. Dizon is the Chairman of the Audit Committee. However, due to the requirement for independent directors to be appointed as Chairman of other Board Committees, Mr. Ramon D. Dizon is also the Chairman of the Related Party Transaction Committee and the Compensation Committee.</p>
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<p>Section 3.2.g of MCG: ".....Evaluates and determines the non-audit work, if any, of the External Auditor and periodically reviews the non-audit fees paid to the External Auditor in relation to the total fees paid to him and to the corporation's overall consultancy fees".</p> <p>Currently, the Company has no non-audit services done by the external auditor.</p>	
2. Audit Committee conducts regular meetings and dialogues with the external	Compliant	Please refer to attached Audit Committee Minutes in 2023 showing attendance by the Committee,	

audit team without anyone from management present.		without anyone from management present.	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.			
2. Audit Committee approves the appointment and removal of the internal auditor.			
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>Section 3.1 of the MCG: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p> <p>The members of the Corporate Governance Committee are:</p> <ul style="list-style-type: none"> • Chairperson – Atty. Timoteo B. Aquino, <i>Independent Director</i> • Member – Ramon Pancratio D. Dizon • Member – Eusebio H. tanco 	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non-Compliant		<p>Please refer to below link to the Company's website: https://digiplus.com.ph/corporate-governance/#board-of-committees</p> <p>The Corporate Governance Committee is composed of at least 3 members:</p> <ul style="list-style-type: none"> • Chairperson –Atty. Timoteo B. Aquino, <i>Independent Director</i>

			<ul style="list-style-type: none"> • Member – Ramon Pancratio D. Dizon, <i>Independent Director</i> • Member – Eusebio H. Tanco <p>Currently, the Company only has 2 independent directors.</p>
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	<p>The Chairman of the Corporate Governance Committee is Atty. Timoteo B. Aquino, an independent director.</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=94a472d7e4247f6b9e4dc6f6c9b65995</p>	
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.			
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.	Compliant	<p>The BROC and its functions are incorporated in the Company's MCG which includes the Committee's duties and responsibilities.</p> <p>Please refer to below link: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p>	
2. BROC is composed of at least three members, the majority of whom should be	Compliant	Please refer to below link to the Company's website:	

<p>independent directors, including the Chairman.</p>		<p>https://digiplus.com.ph/corporate-governance/#board-of-committees</p> <p>The BROC is composed of the following members, majority of whom are independent directors, including the Chairman:</p> <ul style="list-style-type: none"> • Chairperson – Atty. Timoteo B. Aquino, <i>Independent Director</i> • Member – Renato G. Nuñez • Member – Ramon Pancratio D. Dizon, <i>Independent Director</i> 	
<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	<p>Non-Compliant</p>		<p>The Chairman of the BROC is Atty. Timoteo B. Aquino, who is also the Chairman of the Corporate Governance Committee.</p> <p>Please refer to below link to the Company's website: https://digiplus.com.ph/corporate-governance/#board-of-committees</p>
<p>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>Compliant</p>	<p>Please refer to the below link to the Company's website for the profiles of the members of the board/board committees: https://digiplus.com.ph/corporate-governance/#board-of-committees</p>	

Recommendation 3.5

<p>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p>	<p>Compliant</p>	<p>Review and approval of Related Party Transactions or RPTs are among the functions of the RPT Committee.</p> <p>Please refer to the following links/attached documents:</p> <ol style="list-style-type: none"> 1. Section 3.5 of MCG, includes the functions of the RPT Committee: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf 2. On the duties and responsibilities of RPT Committee: https://digiplus.com.ph/app/uploads/2024/02/Related-Party-Transaction-Committee.pdf 	
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>Compliant</p>	<p>Please refer to below link to the Company's website: https://digiplus.com.ph/corporate-governance/#board-of-committees</p> <p>The RPT is composed of the following members, all three of whom are non-executive:</p> <ul style="list-style-type: none"> • Chairperson – Ramon Pancratio D. Dizon, <i>Independent Director, Non-Executive</i> • Member – Atty. Timoteo B. Aquino, <i>Independent Director, Non-Executive</i> 	

		<ul style="list-style-type: none"> Member – Willy N. Ocier, Non-Executive 	
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	<p>Please refer to the following links to the Company's website for the Committee Charters:</p> <ol style="list-style-type: none"> Audit Committee https://digiplus.com.ph/app/uploads/2024/02/Audit-Committee.pdf Corporate Governance Committee https://digiplus.com.ph/app/uploads/2024/02/Corporate-Governance-Committee.pdf Compensation Committee https://digiplus.com.ph/app/uploads/2024/02/Compensation-Committee.pdf Nomination Committee https://digiplus.com.ph/app/uploads/2024/02/Nomination-Committee.pdf Board Risk Oversight Committee https://digiplus.com.ph/app/uploads/2024/02/Board-Risk-Oversight-Committee-Charter-2023.pdf 	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		

		<p>6. Related Party Transaction Committee https://digiplus.com.ph/app/uploads/2024/02/Related-Party-Transaction-Committee.pdf</p> <p>7. Executive Committee https://digiplus.com.ph/app/uploads/2024/02/Executive-Committee.pdf</p>	
<p>3. Committee Charters were fully disclosed on the company's website.</p>	<p>Compliant</p>	<p>Please refer to the below links to the Company's website:</p> <p>Audit Committee Charter: https://digiplus.com.ph/app/uploads/2024/02/Audit-Committee.pdf</p> <p>Corporate Governance Charter: https://digiplus.com.ph/app/uploads/2024/02/Corporate-Governance-Committee.pdf</p> <p>Compensation Committee Charter: https://digiplus.com.ph/app/uploads/2024/02/Compensation-Committee.pdf</p> <p>Nomination Committee Charter: https://digiplus.com.ph/app/uploads/2024/02/Nomination-Committee.pdf</p> <p>Risk Oversight Committee Charter:</p>	

		https://digiplus.com.ph/app/uploads/2024/02/Board-Risk-Oversight-Committee-Charter-2023.pdf Related Party Transactions Committee Charter: https://digiplus.com.ph/app/uploads/2024/02/Related-Party-Transaction-Committee.pdf Executive Committee Charter: https://digiplus.com.ph/app/uploads/2024/02/Executive-Committee.pdf	
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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, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	Digiplus Directors attend and actively participate in meetings of the Board, Committees, and shareholders in person, through tele-/videoconferencing, or through remote communication. Procedures for board and/or committee meetings are provided in the Company's By-Laws (Articles II & III): https://edge.pse.com.ph/openDiscViewer.do?edge_no=f855de1da4f506419e4dc6f6c9b65995 https://edge.pse.com.ph/openDiscViewer.do?edge_no=8cd8f7479ae64023abca0fa0c5b4e4d0	
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2. The directors review meeting materials for all Board and Committee meetings.	Compliant	Directors received board materials via email before the actual board meeting for their review and reference.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	The details of board discussion including the questions/clarifications raised by directors are confidential and non-public information, hence limited excerpts of some of the minutes are provided/attached to demonstrate these directors' actions.	
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>Section 1.2 of MCG: "... The Company determines the qualifications of the non-executive directors (NEDs) that enable them to effectively participate in the deliberations of the Board and carry out their roles and responsibilities."</p> <p>https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p> <p>The Definitive Information Statement contains information on the directorships of the Company's directors in both listed and non-listed companies. See below link for reference (pages 8-10): https://edge.pse.com.ph/openDiscViewer.do?edge_no=ad226aa0e181de6b9e4dc6f6c9b65995</p>	

Recommendation 4.3

1. The directors notify the company's board before accepting a directorship in another company.	Compliant	The Material Related Party Transactions Policy of the Company, particularly the Section on Identification of Conflicts of Interest, expressly requires directors to notify the Company's Board before accepting a directorship in another company. Please refer to the link below: https://digiplus.com.ph/app/uploads/2024/02/LRWC-Revised-RPT-Policy-051421.pdf	
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Optional: Principle 4

1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.			
2. Company schedules board of directors' meetings before the start of the financial year.			
3. Board of directors meet at least six times during the year.			
4. Company requires as minimum quorum of at least 2/3 for board decisions.			

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.	Non-Compliant		The Board currently has only two (2) independent directors out of the nine (9) total directors.
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<p>Section 5.2 of the MCG enumerates the qualifications and disqualifications of an independent director: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p> <p>All the independent directors are duly qualified and possess none of the disqualifications.</p>	
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	<p>Section 2 of the MCG, states the clear roles and responsibilities of the board of directors: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p>	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<p>Section 5.3 of the MCG: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p> <p>All independent directors of the Company were first elected in 2022. They have only served for a period of two years.</p>	

2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	Section 5.3 par. 2 of MCG: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.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	Section 5.3 of MCG: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf All independent directors of the Company were first elected in 2022. No directors have served for more than nine (9) years.	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	The Company's Chairman is Mr. Eusebio H. Tanco, while the Company's President (Chief Executive Officer) is Mr. Tsui Kin Ming.	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Section 2.3 of MCG, provides for the roles and responsibilities of the Chairman: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf Section 2.8 of MCG: "The Board should be primarily responsible for approving the selection and assessing the performance of the Management	

		<p>led by the Chief Executive Officer (CEO)..."</p> <p>Section 2.9 of MCG: "The Board should establish an effective performance management framework that will ensure that the Management, including the Chief Executive Officer, and personnel's performance is at par with the standards set by the Board and Senior Management."</p> <p>https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p> <p>Art. IV, Sec. 2 of the By-laws clearly define the responsibilities of the Chairman and Chief Executive Officer.</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=f855de1da4f506419e4dc6f6c9b65995</p>	
Recommendation 5.5			
<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>Compliant</p>	<p>The Chairman is not an independent director.</p> <p>On 28 July 2023, the Board designated Mr. Ramon Pancratio D. Dizon as the independent lead director.</p>	

		https://edge.pse.com.ph/openDiscViewer.do?edge_no=94a472d7e4247f6b9e4dc6f6c9b65995	
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	The Company has a Material Related Party Transaction Policy, which expressly states that directors who have an interest in the RPT under review shall abstain from taking part in the discussion, approval, and management of such transaction or matter affecting the Company. Please refer to Item #8 of the Section on Review Process of the Material RPT of said Policy. https://digiplus.com.ph/app/uploads/2024/02/LRWC-Revised-RPT-Policy-051421.pdf	
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	Sec. 5.7 of the MCG states: "The non-executive directors (NEDs) should have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive directors present to ensure that proper checks and balances are in place within the corporation. The meetings should be chaired by the lead independent director."	
2. The meetings are chaired by the lead independent director.	Compliant		

		Mr. Ramon Pancratio D. Dizon is the lead independent director. He is also Chairman of the Audit Committee, who chairs the meetings with the external auditor, and the Head of Internal Audit without any executive present.	
Optional: Principle 5			
1. None of the directors is a former 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	The individual members of the Board were asked to accomplish an Evaluation Form to assess the performance of the Board, the Board Committees, and their self.	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant	Please see attached Evaluation Form.	
4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Not Applicable	This is only the second year that the assessments were made.	
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to	Compliant	Section 6.2 of MCG:	

determine the performance of the Board, individual directors and committees.		https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	Please refer to the attached Evaluation Form for the criteria.	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Please refer to below link to the Company's Code of Business Conduct and Ethics: https://digiplus.com.ph/app/uploads/2024/02/LRWC-Code-of-Business-Conduct-and-Ethics_v14-09-2020.pdf	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	The Company's Code is posted in the Company's website. https://digiplus.com.ph/app/uploads/2024/02/LRWC-Code-of-Business-Conduct-and-Ethics_v14-09-2020.pdf	
3. The Code is disclosed and made available to the public through the company website.	Compliant	Company's Code of Business Conduct and Ethics: https://digiplus.com.ph/app/uploads/2024/02/LRWC-Code-of-Business-Conduct-and-Ethics_v14-09-2020.pdf	
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	Company terminates anyone who commits infractions under Business Ethics and Conduct paragraph no. 4 "Soliciting or receiving money or anything of value from customers"	

		(see Appendix p.ii). Please refer to attached ABE Employee Handbook.	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	HR, through the Area Managers, ensures proper implementation of the Code of Business Conduct and Ethics. HR keeps records of employees' infractions for proper monitoring.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	<p>Please see below link: https://digiplus.com.ph/app/uploads/2024/02/LRWC-Code-of-Business-Conduct-and-Ethics_v14-09-2020.pdf</p> <p>All employees, regardless of rank, are required to comply with the Code of Business Conduct and Ethics.</p> <p>The Company has an Internal Audit Department and Legal Department who ensures compliance with internal policies.</p>	
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	Compliant	<p>The Company complies with the PSE Disclosure Rules.</p> <p>The disclosures of the Company are posted in the Company's website:</p>	

<p>complete picture of a company's financial condition, results and business operations.</p>		<p>https://digiplus.com.ph/corporate-governance/#corp-gov-lib</p> <p>As well as in the PSE EDGE Portal: https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=96</p>	
Supplement to Recommendations 8.1			
<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>Compliant</p>	<p>Please refer to below links for the reports:</p> <p>Annual Reports FY 2023 Digiplus</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=7723ae45a641a601abca0fa0c5b4e4d0</p> <p>https://digiplus.com.ph/investor-relations/#financial-highlights</p> <p><u>2023 Third Quarterly Report</u> https://edge.pse.com.ph/openDiscViewer.do?edge_no=d4ad2c6f2fd177e09e4dc6f6c9b65995</p> <p><u>2023 Second Quarterly Report</u> https://edge.pse.com.ph/openDiscViewer.do?edge_no=a0854cdbeac2a5dc9e4dc6f6c9b65995</p> <p><u>2023 First Quarterly Report</u> https://digiplus.com.ph/wp-content/uploads/2023/05/Digi</p>	

		Plus-Interactive-Corp. SEC-Form-17Q-31March2023.pdf	
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	Please see below link to the Company's 2023 Annual Report, particularly Item 11 on Security Ownership of Certain Beneficial Owners and Management: https://edge.pse.com.ph/openDiscViewer.do?edge_no=a032c6d4696d88a49e4dc6f6c9b65995	
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	Section 5 of MCG, requiring directors and officers to disclose their dealings in the company's share: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf	
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	The actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction were all properly disclosed via PSE EDGE (PSE Disclosure Form 17-7- Statement of Changes in Beneficial Ownership of Securities) that occurred in FY 2023. Please refer to below links for examples:	

		<p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=5d4c8b9b9389fdb59e4dc6f6c9b65995</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=6c93c59b73fbb4319e4dc6f6c9b65995</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=7155d0054d9080b59e4dc6f6c9b65995</p> <p>See below link to the Company's revised RPT Policy: https://digiplus.com.ph/app/uploads/2024/02/LRWC-Revised-RPT-Policy-051421.pdf</p>	
Supplement to Recommendation 8.2			
<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	<p>Compliant</p>	<p>Please refer to the link below:</p> <p>1. SEC form 23A:</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=5d4c8b9b9389fdb59e4dc6f6c9b65995</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=6c93c59b73fbb4319e4dc6f6c9b65995</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=7155d0054d9080b59e4dc6f6c9b65995</p>	

2. List of Public Ownership

https://edge.pse.com.ph/openDiscVier.do?edge_no=fb803eb61f5faad49e4dc6f6c9b65995

https://edge.pse.com.ph/openDiscVier.do?edge_no=e42db9b8506444169e4dc6f6c9b65995

https://edge.pse.com.ph/openDiscVier.do?edge_no=4cb15f98da19960d9e4dc6f6c9b65995

https://edge.pse.com.ph/openDiscVier.do?edge_no=db052871be90fe399e4dc6f6c9b65995

https://edge.pse.com.ph/openDiscVier.do?edge_no=932362bd1a10a7ee9e4dc6f6c9b65995

https://edge.pse.com.ph/openDiscVier.do?edge_no=f29b593700552b64abca0fa0c5b4e4d0

3. Top 100 shareholders

https://edge.pse.com.ph/openDiscVier.do?edge_no=41c5f3186d2dd5d09e4dc6f6c9b65995

https://edge.pse.com.ph/openDiscVier.do?edge_no=6be9032f741e4f1b9e4dc6f6c9b65995

		https://edge.pse.com.ph/openDiscVier.do?edge_no=573e043aedef465a69e4dc6f6c9b65995 https://edge.pse.com.ph/openDiscVier.do?edge_no=07e486639f775bae9e4dc6f6c9b65995 https://edge.pse.com.ph/openDiscVier.do?edge_no=e47f8995bb756962abca0fa0c5b4e4d0	
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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	<p>Please refer to below links:</p> <p><i>Definitive Information Statement</i> (Item 5, pages 7-13): https://edge.pse.com.ph/openDiscVier.do?edge_no=ad226aa0e181de6b9e4dc6f6c9b65995</p> <p><i>Company Website</i> https://digiplus.com.ph/about-us/#people-of-digiplus</p>	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p>Please refer to below links:</p> <p><i>Company Website</i> https://digiplus.com.ph/about-us/#people-of-digiplus</p> <p><i>Definitive Information Statement</i> (Item 5, pages 10-13): https://edge.pse.com.ph/openDiscVier.do?edge_no=ad226aa0e181de6b9e4dc6f6c9b65995</p>	

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.	Not applicable		<p>The Company does not give compensation to its Board members by virtue of their directorship. However, the Company provides nominal per diem to its Board members.</p> <p>But Item 6: Compensation of Directors and Executive Officers, of its 20-IS provides the compensation paid to the CEO and top 4 Executive Officers as a group, and all other officers and directors, as a group. This complies with the current SEC requirement.</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=ad226aa0e181de6b9e4dc6f6c9b65995</p>
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Non-Compliant		<p>The Company does not provide policies and procedures for setting executive remuneration.</p> <p>But Item 6: Compensation of Directors and Executive Officers, of its 20-IS provides the compensation paid to the CEO and top 4 Executive Officers as a group, and all other officers and directors, as a group. This complies with the current SEC requirement.</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=ad226aa0e181de6b9e4dc6f6c9b65995</p>

3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-Compliant		<p>Due to concerns on security, safety and privacy, and in compliance with Data Privacy Laws, the Company does not disclose the remuneration of its directors and officers on an individual basis. However, the Company discloses in its annual report the aggregate compensation of its President and Chairman of the Board and the four highest key management personnel, as well as those of its other officers, key management and directors as a group.</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=ad226aa0e181de6b9e4dc6f6c9b65995</p>
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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	<p>Please refer to Section 8.5 of MCG: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p> <p>Please refer to below link for the revised Material RPT Policy of the Company: https://digiplus.com.ph/app/uploads/2024/02/LRWC-Revised-RPT-Policy-051421.pdf</p>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	<p>Please refer to the following links:</p> <p>1. Form 17-A Annual Report https://edge.pse.com.ph/openDiscViewer.do?edge_no=7723ae45a641a601abca0fa0c5b4e4d0</p>	

		2, Audited Financial Statements: https://edge.pse.com.ph/openDiscViewer.do?edge_no=7723ae45a641a601abca0fa0c5b4e4d0	
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Supplement to Recommendation 8.5

1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	<p>Section 8.3 of MCG: "The Board should fully disclose all relevant and material information on individual board members and key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment." https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p> <p>Please see below link to the Company's revised RPT Policy: https://digiplus.com.ph/app/uploads/2024/02/LRWC-Revised-RPT-Policy-051421.pdf</p> <p>Please refer to the RPT Disclosure Form attached.</p>	
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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.			
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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	Please refer to below link to PSE EDGE on ALL of the Company's disclosures, including Material Transactions Disclosures: https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=96	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Not applicable	There was no acquisition or disposal of significant assets made by the Company in 2023.	
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.	Not applicable	The Company does not have any shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may significantly impact on the control, ownership and strategic direction of the company.	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Please refer to the below link to the company's website where the Manual on Corporate Governance is posted: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
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.	Compliant	Please refer to the below link to the New Manual on Corporate Governance: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:			
a. Corporate Objectives			
b. Financial performance indicators			
c. Non-financial performance indicators			
d. Dividend Policy			
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors			
f. Attendance details of each director in all directors meetings held during the year			
g. Total remuneration of each member of the board of directors			
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.			
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.			
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.			
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).			

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

Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Please see below pertinent portion of the 2023 Definitive Information Statement: https://edge.pse.com.ph/openDiscViewer.do?edge_no=ad226aa0e181de6b9e4dc6f6c9b65995 "Item 7. Independent Public Accountants"	
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		<p>xxx</p> <p>On the annual stockholders' meeting held on July 29, 2022, Isla Lipana & Co., the Philippine member firm of PwC global network ("PwC Philippines") was appointed as the external auditors, with Mr. Pocholo C. Domondon as the partner-in-charge.</p> <p>For the ensuing Year 2023 audit, the recommended independent public accountant for the approval of the stockholders will be PwC Philippines, with Mr. Pocholo Domondon as certifying Audit Partner.</p> <p>Representatives of the Independent Public Accountant for the current year (PwC Philippines) are expected to be present at the Annual Stockholders' Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.</p> <p>The Chairman of the Audit Committee is Mr. Ramon Pancratio D. Dizon and the members are Atty. Timoteo B. Aquino and Atty. Jose Raulito E. Paras."</p> <p>The Audit Committee Charter also espouses for the Audit Committee to</p>	
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		<p>have a robust process of approving, recommending approval, appointment, reappointment, and renewal of the external auditor's services as ratified by the shareholders. Please see link below: https://digiplus.com.ph/app/uploads/2024/02/Audit-Committee.pdf</p>	
<p>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.</p>	Compliant	<p>All of the shareholders present during the ASM, and representing 82.18% percent of the total outstanding common stock of the Company, ratified the appointment of the external auditor.</p> <p>Please see below link for the minutes of the 2023 ASM: https://digiplus.com.ph/app/uploads/2024/02/DigiPlus-Interactive-Corp.-2022-SEC-Form-17-A.pdf</p> <p>The Audit Committee Charter also espouses for the Audit Committee to have a robust process of approving, recommending approval, appointment, reappointment, and renewal of the external auditor's services as ratified by the shareholders. Please see link below: https://digiplus.com.ph/app/uploads/2024/02/Audit-Committee.pdf</p>	
<p>3. For removal of the external auditor, the reasons for removal or change are</p>	Compliant	<p>There was no change in the external auditor for FY 2023.</p>	

disclosed to the regulators and the public through the company website and required disclosures.		<p>The change in external auditor in FY 2022 was duly disclosed to the public under Article VII, Section 4.4 (z) of the PSE Disclosure Rules and through PSE Disclosure Form 4-9 and SEC Form 17-C accordingly.</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=095f2190db567d223470cea4b051ca8f</p>	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	<p>Please see below pertinent portion of the 2023 Information Statement:</p> <p>“Item 7. Independent Public Accountants</p> <p>On the annual stockholders' meeting held on 28 July 2018, SGV & Co. was appointed as the external auditors, with Ms. Maria Pilar B. Hernandez as the partner-in-charge for the audit of the Company's financial statements as at and for the period ending 31 December 2018. In compliance with SRC Rule 68 as Amended, Paragraph 3(b) (ix), the handling audit partner is rotated every five (5) years and in case there will be a re-engagement of the same signing partner, a two-year cooling off period shall be observed.</p>	

	<p>On the annual stockholders' meeting held on 26 July 2019 and 28 August 2020, SGV & Co., was re-appointed as the external auditors, with Ms. Maria Pilar B. Hernandez as the partner-in-charge for the audit of the Company's financial statements as at and for the period ending 31 December 2020.</p> <p>On the annual stockholders' meeting held on 30 July 2021, SGV & Co., was re-appointed as the external auditors, with Ms. Gaile A. Macapinlac as the partner-in-charge for the audit of the Company's financial statements as at and for the period ending 31 December 2021.</p> <p>There were no disagreements with independent accountants on accounting and financial disclosures.</p> <p>On the annual stockholders' meeting held on July 29, 2022, Isla Lipana & Co., the Philippine member firm of PwC global network ("PwC Philippines") was appointed as the external auditors, with Mr. Pocholo C. Domondon as the partner-in-charge.</p> <p>For the ensuing Year 2023 audit, the recommended independent public accountant for the approval of the stockholders will be PwC Philippines,</p>	
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		<p>with Mr. Pocholo Domondon as certifying Audit Partner.</p> <p>Representatives of the Independent Public Accountant for the current year (PwC Philippines) are expected to be present at the Annual Stockholders' Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.</p> <p>The Chairman of the Audit Committee is Mr. Ramon Pancratio D. Dizon and the members are Atty. Timoteo B. Aquino and Atty. Jose Raulito E. Paras.”</p> <p><i>Changes in and Disagreements with Accountant on Accounting and Financial Disclosures (SEC Form 17-Q, page 46)</i></p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=ad226aa0e181de6b9e4dc6f6c9b65995</p> <p>“On June 8, 2022, the Company's BOD, upon recommendation of the Audit Committee, approved the change in external auditor from Sycip Gorres Velayo & Co. to Isla Lipana & Co.</p>	
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		<p>There were no changes or disagreements with the Company's external auditors, Isla Lipana & Co. on accounting and financial disclosures."</p> <p>The Audit Committee Charter also espouses for the Audit Committee to have a robust process of approving, recommending approval, appointment, reappointment, and renewal of the external auditor's services as ratified by the shareholders. Please see link below: https://digiplus.com.ph/app/uploads/2024/02/Audit-Committee.pdf</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=ad226aa0e181de6b9e4dc6f6c9b65995 (Item 7, page 15)</p> <p>This is the second year that PwC Philippines/Isla Lipana & Co. will serve as external auditor for the Company.</p>	
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Recommendation 9.2

<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <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 	<p>Compliant</p>	<p>Please refer to below link to the company's Audit Committee Charter: https://digiplus.com.ph/app/uploads/2024/02/Audit-Committee.pdf</p>	
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<p>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p>			
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	Compliant	<p>Please refer to below link to the company's Audit Committee Charter: https://digiplus.com.ph/app/uploads/2024/02/Audit-Committee.pdf</p>	
Supplement to Recommendations 9.2			
<p>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.</p>	Compliant	<p>Please refer to below link to the company's Audit Committee Charter: https://digiplus.com.ph/app/uploads/2024/02/Audit-Committee.pdf</p>	
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	Compliant	<p>Please refer to below link to the company's Audit Committee Charter: https://digiplus.com.ph/app/uploads/2024/02/Audit-Committee.pdf</p>	
Recommendation 9.3			
<p>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.</p>	Not applicable	<p>Currently, the Company's external auditor has no non-audit services performed for the Company. Otherwise, the Company shall disclose the nature of non-audit services in the Annual Report.</p>	

<p>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.</p>	<p>Not applicable</p>	<p>There were no non-audit functions given to the external auditor for FY2023.</p> <p>Please refer to the following links: https://digiplus.com.ph/wp-content/uploads/2021/05/LRWC-Revised-RPT-Policy-051421.pdf</p> <p>Audit Committee Charter: https://digiplus.com.ph/app/uploads/2024/02/Audit-Committee.pdf</p>	
Supplement to Recommendation 9.3			
<p>1. Fees paid for non-audit services do not outweigh the fees paid for audit services.</p>	<p>Not applicable</p>	<p>Currently, the Company's external auditor has no non-audit services performed for the Company.</p>	
Additional Recommendation to Principle 9			
<p>1. Company's external auditor is duly accredited by the SEC under Group A category.</p>	<p>Compliant</p>	<p>The Company's current external auditor is Isla Lipana & Co. (PWC Philippines). Mr. Pocholo C. Domondon is the handling partner assigned to the Company.</p> <p>Isla Lipana & Co. is accredited by the SEC under Group A category.</p> <p>SEC Accreditation Number (Individual): 0142-SEC, Category A, valid to audit 2021 to 2025.</p> <p>Makati City</p>	

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	Company's external auditor, Isla Lipana & Co., was subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program last October 3-14, 2022. The SOAR is conducted every three years. The names of the members of the engagement team were provided to the SEC during the SOAR inspection.	
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Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

Recommendation 10.1

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	Please see below link to the Company's FY 2023 Sustainability Report: https://digiplus.com.ph/sustainability/#sustainability-report	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant		

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.	Non-Compliant		Given the financial issues that the company faced in 2018/2019, the Board instructed Management to hold off on these events as they were negotiating with possible investors.
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			<p>No media and analysts' briefings were held in FY 2023. Nevertheless, the Company regularly advise the investor and analyst community with corporate developments through one-on-one or group meetings, conference calls, email correspondence, and through our corporate website. In addition, the Company discloses a quarterly release on its financial and operation performance to the PSE Edge.</p> <p>Please see link regarding the Company's earnings release disclosure: https://edge.pse.com.ph/openDiscViewer.do?edge_no=e29dbe4471ee27ecabca0fa0c5b4e4d0</p>
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Supplemental to Principle 11

1. Company has a website disclosing up-to-date information on the following:	Compliant		
a. Financial statements/reports (latest quarterly)	Compliant	<p>Please refer to the below link to the Company's website:</p> <p><i>Latest Quarterly Report: 3rd Quarter of FY 2023</i></p> <p>https://digiplus.com.ph/app/uploads/2024/03/DigiPlus-Interactive-Corp.-SEC-Form-17Q-30September202317Q_3Q2023.pdf</p>	
b. Materials provided in briefings to analysts and media	Compliant	<p>Please refer to the below link:</p> <p>https://digiplus.com.ph/wp-content/uploads/2017/08/08.15.17-</p>	

		Report-Notice-of-Analysts-Investors-Briefing-August-15-2017.pdf The Company provided a media kit to media or analysts during the 2018 ASM. No other briefings were conducted for 2023 as per Management.	
c. Downloadable annual report	Compliant	Please refer to the below link: https://digiplus.com.ph/app/uploads/2024/04/DigiPlus-Interactive-Corp.-2023-SEC-Form-17-A-1.pdf	
d. Notice of ASM and/or SSM	Compliant	Please refer to the below link: https://digiplus.com.ph/app/uploads/2024/03/LRWC-SEC17C-NoticeofASM052923.pdf	
e. Minutes of ASM and/or SSM	Compliant	Please refer to the below link: https://digiplus.com.ph/app/uploads/2024/03/LRWC-SEC17C-ResultsofASMOrgBOD072723.pdf	
f. Company's Articles of Incorporation and By-Laws	Compliant	Please refer to below link to the Company's website: https://digiplus.com.ph/ Articles of Incorporation https://digiplus.com.ph/corporate-governance/#corp-gov-manual	

		By Laws - https://digiplus.com.ph/corporate-governance/#corp-gov-manual	
2. Company complies with SEC-prescribed website template.	Compliant	Please refer to attached letter confirming Compliance has been issued by SEC to the company.	

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	<p>Please refer to Section 12 of the MCG. https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p> <p>The Company's internal audit function provides an independent assurance and consulting services. It reviews the effectiveness of the governance and control processes, helps to promote the right values and ethics as well as communicates risk and control information, among others.</p> <p>The Company's internal control system is reviewed periodically. Please see below link to the Audit Committee Charter:</p>	
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		https://digiplus.com.ph/app/uploads/2024/02/Audit-Committee.pdf	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<p>Please refer to below link for Digiplus Interactive Corp.'s Enterprise Risk Management as posted in the company website: https://digiplus.com.ph/app/uploads/2024/02/BOARD-RISK-OVERSIGHT-COMMITTEE-BROC-REGULATIONS.pdf</p> <p>Please also refer to Section 12.5 of the MCG: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p> <p>The Enterprise Risk Management framework is reviewed annually.</p>	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	<p>Please refer to the link below to the Company's MCG, Section 12 for the Internal Control System and Risk Management Framework: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</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.			
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	The Company has in-house internal audit officer and personnel.	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	<p>The Company's internal audit function is supervised by:</p> <p>Atty. Rosalyn D. Batay, Internal Audit Head.</p> <p>The main responsibilities of the Company's Chief Audit Executive (CAE) is contained in Section 12.3 of MCG. Please see link below: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p>	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant	<p>Section 12.3 of MCG, see below link: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p> <p>Currently, there is no outsourced internal audit activity.</p>	

3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Not applicable	Not applicable. Currently, there is no outsourced internal audit activity.	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	<p>Please refer to Sections 12.4 to 12.5 of the MCG. https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p> <p>The Board annually reviews the Company's risk management and functions as part of its annual review of financial statements.</p>	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Not applicable	<p>The Company has in-house Chief Risk Officer and personnel.</p> <p>The required competencies are sourced internally, hence, there is no need to seek for external technical support.</p>	
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 Company's Chief Risk Officer (CRO) is Mr. Ronald Allan Pablo.</p> <p>His responsibilities are mentioned in Section 12.5 of the MCG. Please refer to the link below:</p>	

		https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	Mr. Pablo has adequate authority, stature, resources and support to fulfill his responsibilities. Please see his Curriculum Vitae attached.	
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	Please refer to attached Attestation by the President and Audit Officer.	
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	Please refer to below link to the Company's Manual on Corporate Governance where shareholders' rights are disclosed (see Section 13): https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Section 13 of the MCG, posted in the Company's Website, discusses Shareholder Rights. Please see link below: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf	
Supplement to Recommendation 13.1			

<p>1. Company's common share has one vote for one share.</p>	<p>Compliant</p>	<p>Each share has one vote.</p> <p>Please refer to Item 4(a) of the Definitive Information Statement, through this link: https://edge.pse.com.ph/openDiscViewer.do?edge_no=f4b0944c14c57a149e4dc6f6c9b65995</p> <p>file:///C:/Users/Carol%20Padilla/Downloads/LRWC%20DIS%202022%20FINAL%20(4).pdf</p>	
<p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	<p>Compliant</p>	<p>Please refer to the link below for the Company's MCG regarding Respecting Rights of Stakeholders and effective redress for violation of Stakeholder's Right (Section 14): https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p>	
<p>3. Board has an effective, secure, and efficient voting system.</p>	<p>Compliant</p>	<p>Please refer to the link below for the Company's MCG regarding Respecting Rights of Stakeholders and effective redress for violation of Stakeholder's Right (Section 14): https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p>	
<p>4. Board has an effective shareholder voting mechanism such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.</p>	<p>Compliant</p>	<p>Please refer to the link below for the Company's MCG regarding Respecting Rights of Stakeholders and effective redress for violation of Stakeholder's Right (Section 14):</p>	

		https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf	
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	Please refer to below link to the Company's Manual on Corporate Governance where shareholders' rights are disclosed (see Section 13): https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	Please refer to below link to the Company's Manual on Corporate Governance where shareholders' rights are disclosed (see Section 13): https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf	
7. Company has a transparent and specific dividend policy.	Compliant	On 11 August 2023, the Board approved the Company's dividend policy. Please see attached disclosure: https://edge.pse.com.ph/openDiscViewer.do?edge_no=17cc6225e4f80a149e4dc6f6c9b65995	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.			
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 notice and agenda of the Annual Stockholders' Meeting were sent out 59 days before the meeting (Notice was posted in PSE EDGE on 30 May 2023; ASM was held on 28 July 2023) https://edge.pse.com.ph/openDiscViewer.do?edge_no=a5f609cfadfe6de39e4dc6f6c9b65995	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	Please refer to below link to the company's notice of Annual Shareholders' Meeting: https://edge.pse.com.ph/openDiscViewer.do?edge_no=a5f609cfadfe6de39e4dc6f6c9b65995	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	Please refer to the link of the Company's Definitive Information Statement (pages 8-10): https://edge.pse.com.ph/openDiscViewer.do?edge_no=ad226aa0e181de6b9e4dc6f6c9b65995	
b. Auditors seeking appointment/re-appointment	Compliant	Please refer to the link of the Company's Definitive Information Statement (page 15): https://edge.pse.com.ph/openDiscViewer.do?edge_no=ad226aa0e181de6b9e4dc6f6c9b65995	
c. Proxy documents	Compliant	Information about proxy documents are in the Company's Definitive	

		<p>Information Statement (page 3 and 5): https://edge.pse.com.ph/openDiscViewer.do?edge_no=ad226aa0e181de6b9e4dc6f6c9b65995</p> <p>However, management does not ask for proxy.</p>	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting			
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 votes taken during the most recent Annual Stockholders' Meeting are publicly available the next working day through uploading the same in the company's website.</p> <p>Please refer to the latest minutes of the Company's ASM/SSM in the link below: https://edge.pse.com.ph/openDiscViewer.do?edge_no=5d99ab76e807bc299e4dc6f6c9b65995</p> <p>https://digiplus.com.ph/app/uploads/2024/03/LRWC-SEC17C-ResultsofASMOrgBOD072723.pdf</p>	
2. Minutes of the Annual and Special Shareholders' Meetings were available on	Compliant	Minutes of the Annual and Special Shareholders' Meetings were available on the Company's website	

<p>the company website within five business days from the end of the meeting.</p>		<p>within five business days from the end of the meeting.</p> <p>Please refer to the links below to the Company's website:</p> <p>https://digiplus.com.ph/app/uploads/2024/03/LRWC-SEC17C-ResultsofASMOrgBOD072723.pdf</p>	
<p>Supplement to Recommendation 13.3</p>			
<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>	<p>Compliant</p>	<p>The external auditor was present in the 2023 ASM held on July 28, 2023.</p>	
<p>Recommendation 13.4</p>			
<p>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.</p>	<p>Compliant</p>	<p>Section 13.4 of MCG: "The Board should make available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner. This should be included in the company's Manual on Corporate Governance.</p> <p>It is important for the shareholders to be well-informed of the company's processes and procedures when seeking to redress the violation of their rights. Putting in place proper safeguards ensures suitable remedies for the infringement of shareholders' rights and prevents excessive litigation. The company may also consider adopting in its Manual on</p>	

		Corporate Governance established Alternative Dispute Resolution (ADR) procedures." Please refer to below link: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	Please refer to the link of the Company's MCG, for the alternative dispute mechanism (Section 13.4): https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	Disclose the contact details of the officer/office responsible for investor relations, such as: 1. Name of the person - Ms. Celeste Jovenir 2. Telephone number - (632) 8637.5291-93 3. Fax number - (632) 8635.0993 4. E-mail address - celeste.jovenir@digiplus.com.ph	
2. IRO is present at every shareholder's meeting.	Compliant	A representative from the IRO was present during all of Digiplus' Annual Stockholders Meetings.	
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 is no anti-takeover measures or similar devices applicable to the Company.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-Compliant		As of 31 December 2023, the Company's public float is 19.46%.

Optional: Principle 13

1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting			
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.			

Duties to Stakeholders

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

Recommendation 14.1

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Please refer to the link to the Company's Comprehensive Corporate Disclosures:	
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		https://edge.pse.com.ph/openDiscVier.do?edge_no=8be3ac9a7bf3d8e73470cea4b051ca8f https://edge.pse.com.ph/openDiscVier.do?edge_no=6da1ea912468abc93470cea4b051ca8f	
Recommendation 14.2			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	Compliant	<p>Section 13.1 of MCG, provides for the Shareholders' right related to the following, among others:</p> <ol style="list-style-type: none"> 1. Pre-emptive rights; 2. Dividend policies; 3. Right to propose the holding of meetings and to include agenda items ahead of the scheduled Annual and Special Shareholders' Meeting; 4. Right to nominate candidates to the Board of Directors; 5. Nomination process; and 6. Voting procedures that would govern the Annual and Special Shareholders' Meeting. <p>See link below: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p> <p>See Dividend Policy:</p>	

		https://digiplus.com.ph/app/uploads/2024/03/DigiPlus-SEC17C-ApprovalofDividendPolicyQ22023Report_081123.pdf	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	<p>Stakeholders may contact the following to voice their concerns and/or complaints for possible violation of their rights:</p> <p>Office of the Compliance Officer – Atty. Kristine Margaret Delos Reyes +632-86375291 to 93 loc 1160</p> <p>Office of the Head of Investor Relations – Ms. Celeste Jovenir +632-86375291 to 93 investorrelations@digiplus.com.ph</p> <p>Please refer to below link for the Company's Whistleblowing Policy, practices and procedures: https://digiplus.com.ph/app/uploads/2024/02/LRWC-Whistleblowing-Policy.pdf</p>	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	Section 13.4 of MCG: "The Board should make available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner. This	

		<p>should be included in the company's Manual on Corporate Governance.</p> <p>It is important for the shareholders to be well-informed of the company's processes and procedures when seeking to redress the violation of their rights. Putting in place proper safeguards ensures suitable remedies for the infringement of shareholders' rights and prevents excessive litigation. The company may also consider adopting in its Manual on Corporate Governance established Alternative Dispute Resolution (ADR) procedures."</p> <p>Please see below link: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p>	
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Additional Recommendations to Principle 14

<p>1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.</p>	<p>Compliant</p>	<p>The Company has not requested any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue.</p> <p>While not relating to a corporate governance issue, on 16 October 2023, the SEC confirmed that the application of the Company pertaining to its issuance of 1,272,352,512 common shares at Php1.65 per share is exempt from</p>	
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		<p>registration requirements under Section 8 of the Securities Regulation Code.</p> <p>Please see attached SEC letter dated 16 October 2023 on this matter.</p>	
2. Company respects intellectual property rights.	Compliant	<p>The Company registers all of its trademarks with the Intellectual Property Office.</p> <p>In addition, the Company, or any of its subsidiaries, is not a defendant or respondent in any dispute involving intellectual property rights.</p>	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare			
2. Company discloses its policies and practices that address supplier/contractor selection procedures			
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	The Company continuously develops programs for the employees to actively participate in the realization of the Company's goals and in its governance.	

		<p>Please see Section 15 of the MCG on Encouraging Employees' Participation.</p> <p>See below link: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p>	
Supplement to Recommendation 15.1			
<p>1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.</p>	Compliant	<p>The Company has approved its Employee Stock Option Plan (ESOP). The Board of Directors approved the ESOP on 31 January 2023, and the stockholders ratified the same on 27 March 2023.</p> <p>Please see attached ESOP.</p>	
<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	Compliant	<p>Please refer to attached Occupational Safety and Health Policies and Programs.</p> <p>In addition, all newly-hired employees undergo an orientation from the head office regarding basic rules and regulations of the Company.</p>	
<p>3. Company has policies and practices on training and development of its employees.</p>	Compliant	<p>New employees assigned in provincial branches undergo orientation in their respective branches conducted by the Operations Supervisor for Human Resource.</p>	

		<p>Training Programs, in-house or off-site, are conducted as the need arises based on the result of Training Needs Analysis.</p> <p>The Company is embarking on several programs for the benefit of its employees, including but not limited to, Personality Enhancement Programs, Leadership, and Management Training Programs for its junior managers and officers.</p>	
Recommendation 15.2			
<p>1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.</p>	Compliant	<p>Please see Section 15.2 of the MCG.</p> <p>Please see link to the Company's Code of Business Conduct and Ethics: https://digiplus.com.ph/app/uploads/2024/02/LRWC-Code-of-Business-Conduct-and-Ethics_v14-09-2020.pdf</p>	
<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	Compliant	<p>The MCG is posted in the Company's website.</p> <p>https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf</p> <p>In addition, newly-hired employees are given employment orientation regarding the basic rules and regulations of the Company as well as the general rules in the Bingo Parlors.</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>Please refer to the attached Employee Handbook which is currently being applied to the entire Digiplus Group of Companies</p> <p>In terms of procedure, the Internal Audit Team conducts surprise audit on branches with shortages and late deposits. Such audit report will be submitted to HR for issuance of Show Cause Memo. HR, Legal and Audit Teams shall then conduct an administrative hearing. If the subject employee is found guilty of malversation, HR will issue termination of services, including the filing of criminal and civil actions as may be appropriate, upon recommendation of the Personnel Committee.</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>Please refer to below link to the Company's Whistle-blowing policy and procedure: https://digiplus.com.ph/app/uploads/2024/02/LRWC-Whistleblowing-Policy.pdf</p> <p>The framework includes procedures to protect the employees from retaliation.</p>	

		<p>Below are the contact details to report any illegal or unethical behavior:</p> <p>Office of the Compliance Officer – Atty. Kristine Margaret Delos Reyes +632-86375291 to 93 loc 1160</p> <p>Office of the Head of Investor Relations – Ms. Celeste Jovenir +632-86375291 to 93 investorrelations@digiplus.com.ph</p>	
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	<p>Please see below link to the Whistleblowing Policy of the Company posted on its website: https://digiplus.com.ph/app/uploads/2024/02/LRWC-Whistleblowing-Policy.pdf</p>	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	<p>Under the Whistleblowing Company Policy: “The Company is committed to conduct its business in accordance with the highest ethical business standards. As the Company undertakes to maintain a culture of good corporate governance by observing integrity in all their transactions, it expects that its directors, officers and employees perform their respective duties and responsibilities in a manner anchored to the tenets of truth, honesty, fairness, accountability and ethical behavior.”</p>	

		Please see link below: https://digiplus.com.ph/app/uploads/2024/02/LRWC-Whistleblowing-Policy.pdf	
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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	Section 16 of the MCG states: "The company should recognize and place an importance on the interdependence between business and society, and promote a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates." See below link: https://digiplus.com.ph/app/uploads/2024/02/LRWC-New-Manual-on-Corporate-Governance.pdf	
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Optional: Principle 16

1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development			
2. Company exerts effort to interact positively with the communities in which it operates			

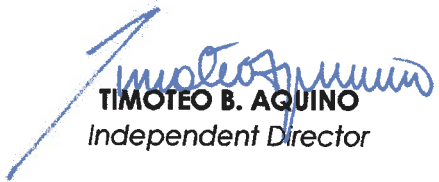
Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of _____ on this ____ day of MAY 07 2024 2024.


MAKATI CITY

SIGNATURES


EUSEBIO H. TANCO
Chairman of the Board


TSUI KIN MING
President


TIMOTEO B. AGUINO
Independent Director


RAMON PANCRATIO D. DIZON
Independent Director


KRISTINE MARGARET R. DELOS REYES
Compliance Officer


ANALEN A. HERNANDEZ
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this day of MAY 07 2024 2024, affiants exhibiting to me competent evidences of their identities, as follows:

NAME	GOVERNMENT ID	DATE OF ISSUE	PLACE OF ISSUE
EUSEBIO H. TANCO	TIN 141-978-954	NA	BIR
TSUI KIN MING	TIN 507-239-740	NA	BIR
TIMOTEO B. AQUINO	TIN 115-929-361	NA	BIR
RAMON D. DIZON	TIN 102-085-577	NA	BIR
KRISTINE MARGARET R. DELOS REYES	TIN 255-777-553	NA	BIR
ANALEN A. HERNANDEZ	TIN No. 206-539-859	NA	BIR


Doc. No. 2 ;
 Page No. 2 ;
 Book No. II ;
 Series of 2024.



NOTARY PUBLIC
Jellyn Clemente
JELLYN C. CLEMENTE
 Notary Public for Makati City
 Appointment No. M-462 until December 31, 2024
 Roll of Attorneys No. 80912
 PTR No. 10108586 I Makati City I 01-23-2024
 IBP No. 371216 I Makati Chapter I 12-21-2023
 Admitted to the Bar in 2022
 Unit 2307 CitYland 10 Tower 1, H.V. Dela Costa cor. Valero St.,
 Salcedo Village, Makati City 1227, Philippines

**IACGR
FY 2023
List of Attachments**

A	Retirement Policy (i.e., Policy No. HR-20)
B	Policy No. 0036-2018 (Re: 2018 Performance Evaluation Policy)
C	Related Party Disclosure Form
D	Evaluation Form for Performance Assessment
E	Fraud Policy
F	Audit Committee Minutes of Meeting dated 12 April 2023
G	ABLE Employee Handbook
H	Securities and Exchange Commission (SEC) Letter dated 31 January 2019
I	Excerpts of some Board Minutes of Meeting
J	Curriculum Vitae of Mr. Ronald Allan C. Pablo
K	Attestation by the President and Audit Officer
L	SEC Letter dated 16 October 2023 re: request for confirmation of exempt transaction to its issuance of 1,272,352,512 common shares
M	Employee Share Option Plan (ESOP)
N	Health and Safety Standards

Policy No. HR -20	Title of Manual Policy Manual		
Date Prepared: 6 November 2020	Policy Name EMPLOYEE RETIREMENT	Version No. 1	
Effectivity Date: On Release Date		Revision No.	
Prepared by: Maria Rocelle Mag-iba	Reviewed by: Jacqueline Chan Atty. Kristine Margaret Delos Reyes	Approved by: Eng Hun Chuah	

1. Policy Statement

In accordance to the Labor Code of the Philippines, LRWC shall grant provisions to regular employees upon retirement from service that is consistent with the Philippine Retirement Law (R.A. 7641).

2. Coverage

This policy applies to all regular employees of LRWC and its subsidiary companies.

3. Policy

3.1 Regular employees can avail the retirement benefit under the following conditions:

Eligibility	Retirement Type	
	Optional	Mandatory
Age	60	65
Minimum Years of Service	5 years	5 years
Retirement Benefit as monthly multiple	.5	.5


3.2 Optional Retirement can be availed by employees who wishes to retire provided that they have served the company for the prescribed period and have reached the prescribed age.

3.3 Mandatory Retirement shall be imposed to employees as required by law to leave their employment upon reaching the age of sixty-five (65) regardless of their willingness to do so. Further, their retirement benefit requires that they have served the company for at least five (5) years.

4. Procedure

The following procedures shall be complied with in availing the Optional Retirement:


4.1 A regular employee who wishes to avail the Optional Retirement (hereinafter, the "Applicant Retiree"), shall submit a duly signed letter of intent to his respective Department and/or Business Unit (BU) Head at least three (3) months ahead of the intended retirement date.

Policy No. HR -20	Title of Manual Policy Manual		
Date Prepared: 6 November 2020	Policy Name EMPLOYEE RETIREMENT	Version No. 1	
Effectivity Date: On Release Date		Revision No.	
Prepared by: Maria Rocelle Mag-iba	Reviewed by: Jacqueline Chan Atty. Kristine Margaret Delos Reyes	Approved by: Eng Hun Chuah	

- 4.2** The Applicant Retiree’s letter of intent shall be subject to his Department and/or BU Head’s initial approval before the same is endorsed for the final approval by the President of LRWC.
- 4.3** In the event that the endorsement of the Department and/or BU Head is not obtained, the Applicant Retiree will not be entitled to avail the Optional Retirement.
- 4.4** Upon endorsement of the Department and/or BU Head of the Letter of Intent of the Applicant Retiree for approval of the President of LRWC, the latter shall have the absolute discretion to approve the same for processing of the Human Resources Department. No Applicant Retiree shall be entitled to avail the Optional Retirement without the signed approval from the President of LRWC.
- 4.5** Upon approval from the President of the LRWC, the Letter of Intent of the Applicant Retiree shall be forwarded to the Human Resources Department for processing in accordance with the guidelines below.
- 4.6** The effective date of retirement of the Applicant Retiree shall likewise be subject upon the discretion of the Department and/or BU Head, subject upon the approval of the President, taking into consideration business exigencies, work and documents to be turned over, and other operational requirements of the company where the Applicant Retiree is assigned.
- 4.7** If and when a replacement is necessary, HR shall make sure that the Applicant Retiree and his replacement will have at least two (2) months to work together so that the Applicant Retiree may completely train and turn over all his work responsibilities to his replacement.

The following procedures shall be implemented for Mandatory Retirement:

- 4.8** At the beginning of each year, HR shall submit a list to the President of LRWC and/or Business Unit Heads concerned of the impending mandatory retirement of employees (hereinafter, the “Retiree”) including executives during the year.
- 4.9** After the President and/or Business Unit Heads acknowledges the list of Retirees by affixing their signatures, this will be the trigger to find or train the replacement of the Retiree/s.
- 4.10** If and when a replacement is necessary, HR shall make sure that the Retiree and his replacement will have at least two (2) months to work together so that the Retiree may completely train and turn over all his work responsibilities to his replacement.

Policy No. HR -20	Title of Manual Policy Manual		
Date Prepared: 6 November 2020	Policy Name EMPLOYEE RETIREMENT	Version No. 1	
Effectivity Date: On Release Date		Revision No.	
Prepared by: Maria Rocelle Mag-iba	Reviewed by: Jacqueline Chan Atty. Kristine Margaret Delos Reyes	Approved by: Eng Hun Chuah	

4.11 At least two (2) months before the Retiree’s last working day, HR shall begin processing the Retiree’s clearance and all necessary procedures in preparation of the Retirement Pay of the Retiree.

5. Guidelines

- 5.1 All approved Applicant Retirees and Retirees shall be entitled to a Retirement Pay equivalent to one-half (1/2) latest monthly basic pay for every year of service, a fraction of at least six (6) months being considered as one (1) whole year. A fraction of less than six (6) months shall be counted in proportion to the actual number of years.
- 5.2 The term one-half month basic pay shall mean Monthly Basic Pay/2, plus one-twelfth (1/12) of the 13th month pay (equivalent to 2.5 days), and the cash equivalent of not more than five (5) days of service incentive leave.
- 5.3 In computing the Retirement Pay, the Equivalent Daily Rate (EDR) is computed as follows: $EDR = (\text{Basic Monthly Pay} \times 12) / 313$
- 5.4 Retirement Pay shall likewise include any unused sick leaves, less loan balances, advances and other liabilities of the approved Applicant Retiree and/or Retiree, if any.
- 5.5 Approved and paid leaves such as vacation and sick leaves, including authorized leaves without pay, sabbatical leaves and periods covering community lockdown in the event of natural disasters/catastrophes do not constitute an interruption in the length of service.
- 5.6 Retirement Pay shall be released after the completion of the clearance process and execution of all necessary documents, or on the last working day of the Applicant Retiree and/or Retiree, whichever is later.
- 5.7 Human Resource Department shall be responsible to verify pertinent information (e.g. status of employment, age, years in service, etc.) to determine the eligibility and amount of the Retirement Pay of the Applicant Retiree and/or Retiree.



Human Resource Department

19 January 2018

No: 0036-2018

TO: ALL EMPLOYEES
LRWC & Subsidiaries

Re: 2018 PERFORMANCE EVALUATION POLICY

As agreed last November 2017 during ManCom and in line with the initiative to effectively monitor employee's performance using measurable parameters, the new template for Performance Evaluation has already been introduced and distributed to BU's and SSU Departments. This template must be used beginning January 2018. Please find below the new guidelines and policies regarding our Performance Evaluation:

1. All regular employees will still undergo semi-annual Performance Evaluation using the new template with the following agreed percentages (template to be emailed separately):

Business Units (JG6 and above- Branch/Office based, JG5 & below – Branch based)	Business Units (JG 5 & below – Office based)	Shared Service Unit (All Job Grades)
50% BU Objective 30% Dept. Objective 10% Individual Objective 10% Co. Policies	20 % BU Objective 60% Dept. Objective 10% Individual Objective 10% Co. Policies	20 % BU Objective 60% Dept. Objective 10% Individual Objective 10% Co. Policies


2. All probationary employees will be evaluated by using another Performance Evaluation with the following agreed percentages (template to be emailed separately):

Probationary	40 % Job Competency 40% Personal Competency 20% Co. Policies
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3. Performance Evaluation Form will require a sign-off between the employee and his immediate superior at the beginning of each year to set expectation on performance objectives and at the end of semi-annual evaluation to serve as an agreement on the final rating. This signed form must be emailed to HR.
4. During performance evaluation, employees will rate their own performance against a target but still subject to the approval of their immediate superior.
5. The new passing grade for performance evaluation is set at 2.0 = 70%
6. The average rating of an employee based on his semi-annual performance evaluation will be the basis for computation of performance bonus (if any). But for those who do not make the passing grade will not be entitled to the performance bonus (if in case the Management decides to provide a performance bonus)

We shall schedule training to SSU and BU on how to use the new performance evaluation template.

Thank you.



LOIDA B. TIANGCO
Senior HR Manager

Noted by:



CHOON SIANG LEE
Administration Head



Related Party Disclosure Form

Name: _____ Director Officer Shareholder

- DigiPlus Interactive Corp.'s Material Related Party Transactions Policy defines "**Related Parties**" as:
- i. the Company's directors, officers, Substantial Shareholders, as defined herein, and their spouses and relatives within the fourth civil degree of consanguinity or affinity, either by marriage or domestic partnership if these persons have control, joint control or Significant Influence over the Company; and
 - ii. the Company's parent, Subsidiary, fellow subsidiary, Associate, Affiliate, joint venture or an entity that is controlled, jointly controlled or significantly influenced or managed by a person who is Related Party.

A. Individual Related Parties

Please provide the requested information or put N/A (or tick the box) if not applicable. *(Please see Degrees of Relationship on page 4 for reference).*

Spouse Name			
Employed <input type="checkbox"/>	Self-Employed <input type="checkbox"/>	Others <input type="checkbox"/> Specify : _____	
Company		Position	
Relative's Name			
Relationship			
Employed <input type="checkbox"/>	Self-Employed <input type="checkbox"/>	Others <input type="checkbox"/> Specify : _____	
Company		Position	
Relative's Name			
Relationship			
Employed <input type="checkbox"/>	Self-Employed <input type="checkbox"/>	Others <input type="checkbox"/> Specify : _____	
Company		Position	
Relative's Name			
Relationship			
Employed <input type="checkbox"/>	Self-Employed <input type="checkbox"/>	Others <input type="checkbox"/> Specify : _____	
Company		Position	
Relative's Name			
Relationship			
Employed <input type="checkbox"/>	Self-Employed <input type="checkbox"/>	Others <input type="checkbox"/> Specify : _____	
Company		Position	
<input type="checkbox"/> There are no Individual Related Parties for me to report.			

C. Entities that are controlled or jointly-controlled by you and/or your Related Parties

Control is defined as a person or entity who controls the Company of and only if the person or entity has all of the following, taking into account financial standards, laws, and rules and regulations, namely:

- i. power to govern the financial and operating policies of the Company so as to obtain benefits from its activities;
- ii. exposure or rights to variable returns from its involvement with the Company; and
- iii. the ability to use its power over the Company to affect the amount of the Company’s returns.

Company (e.g., Corp. name, Partnership name)	Relationship to the company	Line of business

Thank you for taking the time to accomplish this form

Privacy Notice

DigiPlus Interactive Corp. will collect, record, store, use, disclose, and process your and Related Party/ies’ personal information consisting of your name and signature and the name/s of your Related Party/ies for the purpose of this Related Party Disclosure Form and for purposes relevant or incidental thereto. Disclosure of said personal information may be made to the SEC, and/or the PSE website for compliance purposes. Said personal information will be retained for a period of five (5) years and afterwards it will be safely destroyed. You and your Related Party/ies have rights under the Data Privacy Act such as the rights to be informed, access, correct, object, withdraw, erasure, data portability, file complaint, and damages. You and your Related Party/ies should be aware that there are risks in the processing of said personal information and for safeguards to protect it, kindly read the DigiPlus Interactive Corp.’s Data Privacy Manual and Data Subject Rights Request Procedure or contact the Data Privacy Executive for the exercise of your right or for any concern.

I hereby certify that all information provided and any attached documents are true, complete, and correct to the best of my knowledge.

Signature above printed name / date

Degrees of Relationship

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4th Degree Great Great Grandparent
Great Uncle/Aunt
First Cousin
Grand Nephew/Niece

3rd Degree Great Grandparent
Uncle/Aunt
Nephew/Niece
Great Grandchild

2nd Degree Grandparent
Sibling
Grandchild

1st Degree Parent
Child

YOU / SPOUSE

1st Degree Parent-in-law
Child-in-law

2nd Degree Grandparent-in-law
Sibling-in-law
Grandchild-in-law

3rd Degree Great Grandparent-in-law
Uncle/Aunt-in-law
Nephew/Niece-in-law
Great Grandchild-in-law

4th Degree First Cousin-in-law
Great Great Grandparent-in-law
Grand Nephew/Niece-in-law
Great Uncle/Aunt-in-law

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COMPETENCY COMPONENTS

A. Board Composition/Structure and Processes
B. Roles and Responsibilities
C. Board Committees
D. Director's Self Evaluation

TOTAL/ OVERALL SCORE

Evaluation Summary		
SCORE OUT OF 5	WEIGHT	POINTS
0		0.00
0		0.00
0		0.00
0		0.00
		0%
		0

Overall Rating Description

Strongly Agree
 Agree
 Somewhat Agree
 Disagree
 Strongly Disagree/Not True

Score Range

5.0
 4.0
 3.0
 2.0
 1.0

**SECTION II:
Questionnaire****A. Board Composition/Structure and Processes****SCORE**

- A.1 The Board consists of a sufficient number of members, with the appropriate mix of diversity, experience, age, gender, knowledge and skills.
- A.2 The Board encourages and operates independently of the shareholders/owners by having the sufficient number of executive directors, non-executive directors, independent directors.
- A.3 The Chairman presides during all meetings of the Board and of the stockholders, follows the approved agenda and effectively controls all proceedings to ensure transparency open discourse, full participation of all members, deliberation on all matters for approval and, that meetings/members are orderly, disciplined and professional.
- A.4 Meetings are regularly called/held and are of sufficient length to allow for a thorough discussion of all matters in the agenda and of other important matters.
- A.5 Directors are given adequate notice of proposed meeting dates and conflicts are avoided as much as possible in order to ensure attendance and full participation of all directors.
- A.6 Directors are given advance notice of the agenda as well as copies of the materials/readings to be discussed.
- A.7 Meeting length/duration is appropriate for the agenda, and the Board is given sufficient materials, information and time to discuss policies, issues and matters for approval.
- A.8 The minutes of every meeting are distributed to the directors in a timely manner, and are complete, correct and accurate.
- A.9 The directors receive, or are encouraged to receive, continuing education and attend trainings/seminars which allow them to be informed of current developments related to their expertise relevant to the company, and to improve knowledge, qualifications and experience on the same.

Other comments:**B. Roles and Responsibilities****SCORE**

- B.1 The Board only acts/approves resolutions/actions on the affirmative vote of at least a majority of the directors at meetings where there is a sufficient quorum.

- B.2 The Board applies the highest ethical standards, honesty, and integrity, taking into consideration the interests of all stakeholders involved, in the conduct of proceedings and in making decisions.
- B.3 The Board adheres to the Corporation's Code of Corporate Governance, Code of Business Conduct and Ethics, and other relevant company policies.
- B.4 The Board deliberates and addresses, in a timely manner, all proposed plans/strategies, and those involving critical issues.
- B.5 The Board consistently and continuously monitors previously approved actions/plans to check for completion and/or if there is a need to adjust/adapt to changing times/conditions.
- B.6 The Board establishes the company's mission and vision and regularly reviews the same to ensure that these are consistent with the company's policies and the Board's decisions.
- B.7 The Board always considers the interests of all stakeholders, including minority stockholders, in its decision-making processes.
- B.8 The Board has in place a clear and defined internal control system to avoid conflicts of interest, ensure proper discussion and approvals of related-party transactions, proper risk management, and other similar circumstances.
- B.9 There is a clear distinction between the role of the chairman and the chief executive officer/management.
- B.10 The Board makes personnel actions and appointments based on merit, fitness and objective qualifications/experience and provides adequate and sufficient compensation consistent with the roles/responsibilities of the said role and in accordance with the Corporation Code and SEC rules.
- B.11 The Board is always held accountable to its stakeholders for all decisions which are validly passed and agreed upon, regardless of outcome.
- B.12 The Board ensures the adoption and regular implementation of the Board/director performance evaluation for purposes of checking and improving on the Board's policies, proceedings and procedures.



Other comments:

C. Board Committees	SCORE	0
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- C.1 The Board has an effective committee structure which is compliant with the requirements of the Manual on Corporate Governance and applicable to the specific needs of the company.
- C.2 The delegation/delineation of functions to the different committees is clear, with each committee having defined roles, functions and mandates/charters.
- C.3 The committee members and chairpersons are elected based on their respective qualifications, capabilities, expertise and competencies and which are appropriate for the assigned committee and always in compliance with the requirements of the by-laws and the Manual on Corporate Governance.
- C.4 The committees provide the Board with regular reports with sufficient information/updates or matters needing Board attention/approval.



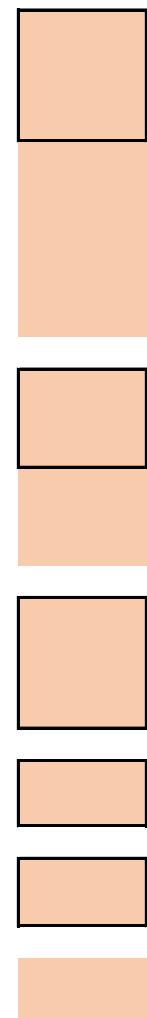
- C.5 The committees are given sufficient resources and time by the Board to hold meetings, discussions and to properly/fully discharge its functions, *i.e.* proper funding, etc.
- C.5 The committees are given sufficient resources and time by the Board to hold meetings and discussions to properly/fully discharge its functions.



Other comments:

D. Director's Self Evaluation	SCORE	0
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- D.1 I understand my role, including all policies and procedures I/the Board is subjected to, as director and committee member and faithfully perform this role and adopt these policies/procedures.
- D.2 I avoid conflict of interest situations or, if unavoidable, I make prompt and complete disclosures, abstain from the voting and deliberations and actively do everything not to exert any undue influence on the other members of the Board.
- D.3 I apply the highest ethical standards, honesty, and integrity taking into consideration the interests of all stakeholders involved in the Corporation's business.
- D.4 I exercise objective and independent judgment on all corporate affairs I oversee and/or decide upon.
- D.5 I come to Board and committee meetings prepared by devoting sufficient time to be familiar with the company's business and matters for discussion, and actively participate therein.
- D.6 I attend all scheduled Board and committee meetings (promptly) and maintain a good attendance record.
- D.7 as a director and always in the best interest of the Corporation.
- D.8 I respect the differing opinions of the other directors and willingly abide by Board decisions made collegially.



Other comments:

LEISURE & RESORTS WORLD CORPORATION AND SUBSIDIARIES FRAUD POLICY

BACKGROUND

The Corporate Fraud Policy is established to facilitate the development of controls which will aid in the detection, prevention and prosecution of fraud against LEISURE & RESORTS WORLD CORPORATION AND SUBSIDIARIES (hereinafter called the Company). It is the intent of the Company to promote consistent honest organizational behavior by providing guidelines and assigning responsibility for the development of internal controls and the conduct of investigations.

SCOPE OF POLICY

This policy applies to any fraud or suspected fraud involving employees of the Company as well as its shareholders, directors, officers, consultants, vendors, contractors and any outside agencies or other parties with a business relationship with the Company.

ACTS CONSTITUTING FRAUD

Fraud is defined as the intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon it to the injury of the Company, its shareholders, directors, officers, employees or any third person. Fraud can range from minor employee theft and unproductive behavior to misappropriation of assets and fraudulent financial reporting.

The terms defalcation, misappropriation, and other fiscal wrongdoings refer to, but are not limited to:

- Any dishonest or fraudulent act
- Manipulation, falsification or alteration of any records, document or account belonging to the Company
- Forgery or alteration of a check, bank draft, or any other financial document
- Misappropriation of funds, securities, supplies, or other assets
- Impropriety in the handling or reporting of money or financial transactions
- Fraudulent financial reporting
- Recording of transactions without substance
- Intentional misapplication of accounting policies irrespective of whether or not the wrongdoer derives material benefit from it,
- Suppression or omission of the effects of transactions from records or documents
- Intentional deviation from the Company's operational procedures resulting in losses, damage or injury to the Company irrespective of whether or not the

- wrongdoer derives material benefit from it.
- Profiteering as a result of insider knowledge of company activities
- Disclosing confidential and proprietary information to outside parties
- Disclosing securities activities engaged in or contemplated by the company to any third party.
- Accepting or seeking anything of material value from contractors, vendors or persons providing services/materials to the Company with the exception of gifts less than Php200 in value.
- Destruction, removal or inappropriate use of records, furniture, fixtures, and equipment; and/or
- Any similar or related inappropriate conduct

POLICY

The Company shall adopt and maintain a policy of "Zero Tolerance for Fraud and Unethical Behavior". Management is responsible for designing and implementing systems and procedures for the prevention and detection of fraud and for ensuring a culture and environment that promotes honesty and ethical behavior. Strong emphasis shall be placed on *fraud prevention*, which may reduce opportunities for fraud to take place, and *fraud deterrence*, which could persuade individuals that they should not commit fraud because of the likelihood of detection and punishment.

It is Management's responsibility to create a culture of honesty and high ethics and to clearly communicate acceptable behavior and expectations from each employee. Management shall adopt and enforce a code of conduct with a strong value system founded on the fundamental principle that all its business affairs shall be conducted legally, ethically and with strict observance of the highest integrity and propriety. Management must show employees through its words and actions that dishonest or unethical behavior will not be tolerated, even if it results in benefits to the Company. Management must also show that all employees will be treated equally, regardless of their position.

Management shall be proactive in reducing fraud opportunities by (1) identifying and measuring fraud risks, (2) taking steps to mitigate identified risks, and (3) implementing and monitoring appropriate preventive and detective internal controls and other deterrent measures.

In devising and adopting a system of internal controls and procedures, Management shall see to it that: (1) there is appropriate segregation of duties and authority to effectively promote a system of checks and balances; (2) there are written policies and procedures for each department covering critical business processes and transactions; (3) there are efficient information systems and procedures that will ensure timely and accurate information.

OVERSIGHT FUNCTION OF THE AUDIT COMMITTEE

The Audit Committee shall exercise overall oversight function with respect to the Company's financial reporting process and the system of internal control. The Audit Committee shall evaluate (1) management's identification of fraud risks, (2) the implementation of antifraud measures, and (3) the creation of positive workplace environment and the appropriate "tone at the top" setting the proper example. In exercising this oversight responsibility, the Audit Committee shall consider the potential for management override of controls or other inappropriate influence over the financial reporting process.

As part of its oversight responsibilities, the Audit Committee shall encourage management to provide a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud, or violations of the Company's code of conduct or ethics policy. The committee shall receive periodic reports describing the nature, status, and eventual disposition of any fraud or unethical conduct.

The Audit Committee shall ensure that:

- A thorough investigation of each incident is conducted.
- Appropriate and consistent actions are taken against violators.
- Relevant controls are assessed and improved.
- There is sufficient training about the Company's values and its code of conduct and that such training include "fraud awareness" – the duty to report or communicate actual or suspected acts of fraud.
- Continuous training occurs to reinforce the Company's values, code of conduct, and expectations.
- There are effective policies that minimize the chance of hiring or promoting individuals with low levels of honesty, especially for positions of trust.
- Each department has its own written operational procedures and these are properly disseminated to all the employees concerned.

The Audit Committee shall have the authority to order the investigation of any alleged or suspected wrongdoing brought to its attention or any matters within the scope of its responsibilities. Any fraud that is detected or suspected will be immediately referred to the Internal Auditor, who shall conduct all investigations in coordination with the Legal Department and Human Resources Department.

ROLE OF THE INTERNAL AUDITOR

The Internal Auditor shall assist the Audit Committee in the exercise of its oversight functions over the Company's financial reporting process and its system of internal control. The Internal Auditor shall assist in the deterrence of fraud by examining and evaluating the adequacy and the effectiveness of the system of internal control, commensurate with the extent of the potential exposure or risk in the various segments of the Company's operations. For this purpose, all departments shall furnish the Internal Auditor with their respective operational procedures and shall immediately inform the Internal Auditor of any amendments or revisions thereto and/or any deviations from or non-implementation of any operational procedure. The Internal Auditor shall have an independent reporting line directly to the Audit Committee, to be able to express any concerns about management's system of internal controls or to report suspicions or allegations of fraud involving senior management.

The Internal Auditor has the *primary responsibility* for the investigation of all suspected fraudulent acts as defined in the policy. The Internal Auditor has the authority to retain legal, accounting, and other professional advisers as needed to provide advice and assist in its investigation. The Internal Auditor is also authorized to hire the services of Fraud Investigators to strengthen its fraud investigating capabilities. If the investigation substantiates that fraudulent activities have occurred, the Internal Auditor will issue the proper reports to the President and to the Audit Committee with the proper recommendations on the action to be taken on the matter.

Any investigative activity required will be conducted without regard to the suspected wrongdoer's length of service, position/title, or relationship to the Company.

Decisions to prosecute or refer the investigation results to the appropriate law enforcement and/or regulatory agencies for independent investigation/prosecution will be made in conjunction with the Corporate Legal Counsel.

Suspected improprieties concerning an employee's moral, ethical, or behavioral conduct that does not constitute fraud should be referred to the Human Resource Department rather than the Internal Auditor. Any question as to whether an action constitutes fraud shall be resolved by the Audit Committee.

AUTHORIZATION FOR INVESTIGATING SUSPECTED FRAUD

The Internal Auditor shall, in the investigation of all suspected fraudulent acts as defined in the policy, have the following powers and authority:

1. Free and unrestricted access to all Company records and premises, whether owned or rented;
2. The authority to examine, copy, and/or remove all or any portion of the contents of files, computers, desks, cabinets, and other storage facilities on the premises without prior knowledge or consent of any individual who may use or have custody of any such items or facilities when it is within the scope of their investigation;
3. The authority to summon any employee and require him/her to submit a written statement on the incident subject of the investigation; and
4. The authority to place under preventive suspension any employee subject of the investigation.

REPORTING PROCEDURES

Great care must be taken in the investigation of suspected improprieties or wrongdoing so as to avoid mistaken accusations or alerting suspected individuals that an investigation is under way.

An employee who discovers or suspects fraudulent activity is duty bound to inform the Internal Auditor immediately. The Internal Auditor shall have a telephone *hotline* and an Email address where any employee may report any suspected fraudulent activity. The informant or other complainant may remain anonymous and Management shall take all steps necessary to protect the identity of the informant. Management shall also take all necessary steps to ensure the safety of the informant against possible reprisals from the suspected wrongdoer.

All inquiries concerning the activity under investigation from the suspected individual, his or her attorney or representative, or any other inquirer should be directed to the Internal Auditor or the Legal Department. No information concerning the status of an investigation will be given out until final disposition of the case.

The reporting individual should be advised of the following:

- Do not contact the suspected individual in an effort to determine facts or demand restitution.
- Do not discuss the case, facts, suspicions, or allegations with *anyone* unless specifically asked to do so by the Legal Department or the Internal Auditor.

CONFIDENTIALITY OF INFORMATION

The Internal Auditor shall treat all information received *confidentially*. Any employee who suspects dishonest or fraudulent activity will notify the Internal Auditor immediately, and should not attempt to personally conduct investigations or interviews/interrogations related to any suspected fraudulent act.

Investigation results will not be disclosed to or discussed with anyone other than those who have a legitimate need to know. This is important in order to avoid damaging the reputations of persons suspected but subsequently found innocent of wrongful conduct and to protect the Company from potential civil liability.

DISCIPLINARY ACTIONS

If an investigation results in a recommendation to impose sanctions or disciplinary action upon the employee found guilty of committing a fraudulent act, the recommendation will be forwarded to the Legal Department, which shall make its comments on the recommendation citing the weight of the evidence against the guilty employee and the prospects of a successful prosecution of the said employee. The recommendation of the Internal Auditor, together with the comments of the Legal Department, shall be forwarded to the President for proper disposition.

The Internal Auditor does not have the authority to terminate an employee. The decision to terminate an employee shall be made by the President.

Disciplinary action may also be taken against the following:-

1. Supervisor, managers and executives, who condone, permit or have knowledge of the fraudulent or unethical conduct by those reporting to them and do not take corrective action.;
2. Employees who make false statements in connection with any investigation of any suspected fraudulent activity;
3. Employees who obstruct or impede the investigation of the suspected fraudulent activity; and
4. Employees who refuse to cooperate in the investigation of the case.

ADMINISTRATION

The Audit Committee is responsible for the administration, revision and

**LEISURE & RESORTS WORLD CORPORATION AND SUBSIDIARIES
FRAUD POLICY**

Page 7 of 7

interpretation of this policy. The policy will be reviewed annually and revised as needed.

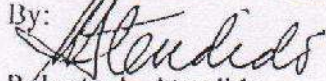
EFFECTIVE DATE:

This Fraud Policy is approved for immediate adoption by Leisure & Resorts World Corporation and subsidiaries on this 26th day of April, 2005.

Pasig City, Philippines

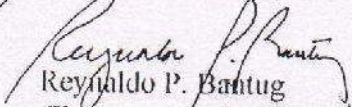
Leisure & Resorts World Corporation

By:



Roberto A. Atendido

Chairman, Board of Directors

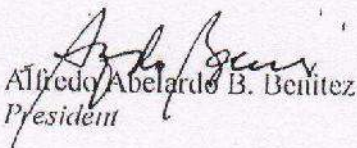


Reynaldo P. Bantug

Chairman, Audit Committee

AB Leisure Exponent, Inc.

By:



Alfredo Abelardo B. Benitez

President

DIGIPLUS INTERACTIVE CORP.

Minutes of the Audit Committee Meeting

Held at Isla Lipana & Co., 29th Floor, Philamlife Tower, 8767 Paseo De Roxas, Makati City

Held on April 12, 2023

PRESENT:

Mr. Ramon Dizon
 Atty. Jose Raulito Paras
 Atty. Timoteo B. Aquino

OTHERS PRESENT:

Mr. Wilfredo Pielago – *Chief Finance Officer*
 Mr. John David Oiga – *Financial Controller*
 Atty. Rosalyn D. Batay – *Internal Audit Head*
 Mr. Patrick Jay Galino – *Assistant Manager, IT Audit*
 Atty. Carol V. Padilla – *Corporate Secretary*
 Mr. Jovy V. Jorgio – *Corporate Compliance Manager*
 Mr. Pocholo C. Domondon – *Engagement Lead Partner, Isla Lipana & Co.*

1. CALL TO ORDER

The Chairman, Mr. Dizon, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Carol V. Padilla, recorded the minutes of the meeting.

2. CERTIFICATION OF QUORUM

The Corporate Secretary certified that a quorum was present for the transaction of business with the presence of all the members of the Audit Committee.

The Corporate Secretary also certified that proper notices were given to the stockholders of the Corporation.

3. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING

Upon motion duly made and seconded, the members of the committee passed and approved the following resolution:

"RESOLVED, that the minutes of the previous meeting of the Audit Committee is hereby ratified and affirmed."

4. PRESENTATION OF THE AUDITED FINANCIAL STATEMENT FOR THE YEAR 2022

The Chief Financial Officer, Mr. Pielago presented the highlights of the Financial Statements and the Company's performance from previous year (2021) compared to the present (2022). He further stressed that the 8.9 Billion Pesos revenue for the year 2022 as compared to 2.8 Billion for the year 2021 (a 217% increase) was mainly because of the launch of Bingo Plus.

After breaking down the major contributors to the increase of revenue, Mr. Pielago further discussed the increase in Cost and Operating Expenses for the current reporting year in comparison with the year 2021. He explained that the increase in the cost and operating expenses was mainly due to the increase in business volume and growth activities. This includes franchise fees, taxes, advertising and promotions, salaries and wages, etc.

After discussing the details of other expenses, profit before income tax, and other comprehensive income, Mr. Pielago reported a Total Comprehensive Income of 1.2 Billion Pesos – a 246% increase from Year 2021's 910 Million Pesos total comprehensive loss.

Statements of Comprehensive Income		2022 (Final)		2021 (Audited)		Incr/Dec		%	
Amounts in Thousand Pesos									
Revenue									
Bingo games	6,252,895	1,879,889	4,412,619	235%	Return on Ave. Equity	6.08%	-9.84%		
Electronic games	1,833,427	7,890	1,825,807	20481%	Interest Coverage	3.38x	-1.26x		
Rental income	382,225	289,673	124,552	48%	Earnings (loss) per share	5.16	-2.24		
Service and holding fees	361,793	544,381	(192,288)	-35%	MBV per share	3.59	3.96		
Commission income	37,528	198,472	(170,914)	-65%					
Revenue from sub-lease	4,852	3,944	(1,010)	-1%					
Total revenue	8,769,899	2,865,972	6,069,526	213%	Variance Analysis:				
Cost and operating expenses									
	(8,224,291)	(3,238,561)	5,035,790	155%	Revenue				
Operating profit (loss)	545,608	(432,511)	1,352,838	246%	• Bingo and electronic games increased mainly due to launching of BingoPlus and increase in operations of sites. Amounts are net of vendor share amounting to P1.8 million.				
Other expenses, net									
Finance expense	(378,705)	(247,730)	128,975	52%	• Rental income pertains to revenue from Casino which increased mainly due to increase in operating capacity and hours of VIP clubs.				
Unrealized gains on changes in fair values of investment properties	297,372	15,741	282,031	1792%	• Service and holding fees decreased mainly due to non-renewal of CEZA licenses and lower revenues reported by existing licensees; and 2) terminations of locators change business locations or discontinue their operations.				
Finance income	253,357	2,679	253,686	8470%	• Commission income decreased mainly due to shifting of revenue from MSW sports betting to electronic games.				
Equity in net loss of JV and associate	(48,038)	(52,759)	(7,701)	-14%	Cost and operating expenses				
Others	(225,025)	(184,147)	40,878	21%	• Increased mainly due to increase business volume growth and activities. This includes franchise fees, taxes, advertising and promotions, salaries and wages, etc.				
	(102,147)	(475,218)	(373,261)	-78%	Other expenses, net				
Profit (loss) before income tax	516,860	(911,047)	1,437,097	159%	• Decreased mainly due to increase in unrealized gains on changes in fair values of investment properties, finance income of FCLR and finance expense.				
(Benefit from) provision for income tax	(161,207)	(17,124)	144,083	641%	Other comprehensive income				
Profit (loss) for the year	355,653	(928,171)	1,581,180	171%	• Increased mainly due to share in other comprehensive income of HEPI. This is related to the revaluation gain on HEPI's land classified as PPE.				
Other comprehensive income	545,630	(19,181)	564,811	2450%					
Total comprehensive income (loss)	1,295,683	(947,352)	2,146,001	236%					
EBITDA	1,024,033	(80,846)	1,084,879	1042%					

Mr. Dizon asked Mr. Pielago regarding the reason for the 65% decrease in Commission Income. Mr. Pielago explained that in 2021, the company offered sports betting through MSW, a third-party operator but only gets commission income. For the year 2022, the sports betting revenue decreased and the company offered the same games for the year which is now part of the GGR. Mr. Dizon then followed up by asking whether the Committee should expect this figure to be zero for the year 2023, to which Mr. Pielago replied to be not entirely zero because the company has just recently launched its own platform for sports betting which is Arenaplus. Mr. Oiga added that MSW operations are land-based and even though we are already offering live sports betting which are purely online, we still want to retain some of the operations on-site. Mr. Dizon then summarized that the logical reason for the decrease would be the shift of land-based players to online, which Messrs. Pielago and Oiga agreed.

Continuing his presentation, Mr. Pielago compared the 2022 and 2021 highlights of the statements of Comprehensive Income based on Return on Average Equity, Interest Coverage, Earnings or Loss per Share, and the Net Book Value per Share. Mr. Dizon asked Mr. Pielago to explain the benefits of the provision for income tax. The bulk of the provision for income tax is directly relative to the unrealized gain in changes to the fair values of investment properties wherein we are recognizing a future tax liability for the increase in the appraisal value of the investment properties should there be a disposal later on, is if it will be treated as either capital gains tax or regular corporate income tax explained Mr. Pielago. Atty. Paras then asked the basis for the fair market value, to which Mr. Pielago replied that every year, we are engaging different appraisers accredited by the banks, SEC and PSE.

Mr. Pielago then moved on to discuss the company's Statements of Financial Position explaining that the total assets reached 20.1 Billion Pesos broken down into 3.1 Billion Pesos current assets and 17.8 Billion Pesos non-current assets. The increase of current assets from 1.6 Billion to 3.1 Billion Pesos is mainly because of the increase in cash and cash equivalents from 400 Million to 1.3 Billion Pesos. This is mainly because of the increase in the operating activities and is already net of the loan payments that was made for 2022 and the acquisition of some fixed assets. Receivables also went up by 24% mainly because of the shares in advances in the joint venture and the increase in rental rate of the lessees in FCLRC. Prepaid expenses and other current assets also increased. Total non-current assets also increased by 5%. Total Liabilities, on the other hand, decreased by 1 Billion Pesos which is mainly because of the payments of the loans, the reversal of the deposits for future stock subscription and the decrease in deferred tax liabilities. Equity also increased by 3.2 Billion Pesos. This is mainly because of the reissuance of treasury shares that was held and issued for the Private Placement 2.

DIGO PLUS INFRASTRUCTURE					
Statements of Financial Position					
Amounts in Thousand Pesos					
	2022	2021	2020	2019	2018
Current assets					
Cash and cash equivalents	1,295,474	4,497,724	138,957	228,871	228,871
Receivables, net	1,189,000	926,843	324,149	243,111	243,111
Due from related parties	197,148	187,156	-	-	-
Prepaid expenses and other current assets	472,296	1,152,500	326,222	288,811	288,811
Total current assets	3,154,918	6,764,223	465,328	760,793	760,793
Non-current assets					
Property and equipment, net of accumulated depreciation and amortization	1,643,314	1,652,165	1,687,500	1,687,500	1,687,500
Investment in associates and joint ventures, net	1,522,100	1,642,811	1,679,214	1,679,214	1,679,214
Property and equipment, net	1,478,298	1,391,170	1,125,174	1,125,174	1,125,174
Investment in associates	10,264,103	10,644,701	2,287,712	2,287,712	2,287,712
Goodwill	1,372,000	1,528,292	-	-	-
Other non-current assets	115,885	1,528,292	866,118	866,118	866,118
Total non-current assets	15,135,898	15,199,341	5,546,604	5,546,604	5,546,604
Total assets	18,290,816	21,963,564	10,011,932	10,011,932	10,011,932
Current liabilities					
Trade payables and other current liabilities	2,452,239	1,672,206	320,441	320,441	320,441
Short-term loan payables	119,729	1,427,967	(942,802)	(942,802)	(942,802)
Current portion of long-term loan payable	2,180,321	822,232	2,332,249	2,332,249	2,332,249
Current portion of lease liabilities	298,911	234,822	208,228	208,228	208,228
Other current liabilities	242	1,118	(1,771)	(1,771)	(1,771)
Total current liabilities	5,051,542	4,158,335	4,816,445	4,816,445	4,816,445
Non-current liabilities					
Long-term loan payable, net of current portion	-	2,702,004	(2,181,024)	(2,181,024)	(2,181,024)
Lease liabilities, net of current portion	239,932	822,232	208,228	208,228	208,228
Deferred tax liabilities	124,490	221,216	(202,249)	(202,249)	(202,249)
Other non-current liabilities	1,448,470	1,413,803	1,413,803	1,413,803	1,413,803
Total non-current liabilities	1,812,892	4,839,255	1,397,782	1,397,782	1,397,782
Total liabilities	6,864,434	8,997,590	6,214,227	6,214,227	6,214,227
Equity					
Cash in hand	4,974,127	4,084,127	-	-	-
Additional paid-in capital	5,038,487	4,221,651	514,380	514,380	514,380
Treasury shares	(429,587)	(7,793,921)	1,272,263	1,272,263	1,272,263
Other equity components	208,720	449,489	646,870	646,870	646,870
Retained earnings	3,327,926	2,228,196	2,681,719	2,681,719	2,681,719
Equity attributable to equity holders of the Parent	11,112,773	11,291,342	4,515,132	4,515,132	4,515,132
Non-controlling interests	9,178,043	10,672,222	5,496,700	5,496,700	5,496,700
Total equity	20,290,816	21,963,564	10,011,932	10,011,932	10,011,932
Total liabilities and equity	18,290,816	21,963,564	10,011,932	10,011,932	10,011,932

Variance Analysis:	
Assets	<ul style="list-style-type: none"> Cash and cash equivalents increased mainly due to cash from operating activities, net of loan payments and fixed assets additions Receivables increased due to advances made to HEPI and increase in rental rate to certain sublease agreement of FCLRC Prepaid expenses and other current assets increase in this account pertains to prepaid expenses, advances to suppliers and reclassification of restricted cash to current Investment in associates and JV increase is mainly due to share in net loss and other comprehensive income of HEPI Investment properties increase is mainly due to higher fair valuation as of year-end
Liabilities	<ul style="list-style-type: none"> Trade and other payables increase is mainly due business volume growth Share and long-term loans decrease is mainly due to principal repayments in 2022 Deferred tax liabilities decrease mainly due to reduction of income tax rate applied on OTI Other non-current liabilities decrease is due to reduction in retirement benefits Deposit for future stock subscription decrease is due to issuance of treasury stock
Equity	<ul style="list-style-type: none"> Treasury stock and APIC increase is mainly due to issuance of treasury stock in relation to PP2 Other component of equity increase is mainly due to share in other comprehensive income of HEPI

Atty. Aquino asked if the 3.3 Billion Pesos retained earnings refers to the declared dividends based on the company's dividend policy. Mr. Pielago responded that the 3.3 Billion is not an entire amount available for dividend distribution. He further explained that (1) there is no established policy as to the requirement to declare dividends for 2022 and (2) to be able to determine the distributable retained earnings and to be able to realize amount closer to the figure, the subsidiaries should first declare up to the parent company their distributable retained earnings. Atty. Aquino further asked for clarification the other equity components as stated in the financial position. Mr. Oiga answered that the other equity components mainly consist of the retirement benefits reserve, and the revaluation of the land property of HEPI. Mr. Dizon, responding to Atty. Aquino's query on retained earnings, added that it might be better to also present as a requirement of the SEC, a schedule of retained earnings available for dividend distribution. Mr. Pielago showed the retained earnings schedule and said that he will email the same to the Audit Committee.

Atty. Aquino asked if there is a subsidiary that is required to declare dividend and Mr. Pielago answered that for now, we haven't seen any forced or necessary dividend declaration from the subsidiaries and dividend declaration is voluntary. Considering that we are coming from the loss in the years 2020, 2021 and half of 2022, all of the retained earnings that were not yet declared on a subsidiary level were taken up because of the losses, so the retained earnings was also greatly reduced. Atty. Aquino

then suggested that since the company has high income for the year, it is also important that the stockholders are happy and should be considered. Mr. Pielago responded that Atty. Aquino’s concern has been duly noted and will be re-evaluated. It will also increase Digiplus’ market price, added Mr. Dizon.

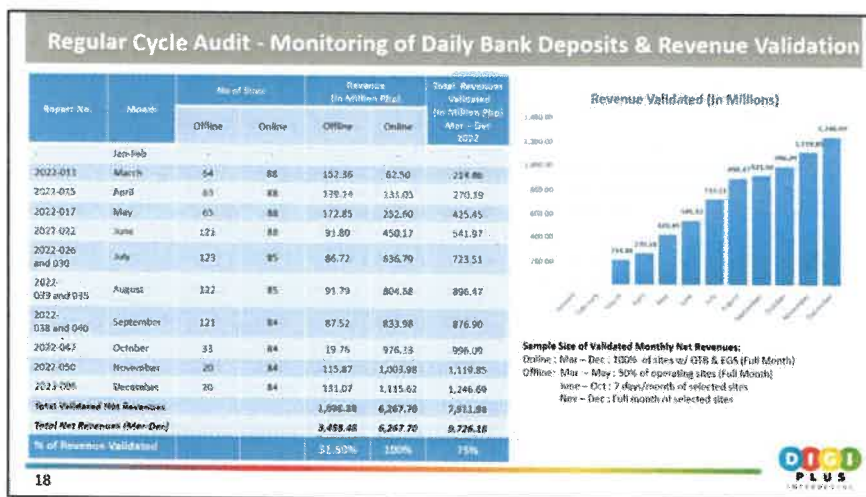
There being no further questions, Mr. Pielago sought the management’s approval of the Audited Financial Statement for the year 2022. Atty. Paras moved that the Audited Financial Statement be approved, which was seconded by Atty. Aquino. Thus, the following resolutions were passed –

“RESOLVED, as it is hereby resolved, that the Committee approves the Audited Financial Statement for endorsement to the Board on Friday, April 14, 2023.”

5. PRESENTATION OF ACCOMPLISHMENT REPORT FOR 2022 BY INTERNAL AUDIT

The head of Internal Audit Department (“IAD”), Atty. Rosalyn Batay, presented the accomplishment report of the IA for the year 2022. She started her presentation by stressing that for the last quarter of 2022, there have been some significant improvements because some of the audit recommendations were addressed by management. She further reported the following accomplishments: the establishment of the risk management framework, the creation of the Data Privacy Committee, and the implementation of additional controls, particularly the roll-out of the additional cash handling controls by the Finance team and the alignment of AMLA policies to meet the management requirements. Currently on going are the revitalization of the policies and procedures, the creation of the central repository of each department’s policies and procedures, and the commitment for support services units to address PAGCOR compliance issues.

Atty. Batay then moved on to discuss the financial audit for offline and online transactions below:



She further discussed that IAD started the validation from March to December 2022 wherein 100+ sites for the online transactions from the Online Traditional Bingo (“OTB”) and Electronic Games were covered. For this period, there were no exceptions


that have been noted except for those some key issues which the management has already addressed.

Moving on, Atty. Batay discussed that IAD has audited more than 15 fraud-related cases with an aggregate amount of P5.5 million, the bulk of which is because of an Estafa case in TGXI Guiguinto. The incident also triggered the roll out of additional cash controls by the Finance department.


Summary of Special Audits which Involved Cash						
Incident / Site	Month / Year	Type	Amount	Employees Involved	Dismissed / Resigned	Suspended / Reprimanded
1. Cash deposit to unattended without actual payments from the player / TGXI Guiguinto	Aug '22	Fraud/Theft	4,500,000*	4	4	
2. Theft / SM Uls and SM Rosario	Feb '22	Fraud/Theft	376,150	4	3	1
3. Unliquidated Advances / Masbate	Sep-Oct '22	Fraud/Theft	324,784	1	1	
4. Double Payout of Jackpot / CDO & Ejay's Davao	Apr '22	Cash Shortage	250,000	3		3
5. Fraudulent Cash Withdrawal Transactions to BngolPlus / SM Tugay & Sta Lucia	May & Jun '22	Fraud/Theft	170,000	5		5
6. Fraudulent raffle winnings and missing liquors / Blue Chip Paven Sta Rosa	Apr-Jun '22	Fraud/Theft	39,965	2	1	1
7. Theft / Macaple	Mar '22	Fraud/Theft	28,000	1	1	
8. Cash Shortage at E-Bingo due to Machine Cheat perpetrated by player / BB Bofitawak	Sep '22	Fraud/Theft	15,500	N/A		
9. Theft / ADMAM Batangas	Jul '22	Fraud/Theft	14,800	1	1	
10. Theft / JLF Parkway Davao	Sep '22	Fraud/Theft	12,883	1	1	
11. Cash Shortage on E-Bingo due to Machine Cheat perpetrated by player / BB Iron Hotel EGSA	Oct '22	Fraud/Theft	10,000	N/A		
12. Theft / Bayombong, Nueva Vizcaya	Feb '22	Fraud/Theft	9,962	2	2	

*Estafa case filed against the player

Continued in the next slide

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Summary of Special Audits which Involved Cash						
Incident / Site	Month / Year	Type	Amount	Employees Involved	Dismissed / Resigned	Suspended / Reprimanded
13. Cash Shortage due to unpaid Bingo Cards / SM Batangas	Oct '22	Cash Shortage	3,605	N/A		
14. Theft / JLF Parkway Davao	Nov '22	Fraud/Theft	2,400	3		3
15. Shortage on Gift Certificates / Marketing Department	Dec '21	Cash Shortage	2,422	1		1
16. Theft / Gaisano Mactan Cebu	Jul '22	Fraud/Theft	1,800	2	1	1
17. Cash Shortage due to Machine Error / Gymba Nueva Ecija	Dec '22	Cash Shortage	1,200	N/A		
18. Double Payout / Robinson's Calabarzon	Oct '22	Cash Shortage	1,180	1	1	
19. Cash Shortage due to Machine Error / Farmers Plaza	Sep '22	Cash Shortage	1,100	N/A		
20. Theft / SM Clark	Jul '22	Fraud/Theft	700	3	1	2
21. Fraudulent Cash Withdrawal Transaction to BngolPlus / Ilianos Supermarket	Oct '22	Fraud/Theft	500	3	1	2
22. Cash Shortage due to Machine Error / Pasay City Mall	Aug '22	Cash Shortage	400	N/A		
23. Cash Shortage due to Machine Error / Metroport Mall	Aug '22	Cash Shortage	400	N/A		
TOTALS (Fraud/Theft = 15 incidents; Regular Cash Shortage = 8 incidents)			5,765,450	37	18	18

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Atty. Batay added that no whistle blowing report was received for 2022 so they are trying to reinforce the Whistle Blowing Policy for 2023.

The assessment of the ITGC was also conducted in December upon the joining of Mr. Patrick Galino, who is the assistant manager for IT Audit. According to Atty. Batay, there were significant issues discovered for the access rights and controls, password and electronic security. The IT Team committed to address and close the issue by the 2nd quarter of 2023 but is expected to extend until the 3rd quarter because of the current relocation plan of DigiPlus. In addition, IAD continued to support management by providing consulting services and assistance throughout the year on queries on control issues and advisories for process control improvement, stressed Atty. Batay.

Mr. Dizon asked if the fraud-related cases which have financial impact, especially the 4.5 Million Pesos, was taken up in the books as loss or advances. Mr. Oiga answered that it was taken up in the books as other expenses.

Atty. Batay then proceeded to discuss about the challenges that the company faced in 2022, details of which are presented below:

Our Challenges				
Category	Issues/Challenges	Risk	Descriptions	Remediation/Management Action Plan in 2022
People	Manpower	Operational Risk	Conditions: <ul style="list-style-type: none"> Inadequate manpower Regular training not generally observed to improve skills and competency Effects: <ul style="list-style-type: none"> No proper segregation of duties Affects operational efficiency Vulnerability to errors and fraud 	<ol style="list-style-type: none"> Revitalized recruitment process Regular training for all staff at the branch Screening or background investigation particularly for key personnel will be implemented for 2023
Policies and Procedures	Significant amount of cash exposure at sites	Inherent Risk Compliance Risk Fraud Risk Operational Risk	Conditions: <ul style="list-style-type: none"> Prize fund required by PAGCOR Varying deposit pick-up schedules by sites Effects: <ul style="list-style-type: none"> Vulnerability to misappropriation of fund Funds not transferred 	Group Finance implemented the following: <ol style="list-style-type: none"> Roll out of Standard Operating Procedures (SOPs) for additional cash controls Wider pick-up service to cater sites w/ DPU of 2x to 3x a week in NCR Created Treasury Team – branch tasked to monitor cash management/ handling of all operating sites
	Manual Processes	Operational Risk Fraud Risk	Effects: <ul style="list-style-type: none"> Prono to errors and enables fraud Resources not maximized 	<ol style="list-style-type: none"> Business Process Review and Improvement Ongoing system enhancements/automation
Online systems/ processes		Information Security Risk Data Privacy Risk Operational Risk	Effects: <ul style="list-style-type: none"> System breach; lack of system controls, expertise and training 	<ol style="list-style-type: none"> Review and monitoring of access control on the following systems: <ul style="list-style-type: none"> HRIS IBM Planning Analytics E-Bingo Management System Creation of Technology Business Unit this 2023, with the following departments: <ul style="list-style-type: none"> Research & Development Dept – RDD Site Reliability Department – SRD Information Security Department – ISD Information Technology Department – ITD

Our Challenges				
Categories	Issues	Risk	Description	Remediation/Management Action Plan in 2022
Policies and Procedures	Risk management framework not in place	Operational Risk Compliance Risk	<ul style="list-style-type: none"> Risk management framework commenced 5P review Chief Risk Officer designated by the DigPlus Risk Oversight Committee 	<ol style="list-style-type: none"> Regular review and assessment of risk management framework; report is submitted quarterly to Board Risk Oversight Committee (BROC)
	Outdated and inadequate written Policies and Procedures	Operational Risk Compliance Risk	Conditions: <ul style="list-style-type: none"> Outdated and not formally approved by new management Completeness not validated vis-a-vis corporate objectives Effects: <ul style="list-style-type: none"> Affects operational efficiency Vulnerability to errors and fraud 	<ol style="list-style-type: none"> On going drafting and review of Policies and Procedures Creation of Business Process Management Team under the Executive Office
Systems	Systems used are not fully integrated	Information Security Risk Data Privacy Risk Operational Risk	Conditions: <ul style="list-style-type: none"> Response results with manual intervention Effects: <ul style="list-style-type: none"> Prono to errors and fraud Affects reliability 	<ol style="list-style-type: none"> Ongoing migration of Navision to Business Central. Integration of QuickBooks and Approval Max to said system
Regulatory	Compliance to applicable laws, regulatory requirements	Compliance Risk	Effects: <ul style="list-style-type: none"> Penalties for violation/ non-compliance; operational disruption or cessation 	<ol style="list-style-type: none"> Monitoring and reviewing all compliance and regulatory requirements


Adding to Atty. Batay's report, Mr. Pielago explained that there are two key factors that affect the cash management policy per site. First is the Prize fund management because in as far as the winners are concerned, the Company needs to deliver the cash winnings as soon as possible. Atty. Paras then asked how much is the prize pot, to which Mr. Pielago responded P500,000.00. Another factor that affects cash management is the collection of the Gross Gaming Revenues (GGR). In terms of exposure, the Company is targeting 95-99% for every collection, deposited every after close of business. Finance also did screening and checking of the release of the winnings by creating a 24-hour treasury team so the monitoring is being done 24 hours.

Atty. Batay then proceeded to summarize the consolidated audit findings in 2022 per report below:

Summary of Audit Findings 2022 – Consolidated					
Audit Activities	Completed Audit Activities	Issued Reports	No. Of Audit Findings	Cleared	Open (As of March 31, 2023)
I. Regular Cycle Audit – On Site	202	8	263**	263	–
II. Financial Audit - Monitoring of Daily Deposit/Revenue Validation	13	13	70	70	–
III. Special Audit	28	28	152	148	4
IV. IT Audit: Information Technology General Controls	1	1	7	4	3
V. Process Audit: Payroll	1	1	15	12	3
VI. AMLA Compliance Audit	1	1	7	2	5
VII. Witnessing of Asset Disposal	2	2	4	3	1
Totals	248	54	518	502	16

** Based on consolidated reports

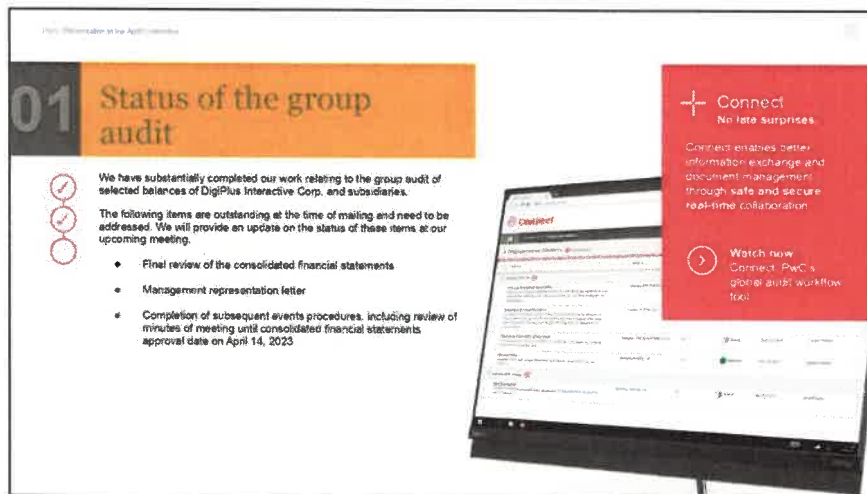
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6. INDEPENDENT AUDITOR'S REPORT

Mr. Pocholo C. Domondon, PWC's Engagement Lead Partner began his presentation by extending his appreciation towards the Finance and Accounting team and the management of DigiPlus in making sure that the transition from the previous auditor was relatively smooth. He further mentioned about the reinvention of the approach previously applied because one of the main hurdles of the audit was going through at least 10,000 sample transactions which may not be feasible in an audit perspective. To do this, the auditors provided a number of different alternatives including a review of the IT system. This enabled the auditor to reduce the number of sample transactions that would need to be conducted.

Mr. Domondon then proceeded to report about the status of the group audit:



01 Status of the group audit

We have substantially completed our work relating to the group audit of selected balances of DigiPlus Interactive Corp. and subsidiaries.

The following items are outstanding at the time of mailing and need to be addressed. We will provide an update on the status of these items at our upcoming meeting.

- Final review of the consolidated financial statements
- Management representation letter
- Completion of subsequent events procedures, including review of minutes of meeting until consolidated financial statements approval date on April 14, 2023

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He said that the only remaining items are (i) the conduction of the final review of the consolidated financial statements, the draft of which are already being circulated to the management for comments and is likewise being reviewed by his team, (ii) the representation letter which will be requested from the management, and (iii) the completion of subsequent events procedures.

He then moved on to discuss the financial highlights, details of which are shown below:

Balance Sheet

We summarized the balance sheet items of the Group as at December 31, 2022 and eliminated intercompany transactions.

(In millions of PHP)	Retail	Cagayan	Land & Investment	Esminating	Consolidated 2022	Consolidated 2021	% Change vs 2021
Current assets	34,035	3,721	2,508	(37,169)	3,995	5,613	92%
Non-current assets	8,390	393	26,018	(16,909)	17,882	16,881	9%
Total assets	42,425	4,114	30,524	(54,118)	20,948	18,994	13%
Current liabilities	33,562	2,668	7,743	(37,081)	5,002	3,532	70%
Non-current liabilities	274	157	1,526	(6)	1,048	5,378	-64%
Total liabilities	33,836	2,825	9,269	(37,990)	7,940	8,910	-11%
Net assets	8,589	1,289	21,255	(16,128)	13,008	9,984	34%

- Current assets - Cash is the main driver of the increase in current assets. Improvements in the Group's operations were seen in 2022 directly resulting from BingoPlus and the government's easing of quarantine restrictions which contributed to the higher cash inflows of the Group.
- Non-current assets - The growth in this area is directly related to the gain on investment properties in 2022 and recognition of the Group's share in the gain in revaluation of HEPI's land.
- Current liabilities - The maturing loans significantly increased the current liabilities by P2.5B. Trade payables likewise increased in line with the recognition of the accruals for player balances in BingoPlus and jackpot liability aggregating to P429M.

The current assets are mainly comprised of the Cash Receivables and certain prepayments. Last year's cash position was only about P416 Million whereas as of December 2022, it increased to P1.4 Billion. On the non-current assets, the most significant item, pertains to the investment properties. There are 4 subsidiaries within the group that have properties which are valued at fair market value, meaning they would need to be valued on a year to year basis from their historical cost to their market value as of December 31. The increase would also have significant fluctuation with regard to the investment property balance as well as the profit or loss. On the current liabilities, the most significant driver for the increase is because of the maturing loans.

Mr. Dizon asked where the Parent company balances are found in the report, to which Mr. Domondon replied that it is included in the Investment column, before proceeding to the Income Statement report.

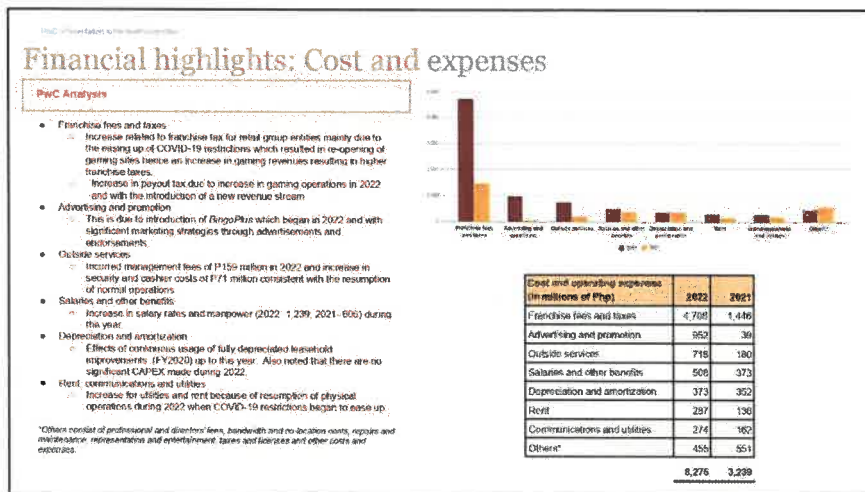
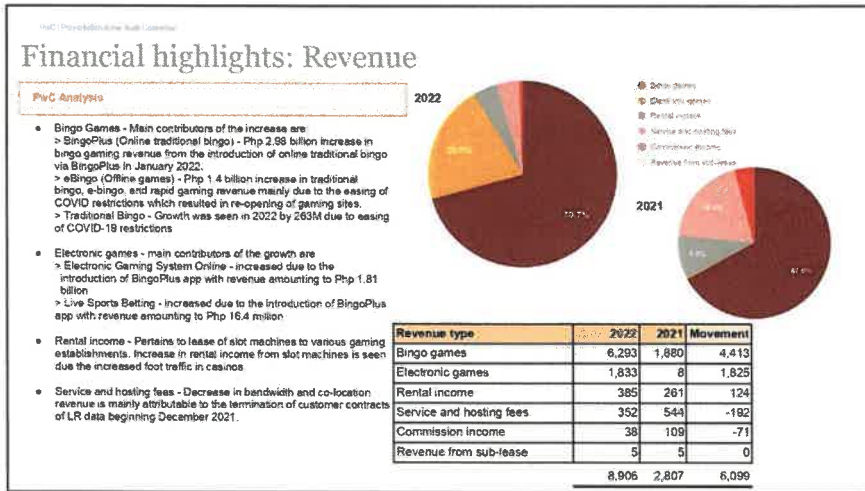
Income Statement

We summarized the income statement items of the Group for the year ended December 31, 2022 and eliminated intercompany transactions.

(In millions of PHP)	Retail	Cagayan	Land & Investment	Esminating	Consolidated 2022	Consolidated 2021	% Change vs 2021
Revenue	8,505	357	44	-	8,906	2,806	217%
Costs and operating expenses	(7,956)	(270)	(53)	5	(8,274)	(3,239)	155%
Operating income	549	87	(9)	5	632	(433)	
Other income (expense)	120	186	78	(490)	(106)	(479)	178%
Income tax (expense) benefit	(1)	(4)	(35)	201	161	17	-747%
Net income (loss)	668	269	34	(284)	687	(895)	

- Other expenses decreased by P0.4 billion primarily due to:
 - Unrealized gains on revaluation of investment properties (land) in 2022 amounting to P0.3 billion.
 - Revenue from finance leases amounting to P0.2 billion which started in 2022.

Revenue and cost and expenses will be covered separately in the following slides.



Mr. Domondon then proceeded to explain some significant audit and accounting matters:

03C - Presentation to the Audit Committee

03 Significant audit and accounting matters

We are responsible for discussing our views about the significant qualitative aspects of the Group's accounting practices, including accounting policies and accounting estimates.

100 | Presentation to the Audit Committee

Significant audit and accounting matters

1 Risk of fraud arising from management override of controls	No instances of management override of controls were noted from the procedures performed.	4 Recognition of provisions and contingencies	Provisions have been duly recorded. No significant audit issues have been identified.
2 Risk of fraud in revenue recognition	Significant risk of fraud in revenue recognition. Recognition and accounting for revenue transactions are generally in compliance with the requirements of PFRS 15.	5 Going concern assessment	Reviewed management's going concern assessment and obtained comfort over their use of the going concern assumption.
3 Impairment of non-financial assets	<ul style="list-style-type: none"> • HEPI - Significant assets are recoverable and/or properly valued in accordance with the accounting standards. • Goodwill - assessed the financial model, assumptions, and discount rate. No impairment of goodwill identified. • Investment properties - assessed the valuation of investment properties. No significant audit issues identified and no impairment indicators were identified. 		

■ Significant risk
■ Key audit matter
■ Normal risk (Other focus area)

On Risk of fraud in management override of controls, he discussed that the same is a default risk under the Philippine Auditing Standards trying to rebut any incident as well as any exposure to fraud. Under this standard, there are mainly 3 areas that the management needs to increase the amount of effort in, as well as the extent of testing, particularly on financial closing process – any line account that is subject to estimate as well as judgement, and if there are significant one-off transactions that happened during the course of the year.

100 | Presentation to the Audit Committee

Significant risk

Risk of fraud in management override of controls

Audit procedures performed

There is a presumptive significant risk of fraud in management override of controls as required by the auditing standards. To address this risk, we performed the following:

- Performed an understanding of the Group's period end financial reporting process, including validation of the design and operating effectiveness of its relevant controls;
- Tested completeness of journal entries using Computer Assisted Audit Techniques (CAATS) covering the audit period;
- Inspected journal entries based on pre-defined risk based criteria;
- Incorporated an element of unpredictability in our audit procedures;
- Reviewed accounting estimates for biases and evaluated whether the circumstances producing the bias, if any, represent a risk of material misstatement due to fraud; and
- Checked for any significant one-off transactions and assessed whether proper authorization and adequate substantiation are in place.

Audit results

We have not noted any reportable matters. Based on our procedures performed, we have not identified transactions or journal entries that may be indicative of fraud. Our discussions with management, including review of minutes of meetings and the results of the procedures above, disclosed no significant and material issues relating to suspected, alleged or actual fraud in the Group that would have a direct or indirect impact to financial reporting.

Mr. Dizon asked about the significant one-off transactions that have been submitted to the auditor's tests. Mr. Domondon replied that for this year, the significant one-off transaction that have also been reported to the management during the planning meeting was on certain private placements that are supposed to happen in 2022 but were deferred to 2023. Another, that may not be really considered as a one-off transaction was the Bingo Plus app. The auditors sought assistance from their IT audit team to go through the general controls to make sure that any information generated have been completely and accurately reflected in the books.

Risk of fraud in revenue recognition is also a default risk. Given the significant amount of increase for 2022, it entailed a material amount of effort from the auditor's side. In all of the below procedures shown, they have not identified any significant items that would need to be reported to the Audit Committee.

Significant risk and key audit matter

Risk of fraud in revenue recognition

Audit procedures performed

We performed the following to address the risk of fraud in revenue recognition:

- Performed an understanding of the Group's revenue and receivable cycle, and accounting policies and procedures, including validation of the design and operating effectiveness of relevant controls;
- Performed test of controls to address completeness, accuracy and existence / occurrence;
- Performed test of details which include, but are not limited to:
 - PwC ITAS team tested IT dependencies and related IT General Controls by validating the reliability of key reports and automated application controls enabled in *Bingo Plus*;
 - Tested completeness and accuracy of revenue for the year by reconciling reports from Bingo Plus and IBM Planning Analytics to MIS Navigation;
- PwC Data Analytics team reviewed manual journal entries related to revenue;
- Performed cut-off procedures at year-end;
- Incorporated an element of unpredictability in our audit procedures; and
- Tested the Group's compliance with Philippine Financial Reporting Standard 15, Revenue from Contracts with Customers.

Audit results

No issues noted.

On the review of impairment of non-financial assets, these are the more material non-current assets in the group's balance sheet. In all of the procedures done by the auditors as shown below, they did not identify any impairment that would have to be recognized or reflected for 2022.

Key audit matter

Impairment of non-financial assets (Investment in a Joint Venture - HEPI)

Audit procedures performed

We performed the following to assess the recoverability and valuation of significant accounts such as:

Cash and Cash equivalents	Trade and other Receivables	Cost and expenses
Intercompany transactions	Prepayments and other current assets	Income tax
PPEs	Trade and other Payables	
Deferred Tax Liability	Revenue	

The procedures performed include:

- Obtained an understanding of the nature of business of HEPI.
- Issued audit instruction to the component auditor - RS Bernaldo & Associates for the scoped in accounts.
- Reviewed the procedures performed by the component auditor for the scoped in accounts.
- Obtained the financial information of HEPI and recomputed the Group's equity in net losses and share in the gain in other comprehensive income of the joint venture.
- We also reviewed the Group's assessment on whether an indicator of impairment exists for its investment in joint venture.
- We also reviewed the Group's disclosures with respect to the fair value of the investment properties.

Audit results

Based on the procedures performed, no impairment indicators were identified.

Another non-financial asset being audited pertains to Goodwill. There were a number of transactions that transpired in the previous years that aggregated to an amount of about P1.3 Billion as of December 31, 2022. This relates more to traditional bingo operations. The auditors have not identified any impairment of goodwill and assessed that the assumptions used by the management are reasonable.

PwC | Presentation to the Audit Committee

Key audit matter (continued)
Impairment of non-financial assets (Goodwill)

Audit procedures performed

Reviewed management's annual test of goodwill impairment and obtained comfort over the financial model assumptions used, and discount rate based on weighted average cost of capital (WACC). Our review includes the following procedures:

- Performed an understanding of the sources of goodwill which arose from either acquisition of companies or acquisition of bingo sites;
- Performed an understanding of the financial model and assessed the reasonableness of cash flow inputs in the model and assumptions used considering the nature of the operations of the businesses acquired; and
- Involved an auditor's expert in order to assess the reasonableness of the discount rate used based on WACC.

Audit results

No impairment of goodwill identified. PwC assessed that the assumptions used by management are reasonable.

The last non-financial assets are relating to the Investment Properties. As previously mentioned, this has the most material amount of non-current assets as reported in the books, and the Company has applied the fair value approach or measurement regarding these investment properties. On a yearly basis, they have to be revalued based on the indicated market. After performing the audit procedures as enumerated, they have seen that the adjustments are accurate and reflects the ultimate results of the report provided by the appraiser.

PwC | Presentation to the Audit Committee

Key audit matter (continued)
Impairment of non-financial assets (Investment Properties)

Audit procedures performed

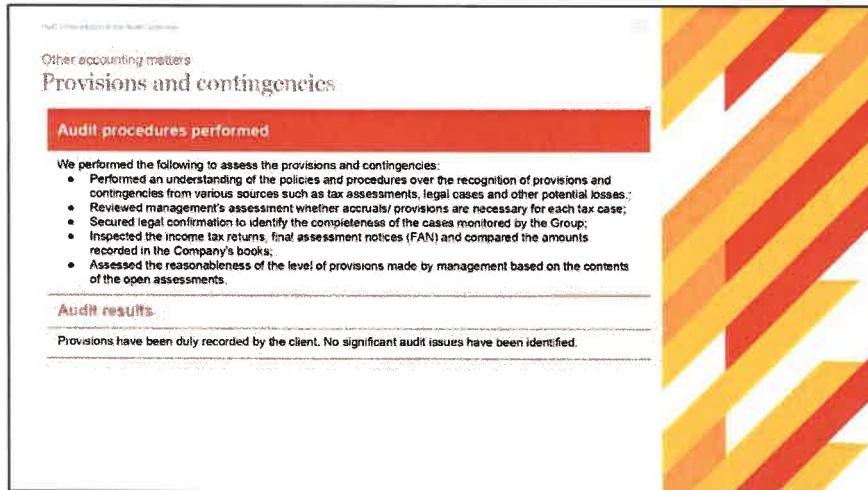
We performed the following to assess valuation of investment properties:

- Updated our understanding of the policies and procedures over the valuation of investment properties
- Reviewed management's basis of assessment whether the investment properties are properly valued and recorded.
- Inspected the supporting documents provided such as valuation report and tax declaration of each land classified as investment properties
- Checked whether the investment properties are under the ownership of the Group.
- Assessed the reasonableness of the recorded fair value of the investment properties and the suitability of the valuation technique.
- Tested the accuracy of the inputs and assumptions used in the valuation.
- Reviewed management's valuation of the investment properties if in accordance with PAS 40.
- Confirmed independence and ascertained SEC accreditation of third party appraiser.
- Checked consistency in the approach adopted compared to previous years.

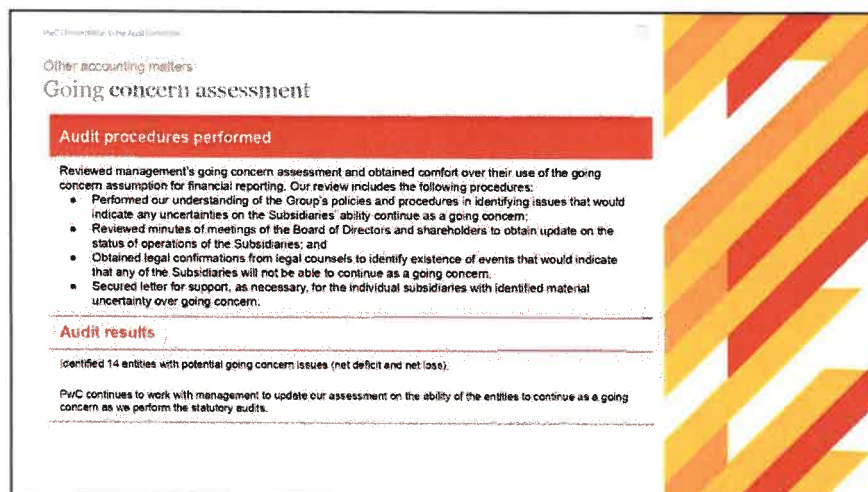
Audit results

We assessed the fair value of the investment properties as at December 31, 2022 to be reasonable. No significant audit issues are identified and no impairment indicators were identified.

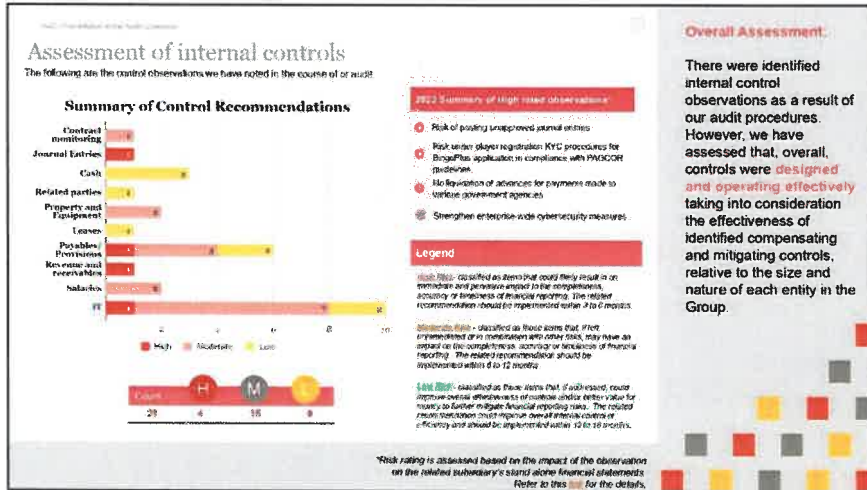
Mr. Domondon then moved on to discuss other non-significant material items or non-key audit matters. Last year, there was a specific key audit matter on provisions and contingencies because of a number of tax assessments that the group was exposed to. But having gone through the evaluation of all the assessments, and a review of the total amount of exposure to which a provision was recognized by the group, they were comfortable to drop the same as a key audit matter. The circumstances surrounding the tax assessments were determined not necessarily to be isolated only to the group but was likewise prevalent to other Philippine companies.



The last item is regarding the going concern assessment not necessarily of the group but specifically of certain entities. There are currently 14 subsidiaries that have been reporting net losses and net deficit position. They want to get an understanding regarding the future operations of these entities and the management's plan, as well as to make sure that these entities would be able to comply with any maturing obligations. At the moment, there is no subsidiary that has shifted its accounting framework. All of these entities, notwithstanding the net deficit or net losses, are still using the going concern framework with respect to their financial statements.



Mr. Domondon then proceeded to discuss the next section of the report, which is the different internal control recommendations of the auditors. The total number of recommendations are 28 encompassing both manual and automated infrastructure of the group but he only discussed 4 highlights of the recommendations. Per Mr. Domondon, none of them would be indicative of any material breakdown but nonetheless were rated as high because of the need to be addressed in 3 - 6 months given their potential pervasive impact with regard to the completeness as well as the accuracy of financial reporting.



Assessment of internal controls

Listed below are details on the internal control observations assessed as high risk

Audience	Risk rating	Control observation	Impact on operations	Management's comments
Employee Advances	High	We have observed cash advances aggregating to P151 million that have not been duly liquidated under the Group's standard process.	Risk of misappropriation of assets considering that there are direct cash payments with no complete documentation	With the change in management in Q3 2022, these transactions have been minimized and are being checked for complete documentation. Management will formulate and document the policy on the documentation of these transactions.
Journal Entries	High	Risk of posting unapproved journal entries. Upon review of the posting process the engagement team has noted that AP entries are already recorded in the system prior to approval.	Potential misstatement of balances as risk of unauthorized recording of transactions is high. There is also improper segregation of duties considering that approval plays significant role in the process.	The Finance team has a detective control wherein AP journal entries are reviewed by the AP Head and Finance controller after posting. Treasury team only processes the payment for these transactions once reviewed and signed by the approver. The Finance Team will incorporate a "check, review and post" process in its new accounting system MS Business Central target go live date May 2023.

Assessment of internal controls

Listed below are details on the internal control observations assessed as high risk

Audience	Risk rating	Control observation	Impact on compliance	Management's comments
Compliance with laws and regulations	High	Risk under player registration KYC procedures for BigoPlus application in ensuring that the player is 21 years old and above, not a government employee and the National Database of Restricted Persons is used in accordance with PASCOR guidelines. The team observed that there are no preventive KYC procedures when accessing the application. A player can readily click that he/she is 21 years old and above without other verification procedures and can already proceed with playing on the application. Management's response is to leverage on the KYC procedures of the various payment channels which is only triggered upon withdrawal or payout of player balance.	Potential non-compliance with PASCOR guidelines in ensuring that player is 21 years old and above	The Company's policy and procedures include identity verification thru submission of government IDs and video calls, in addition to the system's assisted by accredited online payment channels in gathering of KYC information, as authorized by existing AML Axiom. Given KYC procedures are completed, but system will automatically block accounts/players below 21 years of age.

PAQC Presentation to the Audit Committee

Assessment of internal controls

BingoPlus application - KYC

PAQCOR's findings (KYC requirements)	PAQCOR's guidelines	DigiPlus
Registration	<ul style="list-style-type: none"> Only persons twenty one (21) years of age and above He/she is not a government official or employee connected closely with the operators of the Government or any of its agencies, member of the Armed Forces of the Philippines, including the Army, Navy, Air Force, or the Philippine National Police (Memorandum Circular No.6, series of 2016, of The Office of the President) PAQCOR's National Database of Restricted Persons (NDRP) shall be used by the Service Provider as well its Operators as a tool from where persons listed therein shall not be registered or when applicable, shall have the accounts of those present therein suspended Every gaming platform must strictly have a verification process in order to verify the identity of the player; and the information provided where video calling is utilized to verify and confirm the identity and the submitted information and ID's of the player prior to creditations of his/her account. A live photo of the player or a screenshot must be taken during the video call 	DigiPlus leverages on the KYC procedures via payment wallets such as Govh and Maya (Proverbia)
Upon payout	None.	Upon awarding, a valid government issued ID is required upon claiming of prize (DigiPlus)

PAQC Presentation to the Audit Committee

IT Control Recommendations

Scope of work
We have performed assessment of the design and operating effectiveness of the entity's IT General Controls (ITGCs) and IT Dependencies. The audit covers the period from January 1 to December 31, 2022, over the following areas:

IT ELC and ITGC application systems

4 application systems

16 in-scope controls

Access to Programs and Data

Change Management

IT Dependencies

4 Key Reports and Automated Calculations over Online Bingo Revenue Recognition

2022 High rated Internal Control Observation

Strengthen enterprise-wide cybersecurity measures

Common Themes of Recommendations

We have summarized our recommendations to improve the Group's cybersecurity posture into the following common themes:

- Consistent Control Implementation
 - Complete ongoing Enterprise-wide Risk Assessment Exercise and periodically refresh IT Risk Assessment to identify and address vulnerabilities. Additionally, regularize the facilitation of trainings and other activities to emphasize cybersecurity awareness across the entire Group.
- Policies and Procedures Enforcement
 - Update policies and procedures over Cybersecurity to include the following areas:
 - Classification and Prioritization of Information Assets
 - Security Incident Response Plan
 - Guidelines on intrusion prevention, detection, monitoring, and resolution
 - Required communications and reporting mechanisms
 - Common incidents encountered and how to resolve them
 - Planned drills and tabletop exercises

Refer to this slide for the details.

Snapshot of IT Audit Results

Identified IT-related control observations as a result of our validation are summarized as follows:

IT: 1 High, 4 Moderate, 10 Low

Mr. Domondon ended the Independent Auditor's Report by reminding the management of the timelines and reporting deadlines with the BIR and SEC, the recap of the timeline of the auditor's exercise, and the required communications imposed by the SEC. He further capped the presentation by mentioning that they are not aware of any unusual accounts or consultations with other auditors as well as disagreements with management. On significant accounting policies, they have made sure that it is with accordance with the Philippine framework; on the risk and exposure, they are not aware of any significant litigation; on material ascertains, they know that all of the entities within the group are operating within the going concern framework; on audit adjustments, all are agreed and recorded in the books; on independence, they have done their checking within the group and they can certify that none of the partners have any shares in DigiPlus; and finally, on related parties, the necessary inter-company reconciliations have been done as well as any significant amount on the balances recorded.

7. ADJOURNMENT

There being no further business to discuss, the meeting was adjourned upon motion duly made and seconded.

Certified correct:


ATTY. CAROL V. PADILLA
Corporate Secretary

Attested by:


RAMON D. DIZON
Chairman

Minutes read and approved:


TIMOTEIO B. AQUINO
Member


JOSE RAULITO E. PARAS
Member

Certified correct:

[Redacted Signature]

ATTY. CAROL V. PADILLA
Corporate Secretary

Attested by:

[Redacted Signature]

RAMON D. DIZON
Chairman

Minutes read and approved:

[Redacted Signature]

TIMOTEO B. AQUINO
Member

[Redacted Signature]

JOSE RAULITO E. PARAS
Member

**ACKNOWLEDGEMENT OF
EMPLOYEE HANDBOOK
AB LEISURE EXPONENT, INC. (ABLEI)**

I, the undersigned, acknowledge the receipt of the Employee Handbook for all the employees of AB Leisure Exponent, Inc. (ABLEI) and its subsidiaries.

I understand that I am required to read and become familiar with all the provisions of these policies.

I further understand that neither this handbook nor any provision of this handbook is or implies an employment contract or any other type of contract. I also understand that my employment is for an indefinite term and may be terminated at any time at the will of either the employee or ABLEI and its subsidiaries subject to the provisions of the Labor Code of the Philippines.

Printed Name

Signature

Date

THIS HANDBOOK BELONGS TO:

NAME: _____

DEPARTMENT/BRANCH: _____

ORIENTATION DATE: _____

FROM THE PRESIDENT'S TABLE

To our valued employees,

Congratulations to all of you for receiving today a copy of the Employee's Handbook. It should serve you well in matters that concern your employment with AB Leisure Exponent, Inc. and its subsidiaries.

This handbook was prepared to acquaint you with policies regarding your employment. It also aims to provide an understanding of what we expect from one another so that we may work together effectively.

Please read this handbook carefully and keep it for reference. It should come in handy at any time that you may need to know information about your employment.

We are committed to fostering a work environment that promotes efficiency, productivity, and growth. Hence, we institute measures to create such environment. Knowing what is expected of us is one of the many ways by which this can be achieved.

Let us use this handbook properly. Let it guide us as we do our work in the achievement of our personal as well as corporate goals.

A handwritten signature in black ink, appearing to read "Raymond P. Smith". The signature is written in a cursive style with a large initial "R".

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INTRODUCTION

We believe that a company's most important resource is its human resource. A major factor in a company's growth and stability is its ability to provide and nurture a work environment that is conducive to both personal and professional growth of its human resources.

This manual was developed to document all human resources policies of the company. It intends to provide all employees with the necessary information on conditions for employment, responsibilities of employees to the Company, responsibilities of the Company to employees, employee benefits and other programs of the Company aimed at fostering an environment of personal and professional growth for its employees.

Another purpose of this manual is to facilitate decision-making on recurrent situations and generally promote consistent and uniform treatment of such situations.

Due to the dynamic nature of the business, no manual can embody policies that are all-encompassing or anticipate every circumstance. The Company therefore, reserves the right to revise, supplement, or rescind any policy or portions thereof as the need arises, at its sole discretion, in accordance with existing laws. This manual will be updated to reflect such changes.

All other existing human resources policies that may not have been incorporated into this manual at the time of its publication, particularly those that are internal to a particular division, shall continue to be in force and in effect.

Managers and Officers are given comprehensive manuals and are expected to take time to read the manual, understand its provision and explain them to employees who may have questions regarding them. Further clarifications may be sought from the Human Resource Department.

COMPANY HISTORY

A.B. Leisure Exponent, Inc. (ABLE), doing business as Bingo Bonanza Corporation (BBC), is the pioneer in professional bingo gaming in the Philippines. It is operating under a Grant of Authority from the Philippine Amusement Gaming Corporation, issued on September 8, 1995. As the first company to offer the bingo game to the public in the convenience of large and modern bingo halls, it has elevated the game into a professional, trustworthy and legitimate source of entertainment for communities.

BBC had its humble beginnings on May 16, 1993, when it offered weekend bingo sessions of ten games, utilizing a space along a corridor in SM Megamall in Mandaluyong City. In only five years, BBC turned its operations from weekly to daily gaming. Today, the company offers daily bingo sessions of seven games, attracting an average of 30,000 players a day who have the chance to win prizes.

In October 1999, ABLE became a wholly owned subsidiary of Leisure and Resorts World Corporation, a company listed with the Philippine Stock Exchange.

BBC has maintained its leadership in the bingo business in the Philippines through innovative and trailblazing strategies. BBC brought state-of-the-art bingo equipment and communication technology to its bingo halls across the country, allowing bingo enthusiasts to play electronically linked games. This enabled players in one parlor to enjoy bingo simultaneously and interactively with players in other bingo parlors, with bigger prizes at stake. BBC takes pride in this gaming product, as it is the first of its kind in Asia.

In 2002, the BBC successfully introduced Electronic Bingo, an electronic alternative to the more popular paper cards currently used in all bingo parlors nationwide. The Electronic Bingo terminal is the most advanced equipment of its kind in the market and is in use in the United States, Latin America and in other countries where the popularity of Bingo has reached newfound heights. This product line is presently making a very substantial contribution to the revenue streams of the Company.

Today, ABLE and its subsidiaries and affiliates operate a total of forty seven (47) bingo parlors and seventy (70) bingo boutiques nationwide. Most of the bingo parlors are located in major shopping malls in Metro Manila and key provincial cities.

COMPANY VISION AND MISSION

OUR VISION

Bingo Bonanza Corporation will be the provider of a total bingo experience.

OUR MISSION

We are a leading bingo and entertainment company committed to provide our customers the best value in bingo products and services.

To fulfill this vision and mission, we fully commit to our stakeholders:

To our Customers:

- Provide wholesome and innovative bingo entertainment
- Provide the ultimate bingo experience

To our Employees:

- Recognize and reward them for exemplary contribution
- Provide programs that will enhance their quality of life

To our Shareholders:

- Provide a fair share on return on investment

To the Community:

- Be continuously involved in socio-civic projects

To the Government:

- Operate within the government regulatory framework

OUR VALUES

We adhere to these values which we all, as one company, agree to the ties that bind us. These principles define us as individuals and as an organization.

LOYALTY -We believe that loyalty is borne and sealed through relationships based on mutual benefit. The company recognizes the worth and industry of each individual and strives to support employee's development to help them achieve their career goals. From this emanates our zeal to uphold its corporate objectives and advance its mission and vision.

EMPOWERMENT -We espouse the philosophy of enabling an individual to think, behave, take action and make decisions in an autonomous way consistent with the principles of participative management leadership.

INTEGRITY -We perform our duties in a manner anchored to the tenets of truth, honesty, fairness, accountability and ethical behavior.

SERVICE -We render quality and exemplary service focusing on customer satisfaction, conscious of the fact that it is reflective of the principles we uphold and that we are defined by our performance.

UNITY -We acknowledge that while we possess individual skills, our unique strengths are maximized when we work together guided by one vision and a common objective.

RESILIENCE -We are adaptable as we understand the dynamism of the gaming industry and view changes and innovation as avenues to greater opportunities. We have faith in the vision of our leaders and with their guidance we shall overcome all adversities and achieve our corporate goals.

EXCELLENCE -We have a responsibility to encourage and develop excellence in everyone for we consider excellence as a way of life. We strive for excellence in everything we do and we continuously cultivate our intellectual, physical, spiritual growth and develop our talents and abilities to their fullest extents.

ABOUT YOUR EMPLOYMENT...

1. EMPLOYEE RESPONSIBILITY IN GENERAL

AB Leisure Exponent, Inc. and its subsidiaries has the responsibility to ensure the safe and efficient operation of its business and to protect employees and customers. Accordingly, the company has established standards of conduct, rules and regulations. Thus, it is the employee's responsibility in general that the standards of conduct must be observed and followed. Employees violating such standards will be subject to corrective action up to and including termination, depending on the seriousness of the infraction.

It should be remembered that employment is at the mutual consent of the employee and the company. Accordingly, either the employee or the company can terminate the employment relationship, subject to existing labor laws.

Employees who engage in misconduct or whose performance is unsatisfactory may be subject to corrective action, up to and including immediate discharge.

2. ATTENDANCE AND PUNCTUALITY

The Company expects all employees to be reliable and punctual in reporting to their respective workplaces. Absenteeism and tardiness place an undue burden on other employees and on the Company because of possible operational delays, disruption and reduction in overall productivity.

Official Leaves, work schedule changes, over time, under time, and official time record applications must be filed and approved by the employee's Department Head/Branch Head in compliance to its filing policies.

AWOL (Absence Without Official Leave) and Tardiness may lead to disciplinary action, up to and including termination of employment.

Attendance records are used in the regular performance evaluation rating of employees.

3. BREAK TIME

Employees are granted one (1) hour break time during their work shift.

Branch employees (except Branch Head), and Warehouse employees (except Drivers) are required to log their break time in their time records. Failure to do so shall result to salary deduction equivalent to one day's work. Minimal break time period shall result to disciplinary action.

4. CONFLICT OF INTEREST

All employees are prohibited from engaging in any activity, practice, conduct or any business which conflicts actually or potentially, with the interest of the Company, its subsidiaries or affiliates.

An actual or potential conflict of interest arises when an employee, by virtue of his position in the company, can make a decision or influence a decision by another employee that can result in personal gain for that employee or for a relative at the expense of Company interest.

5. EMPLOYMENT CATEGORIES

An employee's employment category shall determine his/her benefits eligibility.

Five Employment Categories:

1. Regular
2. Probationary
3. Contractual
4. Consultants
5. Special Appointees

Regular

These employees (Officers/Senior Executives, Managers, Supervisors, Non-Supervisors) receive full coverage of Company's benefits package, subject to the terms, conditions and limitations of the benefit program for each classification under this category.

Probationary

Newly hired employees who are required to pass a probationary period.

Employees under this category are not covered by the benefits specified for regular employees.

They will enjoy benefits in accordance with the terms of their contract or whatever is provided for by law.

Contractual Employees

Persons who are hired to render services for an activity or a project with a specific scope of work, duration and remuneration.

They will enjoy benefits in accordance with the terms of their contract or whatever is provided for by law.

Consultants

Their remuneration package shall be in accordance with the terms and conditions that are agreed upon at the time their services are engaged.

Special Appointees

They are generally not covered by regulations on working hours and duration of their employment

The appointing authority determines their compensation package.

6. EMPLOYMENT EXIT

Employees who end their service with the Company (resigned, terminated, expired contract) must surrender company property that may be issued to him, undergo exit interview and secure the proper clearance from the Company.

Employment Clearance

An employee clearance document must be completed within the employee's section and forwarded to Human Resources Department after all items have been cleared along with the employee's Company ID, Health Card, Mall/Building ID.

The Accounting Department shall compute his Final Settlement that includes his final salary and other benefits applicable.

Exit Interview

The employee is required to undergo exit interview at the Human Resource Department scheduled at the time of his resignation.

The exit interview will afford an opportunity for an employee to disclose issues, suggestions, complaints, and questions that could serve as valuable inputs for improvement of working conditions, policies and procedures.

7. JOB RELOCATION REQUEST

The Company accommodates requests for branch transfer.

Employee must forward a formal request through a letter addressed to the Human Resource Department coursed through their Department Heads and Division Heads.

Requests may be granted upon approval of management only if the position is vacant in the work location where the requesting employee wishes to be transferred and if the employee will accede to the agreement regarding the applicable salary rate that will take effect (If any).

- Manila to Province request – Provincial rate will apply
- Province to Manila request – Manila rate will apply
- Province to another Province – Regional rate will apply

* *If the decision for a transfer is Management's decision, adjustments in salary rate will only be applicable if the employee will come from a provincial location to Manila. There will be no changes in the salary rate if the employee will come from Manila to a Provincial location.*

8. JOB TRANSFER

The Human Resource Department posts notices of regular, full time job openings at the head office and branches (through bulletin board, Bingo Bonanza official web page, memorandum).

The interested employee must submit an application form for an internal job opening to the Human Resource Department so that he may be considered for the position.

His current Department Head must approve his transfer in case his application for the open position is accepted.

Employees who are transferred within the company must pass a probationary period of a maximum of six (6) months.

The employee could be removed from the position at anytime during or immediately after the probationary period if his superiors find his performance unsatisfactory. He will then report back to his original assignment.

The Company reserves the right not to post a notice of a particular opening

and may fill up openings through other means of recruitment if doing so will be in the best interest of the Company.

9. NEW EMPLOYEE ORIENTATION

All new employees assigned in Metro Manila and extended Metro Manila will undergo an orientation from the head office regarding basic rules and regulations of the Company and/or general rules in the Bingo Parlors.

New employees assigned in provincial branches will undergo orientation in their respective branches conducted by the Operations Supervisor for Human Resource.

10. NEW JOB ASSIGNMENT/JOB ROTATION

Rotation is when an employee is assigned to work in different jobs, one after the other to help maintain stability in the operation when some employees may be absent, or suddenly leave the service.

Training program is carried out prior to implementation of the rotation and careful supervision by his head is needed to ensure that the rotation will not cause disruption in the operations.

11. OUTSIDE EMPLOYMENT

Employees are cautioned to carefully consider the demands that additional work will impose on them before seeking or accepting outside employment or “sidelines”.

A second job will not be considered an excuse for poor job performance, absenteeism, tardiness, or under time.

The company entails disclosure of a second job through a written notice addressed to the Human Resource Manager. Failure to do so shall be penalized.

Outside employment that constitutes a conflict of interest is prohibited, especially for direct competitors of the company.

12. PROBATIONARY PERIOD

The probationary period for newly hired employees shall be for a maximum of six (6) months from the date of hiring.

The employment status of the newly hired employee may be converted from probationary to regular after a maximum service of six (6) months if his superiors judge him to have shown exemplary performance and if there is an urgent need to fill up a vacant position.

The company or the new employee may end the employment relationship at will at any time during the probationary period with proper notification, specifying the reasons for doing so.

13. PROMOTION

Promotion is defined as a movement from one position to a higher position or from a lower to a higher rank, in accordance with duly approved official positions and rank.

The corresponding salary adjustment will be based on the company Compensation Administration Program.

Employees interested in promotional opportunities outside their present department should request an interview with the Human Resource Department to present their interests and related qualifications.

14. REGULARIZATION

An employee's *satisfactory performance* (based on his performance evaluation result) and completion of the probationary period will result to an official appointment of his employment to regular status.

The Regularization Notice (Personnel Action Notice) shall be released by the Human Resource Department to the concerned employee. The notice also indicates his corresponding salary.

If his performance during the probationary period does not meet the company standards, his services shall be terminated from the Company before his probationary period expires.

15. RESIGNATION

Employees are requested to notify the Human Resource Department as soon as possible of any intention to terminate their employment through writing, at least one month prior.

16. RETURN OF COMPANY PROPERTY

Employees are responsible and accountable for items issued to them by the Company.

These items must be returned upon the Company's request or upon termination of employment.

The Company may withhold from the employees' paycheck or final settlement check the cost of any items that are not returned when required. Moreover, the Company may take all legal action deemed appropriate to recover its property.

17. SATURDAY WORK AT HEAD OFFICE

Every employee (except New Rapid Bingo Data Center Personnel) is on an on-call basis by his or her immediate superior/Department Head.

Saturday is a paid working day whether or not an employee reports for work. Thus, there will be no additional remuneration for work rendered on Saturdays unless it falls on a holiday.

18. TERMINATION OF EMPLOYEE

Dismissal of an employee shall be carried out with due process and be in accordance with the Labor Code and its implementing rules and regulations.

Employee will be given the opportunity to be heard and to defend himself before the Personnel or Fraud Committee.

Personnel or Fraud Committee members shall thoroughly review the circumstances and decision shall be final.

Only the President can overturn the decision of the Committee.

The following are the list of grounds for termination:

- Serious misconduct
- Willful disobedience of the lawful orders of the Company
- Gross and habitual neglect of duties
- Fraud or willful breach of the trust reposed by the Company
- Commission of a crime or offense against an employee of the Company/ any immediate member of his family/duly authorized representative

- Redundancy
- Installation of labor-saving devices
- Retrenchment to prevent losses
- Prejudicial ailment
- Employee has reached retirement age

An employee hired for a fixed term in accordance with a contract will generally be issued a termination notice by the Human Resource Department at the end of the contract.

19. TRAINING

In order to foster growth among our employees and promote a competitive working environment, the training section shall provide opportunities to enhance the skills of its employees through various training programs.

Initially, newly hired employees undergo new employee's orientation conducted by Training Section of the Human Resource Department (or Operations Supervisor in Provincial branches) before he starts reporting for his job. He will be informed on the Company's general rules and regulations applicable to his job assignment. His Supervisor will be responsible in explaining his specific duties and responsibilities.

Training Programs, in-house or off-site, are conducted as the need arises based on the result of Training Needs Analysis.

An employee who is sent outside to attend training programs is required to:

- Submit certificate of participation
- Submit copies of training manuals and materials
- Stay with the Company for at least one (1) year, for every training program attended worth Php10,000 – Php50,000.

If the employee resigns within the period stated in this policy, he will pay for the total training expenses including other charges that may be applicable.

It will be the management's discretion how long an employee will be required to stay if the training cost an employee attended is worth more than Php50,000.

Attendance in conventions is not covered by this policy.

The employee will continue to enjoy all benefits in full while undergoing training.

20. WORKING HOURS

The Company implements for its employees traditional fixed work schedules (8 hours per day), with one (1) rest day every week.

Employees are required to adhere to their work schedules by reporting to work at the specified starting time, departing at the specified ending time, and taking break periods as authorized (see Break Time p.5).

A flexible work schedule may be granted only to employees with a job grade above 8.

Branch

Branch Heads and/or Supervisors assign the official work schedule of their subordinates and are posted in their bulletin board. Schedules are changed semi-monthly.

Warehouse, Head Office

Department Heads of Head Office and Warehouse assign the official work schedules of their subordinates upon their employment.

Requests for a change in work schedule and/or rest day are allowed, either temporarily or permanently (see *request for change in working hours/rest day* p.29).

ABOUT YOUR BENEFITS...

1. AUTHORIZED ABSENCE WITHOUT PAY

The Company may grant prolonged leave of absence without pay on a case-to-case basis for a period not exceeding one month.

Application for leave of absence without pay exceeding one month will require the approval of the President.

2. BONUSES

2.1 13th Month Pay

The Company shall grant 13th Month Pay to employees who have been with the Company for at least a month in accordance with the provisions of Presidential Decree No. 851.

The 13th Month Pay shall be given annually not later than December 24 in accordance with law. This bonus is given on a pro-rata basis. To facilitate processing and payment, basic salary from January 1 to December 31 of the current year shall be used as basis for computing the amount of 13th Month Pay. Any computed 13th month pay adjustment after the calendar year will be reflected on the first payroll of the succeeding year.

The 13th Month Pay shall be computed as:

Total Basic Pay + Employee Support Allowance earned from January 1st to December 31st of the current year divided by 12 months.

Employees who were separated from the Company at any time during the calendar year will receive the pro-rated equivalent of their 13th Month Pay upon clearing himself/herself of all liabilities and property accountability and will be reflected in his/her Final Settlement of receivables from the Company.

2.2 14th Month Pay

The 14th Month Pay is a guaranteed Company bonus given to regular and active employees at the time of granting.

The payment of this benefit is scheduled on or before May 16 in order to assist employees in their children's school opening needs.

In the same manner as 13th month pay, this bonus is given on a pro-rata basis. Payment is one twelfth (1/12) of the total basic Pay + Employee Support Allowance earned covering May 1 of previous year to April 30 of the current year.

2.3 Christmas Bonus

This is not a regular benefit and is granted only at the discretion of Top Management. Employment must be at least one (1) year on or before 1st of December starting on the employee's probationary period.

3. COMPANY FINANCIAL ASSISTANCE

3.1 Bereavement Assistance

This is granted to employees who suffered loss of an immediate family member/s (parents, brothers and sisters - up to four (4) claims, legal spouse and legitimate children).

In case there are two or more brothers and sisters employed in the Company, they shall be entitled collectively to a single financial assistance in the event of death of their parents and their other legitimate siblings – up to four (4) claims.

The employee should notify the Human Resource Department of the death of the members of his family (see bereavement leave p.24).

The employee should submit copy of the registered death certificate in processing the Company bereavement assistance.

The Company shall contribute the amount of Three Thousand Pesos (P3,000.00) to the employee.

3.2 Maternity Assistance

A maternity assistance of Six Thousand pesos (P6,000) is granted for those who gave birth, had a miscarriage or unwanted abortion.

This financial assistance is a Company benefit aside from the Maternity Benefit provided by the Social Security System (SSS).

The maternity assistance is granted only up to the 4th child (including miscarriage and unwanted abortion). The fifth delivery or miscarriage or unwanted abortion shall no longer be paid, even if no benefits were made on the previous deliveries or miscarriages.

The employee shall notify her employer of her pregnancy and comply with the SSS requirements of marriage notification in accordance with the rules and regulations it may provide.

Any employee who wants to avail of the Company maternity assistance benefit shall, within a reasonable period of time, submit a copy of the following requirements:

- Registered Marriage Contract (If employee is married)
- SSS E-4 (for married employee only)
- SSS Maternity Notification
- Any applicable:
 - Registered Birth Certificate (*for normal & caesarian*)
 - Dilatation & Curettage Report (*for miscarriage-incomplete abortion*)
 - Hystopath Report (*for miscarriage-complete abortion*)
 - Death/Fetal Death Certificate (*for infant or fetal death*)
 - Discharge summary (caesarian birth)

The check for maternity assistance must be claimed by the employee personally at the Compensation and Benefits section of the Human Resource Department. For provincial branches, the check and voucher will be sent to the branch and employee must send back the voucher signed.

3.3 Hospitalization Assistance

Amount of Subsidy

P800.00/night of confinement - for job Grades 2-5 only

The benefit will apply only to regular employees specified above whose illness requires hospitalization as advised by the attending physician.

The number of days upon which the total amount of assistance will be determined from the actual date of admission and will end on the actual day of discharge based on official hospital records.

To enable the employee to avail of the benefit, the following documents must be submitted to the Compensation and Benefits Section of the Human Resource Department by the spouse, immediate family member or duly authorized representative of the employee.

- Certification from the attending physician on the need for

hospitalization or a copy of the admission form from the hospital, specifying the nature of illness.

- Initial Sick Leave form (see sick leave p.22) indicating the estimated number of days with a copy of the doctor's advise for confinement.

The Human Resource department will process the payment of an initial amount equivalent to two (2) days of hospitalization. If the certification from the attending physician includes an estimated number of days of confinement, the Human Resource department will process an amount equivalent to 70% of the estimated number of days of confinement.

The balance of the assistance will be released after the discharge and upon submission of copies of hospital records from which the number of days of confinement can be determined.

The employee may opt to seek release of the total amount of assistance after confinement.

If the initial amount released is more than the amount due to the number of days of actual confinement, the employee has to repay the Company the excess amount through salary deduction in accordance with the following schedule:

	<	P 401.00	=	One-time salary deduction
P 401.00	<	P 801.00	=	Two-time salary deduction
P 801.00	<	P 1,201.00	=	Three-time salary deduction
P 1,201.00	<	P 1,601.00	=	Four-time salary deduction
P 1,601.00	<	P 2,001.00	=	Five-time salary deduction
P 2,001.00	<	P 2,501.00	=	Six-time salary deduction
P 2,501.00	<	P 3,001.00	=	Seven-time salary deduction
	>	P 3,001.00	=	Eight-time salary deduction

The assistance will be granted only up to a maximum of thirty (30) days of confinement per year for a particular kind of illness.

3.4 Emergency Loan

The Company can grant an interest-free emergency loan equivalent to one (1) month basic salary or maximum of P15,000 for those whose monthly basic pay exceeds P15,000. The loan will be payable in six (6) months, without interest.

Acceptable reasons are death or hospitalization of parent or sibling

(for single employees); death or hospitalization of parent, spouse (if married) and child, housing repairs due to damages caused by natural calamities, and other similar emergencies.

3.5 Transportation Subsidy

Transportation subsidy is given on the succeeding payroll after regularization.

The amount of subsidy shall be P25.00 per day, or P650 monthly, net of taxes, based on an average of 26 days per month. The amount due to employees shall be based on the existing payroll cutoff periods and shall be given on a semi-monthly basis, generally every 5th and 20th day of the month, or as deemed appropriate by the Finance Division.

The employee shall be entitled to the subsidy on the basis of the days worked per payroll period. The employee will not be entitled to the subsidy for days covered by suspensions and unauthorized absences or authorized absences in excess of the leave credits.

3.6 Company Facilitated Bank Loan (salary loan)

The company ties up with banks to offer salary loans to regular employees with a lower interest rate offered only for corporate accounts.

To qualify for a loan application, the employee must have no existing company loans. Employees with existing company loans have to fully pay the loan before they can avail of this bank loan. Furthermore, the company requires that employee-borrower must have a minimum tenure in the company before he/she can be qualified to avail this bank loan. The tenure requirement and any other requirements that the company will implement may change from time to time based on the agreed Memorandum of Agreement (MOA) between the bank and the company.

The bank likewise has the authority to establish the requirements needed from the employee-borrower and decide the amount of loan to be granted to the employee-borrower based on their policies.

Loans are requested by filling out the prescribed loan application form, which should be submitted to the Compensation and Benefits section of the Human Resource Department. The list of requirements to be submitted is indicated in the loan application form. Loan applications are endorsed to the bank for review and approval.

The bank sends the check of approved loans to Compensation and Benefits section and employee-borrower shall be notified to claim their check.

Payment of loan is through salary deduction. If the employee separates from the company before full payment of the loan, the Final Settlement of the employee will be allotted for the payment of the loan balance. If amount of final settlement is insufficient, the bank shall do the necessary procedures to coordinate with the employee-borrower on their loan balance based on their internal procedures and legal process.

An employee with an existing Regular Salary and Emergency Loan with our tie-up banks can no longer avail the company emergency loan except in cases of extreme necessity as determined by the Company Emergency Loan Administrator and if the total monthly deductions for these loans will not exceed thirty three per cent (33%) of his average take home pay.

3.7. Food Subsidy

This is given as support to employees for their food expenses during off-base official assignments, department/inter-department meetings, and special project activities. Such must be approved by the Department/Division Head in compliance with the subsidy options.

Reimbursement is contingent upon a properly completed and approved Expense Report with complete receipts. This benefit is not applicable to couriers/messengers due to the basic nature of their job.

Category	Subsidy
Off base assignment, including overnight work - minimum 5hrs (not applicable to messengers)	Php70/pax/day
Department meeting - minimum 3hrs	Php120/pax
Special Project Assignment	variable amount
Branch Events *monthly specials *branch meetings *branch anniversary *other special occasions	Php50/pax or maximum of Php2,000 whichever is lower

4. GROUP INSURANCE

4.1 Life Insurance

Employees are provided with group life insurance upon their regularization at the company. An employee chooses his/her

beneficiary/ies and may change it anytime in accordance with the requirements of the insurance provider.

<u>Job Grade</u>	<u>Coverage</u>
1 - 4	P 200,000.00
5 - 7	P 300,000.00
8 - 9	P 500,000.00
10 - 12	P 700,000.00
VPs & Pres.	P 1M

4.2 Medical Insurance

This is a comprehensive Health Plan, which covers in-patient and out-patient services as well as dental benefits from accredited hospitals, clinics and doctors.

A pregnant employee who uses her medical insurance due to an illness that is in connection with her pregnancy shall not be covered by the insurance provider.

Employees' dependents can avail of this medical insurance upon request. The premium payments for which shall be chargeable to the account of the employee through salary deduction.

In the event that an employee would want to terminate the medical insurance coverage of his/her dependents, a notification letter must be submitted to the Human Resource Department.

Job Grade	Coverage	Room
2-5	Php80,000/illness/year	Ward
6-7	Php90,000/illness/year	Semi-Private Open
8-9	Php100,000/illness/year	Small Private Open
10-11	Php120,000/illness/year	Regular Private Open
12-14	Php130,000/illness/year	Large Private Open
President	Php150,000/illness/year	Suite

Employees must undergo Annual Physical Exam (A.P.E.) for continuous insurance coverage. If an employee fails to comply with the scheduled A.P.E. within the set deadline, the insurance coverage of the employee (including his/her dependents) will be terminated by the company. To resume insurance coverage, the employee must undergo A.P.E. which they will personally pay for including re-enrollment charges. Moreover, the insurance coverage of his dependents will resume only upon request.

5. LOYALTY AWARD

This policy provides a benefit program to recognize and show appreciation to employees who have rendered continuous service for at least five years.

Regular employees are eligible to receive the appropriate service awards after completing five (5), ten (10) and fifteen (15) years of cumulative employment service.

For the purpose of this benefit, employment with the Company will not be cumulative. If an employee leaves the Company and is later re-employed, the length of previous periods of employment will not be added together in order to determine eligibility; only the re-employment period will be counted.

At the anniversary date of the Company, May 16 of each year in which an employee reaches one of the service milestones set forth above, the employee will be awarded the appropriate service plaque of appreciation and a cash gift.

After 5 years of service:

Plaque of appreciation plus P5,000 cash gift

After 10 years of service:

Plaque of appreciation plus P10,000 cash gift

After 15 years of service:

Plaque of appreciation plus P20,000 cash gift

6. PAID LEAVES

6.1 Vacation Leave (VL) & Emergency Leave (EL)

This benefit shall apply to all regular employees who have continuously rendered one year of service or a fraction thereof during the previous calendar year, and have therefore earned the corresponding vacation leave credits during that year.

They will be entitled to enjoy the earned vacation leave credits in the succeeding year, starting the month of January. The maximum annual entitlements are as follows:

Branch/Warehouse employee = 17 days

*Central office (on-call on Saturdays)
1-5yrs tenure = 15 days*

*Central office with 6-day work week = 17days
Central office with over 5 years tenure - 17 days*

Regular employees shall be entitled to this benefit in the current year, after earning the vacation leave credits in the previous calendar year.

Newly regularized employees will still be entitled to vacation leaves on the calendar year following their year of hiring in accordance with the credits they earn. The vacation leave credits for newly hired employees are computed proportionately to the number of months of service in the year they are hired.

Vacation leave credits are non-cumulative. Unused leaves at the end of the year shall be forfeited and shall not be convertible to cash.

Approved vacation leaves canceled by the superior due to operational requirements and thus remain unused at the end of the year may be deferred up to February of the succeeding year. They shall be scheduled separately from the regular vacation leave entitlement. Deferred vacation leaves remaining after February will be forfeited.

An emergency leave (EL) of up to three (3) days for employees classified under Job Grade 8 and below and up to five (5) days for employees belonging to Job Grade 9 and above out of the total annual vacation leave credits is allowed for use to attend to sudden illness of any immediate family member, personal emergencies, fire affecting an employee's home or within the immediate vicinity of the employees residence and any major natural or man-made calamity preventing an employee from reporting for work. The respective three (3) days and five (5) days emergency leave are exempted from the required number of days of filing prior to availment of leave. The immediate superior can file the leave in behalf of the employee immediately after being notified, so that the leaves can be officially recorded and that the salary of affected employee can be released in full on the scheduled payday.

Additionally, victims of calamities such as fire, floods, earthquakes, terrorist threats and civil disturbances are exempted from the pre-filing schedule requirement of Vacation Leave. The affected employee, however, is required to notify his immediate superior by any suitable means of communication as soon as possible, so that the leave can be filed in his behalf upon his request. For employees who are victims of such major calamities, the balance of vacation leave credits are convertible to emergency leave, subject to the approval of the department head, and confirmation/verification of the Human Resource Department.

Legal or Special holidays and rest days falling within the vacation leave period will not be considered part of the leave and therefore will not be subtracted from the leave credits.

Vice-Presidents are exempted from regulations and requirements on the vacation leaves.

Employees must submit their approved vacation leave applications to Human Resource on the required filing schedule:

- 1 - 2 days VL - two (2) days ahead
- 3 - 5 days VL - five (5) days ahead
- 6 - 10 days VL - ten (10) days ahead
- 11 - 17 days VL - fifteen (15) days ahead

Those performing complementary functions within the branch are not allowed to go on leave at the same time; e.g. only one (1) Operations Supervisor, or one (1) cashier/card staff, etc at any given time. A specific person should be assigned to take over the functions of those who are going on leave.

No more than two (2) personnel per branch are allowed to take their vacations at the same time.

The vacation leaves falling before or after major holidays of the year are distributed equitably among branch employees to ensure that no employee is at a disadvantage.

6.2 Sick Leave (SL)

Any regular employee who is unable to report to work due to injury or illness is granted paid leaves of absence up to a maximum of fifteen (15) days per year.

The benefit applies for cases requiring treatment or recuperation either at home or in a hospital.

All regular employees at all job grades and levels of employment shall earn the sick leave credits by rendering continuous service for one year or a fraction thereof during the previous calendar year. They shall then enjoy whatever leave credits they have earned in the previous year in the succeeding calendar year. The leave credits shall be computed in proportion to the number of months served.

Sick Leave can be paid only if it is filed together with a reasonable proof of sickness, preferably but not necessarily a doctor's certificate. A letter certifying such sickness from a responsible member of the employee's household is acceptable considering that not all sickness will require consultations with a doctor.

Consideration shall be given to employees who are to submit the requirement until the 18th of the month for 1-15 cut-off and the 3rd for the 16-28/29/30/31 cut-off.

Unused sick leave is convertible to cash and shall be paid on or before February 15 of the following year.

For employees who resign within a calendar year, the cash equivalent of the sick leave credits earned within the current year shall be included in his final settlement.

If an employee's sick leave is due to a serious illness, he has to submit clearance from his physician.

Employees who are on sick leave and have consumed all his sick leave credits may be allowed to apply his vacation leave balance for sick leave purposes. Such leave can be filed without the advance notice requirement but will require a medical certificate from the attending physician declaring that the person is still unfit to work and that a specified number of days is required for recuperation, either at home or in a hospital or similar treatment facility. This is applicable only to employees who had confinement in hospitals or treatment by a physician for a major illness requiring prolonged recuperation and convalescence.

Employees belonging to the category of Department Head and above are not required to present proof of illness in filing sick leave. However, the approval of the immediate superior on the leave form is required for the sick leave to be considered valid.

6.3 Bereavement Leave (BL)

All regular employees, regardless of length of service shall be entitled to a bereavement leave of four (4) working days with full pay in case of death of an immediate family member (spouse, child/ren, parents, parents-in-law, brother/s, sister/s, legally adopted child/ren).

He shall be required to present a death certificate as proof such death as a requirement for payment of the leave incurred.

The employee can also avail of vacation leave without the pre-filing requirement for a maximum of seven days.

The employee shall file such leave within three days of occurrence of death, personally, through an immediate family member or a representative with a written request duly signed by the employee. In exceptional cases, the immediate superior may file such leave in behalf of the employee upon the employee's request.

6.4 Paternity Leave (PL)

This benefit is granted in pursuant to Republic Act No. 8187 dated June 11, 1996.

Every married male employee in the private sector shall be entitled to paternity leave benefits of seven (7) working days with full pay for the first four (4) deliveries by his lawful spouse with whom he is cohabiting.

Employee must notify the Human Resource Department of the pregnancy of his wife and her expected date of delivery subject to the provisions of notification.

Paternity leave is also applicable if the employee's wife suffers a miscarriage or an unwanted abortion.

Employee shall accomplish a Paternity Notification Form to be provided for by the Human Resource Department and submit the same to the latter, together with a copy of his marriage contract (if not yet submitted to Human Resource Department).

Any employee who has availed of the paternity leave benefits shall, within a reasonable period of time, submit a copy of the birth certificate of the newly-born child, death or medical certificate in case of miscarriage or unwanted abortion, duly signed by the attending physician or midwife showing the actual date of childbirth, miscarriage or unwanted abortion, as the case may be.

The paternity leave benefit may be enjoyed before, during or after the delivery by his wife; provided, that the total number of days shall not exceed seven (7) working days for each delivery. Provided further, that this benefit shall be availed of not later than sixty (60) days after the date of said delivery.

6.5 Authorized Absence Without Pay (Mandatory)

Maternity Leave (ML)

Maternity Leave is a Social Security System (SSS) benefit.

SSS maternity benefit is granted to a female employee member who is unable to work due to childbirth or miscarriage or unwanted abortion.

The maternity benefit is a daily cash allowance equivalent to 100 per cent of the member's average daily salary credit (based on SSS table) multiplied by 60 days for normal delivery or miscarriage, and 78 days for caesarean cases.

Government requires that:

- The employee has paid at least three monthly contributions within the 12-month period immediately preceding the semester of her childbirth or miscarriage.
- The employee shall have notified her employer of her pregnancy and the probable date of her childbirth. Notice shall be transmitted to the SSS by accomplishing SSS Form B-300A (Maternity Notification Form) in accordance with the rules and regulations it may provide.
- The maternity benefit provided shall be paid only for the first four (4) deliveries or miscarriages or unwanted abortion. The fifth delivery or miscarriage shall no longer be paid, even if employee has not availed this benefit on her previous deliveries or miscarriages or unwanted abortion.

7. PARKING (Head Office)

Parking slots are limited to employees with job grades above 8.

Parking Stickers application and renewal are coursed through the Human Resource Department.

Employee must furnish the Human Resource Department the vehicle's official receipt and certificate registration for processing of his parking sticker as required by the Building Administration.

For individual parking slot, the Company shall only pay for the employee's first (2) two vehicles. For group parking slot, the company will only pay for the first car applied. Excess costs shall be charged to the employee.

8. PERFORMANCE EVALUATION

The Company implements Performance Management System to enable each department within the Company to focus on work activities and goals, identify and correct existing problems, and to encourage better performance.

All employees after regularization undergo performance evaluation semi-annually. Only those who earn a rating equivalent to or above satisfactory level are given merit increase following the pay structure designed by the Corporate Performance Evaluation Committee.

9. TRAVEL ALLOWANCE

9.1 Travel from Manila up to extended Metro Manila, Province up to within same region

Applicable to employees required by their superiors to render official business at any ABL E and its Affiliate Bingo sites and other business establishments or government entities.

Mode of transportation covered by the transportation allowance are:

- Buses, Jeepney, Pedicabs and other forms other than taxi
- Public Trains

The cost of taxi transportation will be reimbursable only where heavy supplies and/or equipments, packages, and other items are being carried between branches, offices or to other business concerns and in extreme cases when no other public transport is available and it is important to save official time. Travel by taxi shall be kept to a minimum and shall definitely not be used for long journeys.

Employee's use of his personal/company provided vehicle shall be allowed provided that reimbursements for gasoline expense will only be based on public transportation cost (rank and file), and taxi fare for allowed officers.

The allowable transportation expense shall cover the lowest fare (from employee's house to assigned work destination vs. from employee's work base to assigned work destination)

Claims for transportation expense may be reimbursed from the Petty Cash Fund of the department/branch where employee is officially

assigned. Transportation expense may also be given through advances from the Petty Cash Fund subject to the approval of the Department Head/Branch Head but the same must be appropriately liquidated within five (5) days.

Claims should be detailed on the Petty Cash Voucher and/or accomplished transportation expense report duly supported by original receipts and documentations. After which, this voucher must be submitted to the Department/Branch Head for approval and for endorsement to the petty cash custodian..

9.2 Allowance Per Diem

Travel by air shall generally be preferred but shall in no case be the exclusive mode of travel. The approved airlines are:

Job Grade 1-9 - Lowest fare from any airline
Job Grade 10-12 & VP - PAL

The Department Head shall submit a travel request letter to the Human Resource Department and likewise furnish a copy for Purchasing Department for plane ticket purchase. The reason, duration and schedule of the travel must be indicated in the request letter.

The Human Resource Department shall prepare the employee's request for Travel Form and compute the applicable allowances, and secure approval of the computation from the Head of the Administration Division, and forward the form to Accounting Department for processing.

The Human Resource and Purchasing Department shall monitor the duration of the official travel and shall compute any excess allowance for travels whose duration are actually shorter than the schedule indicated in the official request. The employee will then be required to reimburse any excess amount either in cash or through immediate salary deduction.

The employee is required to inform his superior of his address while on assignment regardless of whether he is staying in a hotel or elsewhere to facilitate communication with him.

Allowances for laundry (for assignments of long duration) are built-in, in the schedule of allowances.

Employees traveling with consultants are normally not allowed to spend for representation for these consultants unless prior written

authorization is given by the Vice-President concerned or the President. In such cases all anticipated expenses, must be cleared with the officers concerned. The required cash advance should then be approved by them and secured by the employee, and should be liquidated in accordance with existing company policy.

Per diem shall be granted on straight daily basis or fraction of a day, depending on the travel schedules presented. Supporting receipts need not be presented for expenses within the scope and limits set forth in the policy.

Employees who go on official travel shall surrender to the Purchasing Department all used airline ticket, coupons and passenger copy of the boarding passes within three working days of arrival from official travel. The full amount of airfare will be charged to the account of employees who fail to comply with this policy.

10. RETIREMENT and SEPARATION BENEFIT

The basic retirement benefits required by Republic Act 7641, “The Mandatory Benefit Law”, requires private sector employers to provide basic retirement benefits to employees who have reached the age of sixty (60) and who have completed a minimum of five (5) years of service.

RULES AND REGULATIONS – GENERAL

1. DRESS and APPEARANCE

Dress, grooming, and personal cleanliness standards contribute to the morale of all employees and affect the business image that the Company presents to its customers and the general public.

During business hours, all employees should dress and groom themselves according to the requirements of their position and accepted social standards. This is particularly required if the nature of the job requires dealing with customers or visitors directly.

If the manager or supervisor feels that an employee's appearance is inappropriate, the employee may be asked to change into more acceptable attire. If this requires leaving the workplace for a change of clothes, the employee will not be compensated for the time spent away from work.

2. OVER TIME WORK

Time monitored employees can be required and authorized by their superiors to work overtime as needed.

It is the responsibility of an employee to file (using application for leaves/ work schedule changes form) for his over time so that it will be credited to his salary.

3. PETTY CASH ADVANCES & LIQUIDATION

The purpose of Petty Cash Fund is to allow for the reimbursement of minor or emergency business expenses in an efficient and cost effective manner. Use of such must be limited to reimbursement to employees for small expenses, not exceeding one thousand pesos (Php1,000.00).

Employees who receive money from Petty Cash Fund shall submit to the petty cash custodian a completed petty cash voucher form for liquidation, accompanied by original receipts within five (5) working days from the date of petty cash withdrawal, unless the period for liquidation is extended in writing by the Division Head.

The petty cash custodian reports to the Comptrollership Department the employees who have not liquidated their petty cash advances beyond the allowable period of liquidation. The full amount shall automatically be deducted from the employee's upcoming salary. A penalty shall also be

applied to employees who fail to liquidate petty cash advance within the allowable period. (see Appendix IX).

4. PLAYING OF COMPANY BINGO PRODUCTS

To avoid questions about the integrity of the conduct of our operations, all employees are prohibited from playing any of our games/products in any of our existing branches.

Furthermore, employees are also not allowed to play at all direct competitors offering the same line of products in our branches.

Anyone who violates this policy will be subject to disciplinary action up to and including termination of employment.

5. REQUEST FOR CHANGE IN WORK SCHEDULE/REST DAY

Employees who wish to request for a change in working hours or rest day must accomplish the “applications for leaves/work schedule changes” form.

Such requests must be filed, approved by the Branch/Department Head, and forwarded or sent via fax to Human Resource Department at least a day before the effective date of the request.

If advised by an employee’s superior to file such request on the same day, it will be considered but it must be filed and sent to Human Resource Department on the same day.

6. REQUEST FOR LEAVE OF ABSENCE (without pay)

Employees who wish to request for a leave of absence without pay must accomplish the “applications for leaves/work schedule changes” form at least 2 (two) days prior its effective date.

Such request must be filed, approved by the Branch/Department Head.

For emergency absence/s, employee must initially seek verbal approval of his Branch/Department Head before his official working hour. The application for leave must be filed and approved upon his resumption for work.

An employee may ask a representative to file his emergency leave of absence if his absences will be prolonged.

7. REQUEST FOR UNDER TIME

Under time is permissible if the employee has already rendered the first four (4) hours of work of his shift schedule.

An employee who has an emergency reason or is not feeling well will be excused from the first rule mentioned.

An employee must accomplish the “applications for leaves/work schedule changes” form and seek approval from his Department/Branch Head and forward or sent via fax to Human Resource Department on the same day before the employee leaves the company premises.

8. SEXUAL AND OTHER FORMS OF HARASSMENT

The Company is committed to providing a work environment that is free from discrimination and harassment. It recognizes that the tension and conflicts in the workplace due to such acts significantly reduces productivity and employee morale. Actions, words, jokes or comments based on an individual’s sex, race, ethnicity, religion, age, or any other personal characteristic is prohibited.

Sexual harassment, both overt and subtle, is a form of employee misconduct that is demeaning to another person, causes considerable mental and emotional anguish and undermines the integrity of the employment relationship, especially if done by a superior to a subordinate. This is therefore strictly prohibited as mandated by R.A. 7877, also known as the Anti-Sexual Harassment Act of 1995, which took effect on March 5, 1995.

The purpose of this policy is to prevent sexual and other forms of harassment and to provide an employee, who believes he/she is being subjected to harassment, a prompt and secure means of ending it.

The Company realizes that sexual harassment cases are usually very difficult to resolve because of the complex and vague nature of the circumstances and situations surrounding such cases. It will usually redound to one person’s word against another, unless accusations are supported by evidence or testimonies of disinterested third parties. The Company therefore encourages all managers and supervisors to take measures to prevent, discourage and take prompt action to end such acts before they become full-blown problems. They should also see to it that the subject of such harassment is protected against any retaliatory moves by the employees concerned.

The Company regards all acts of harassment as a violation of the standards of conduct of employees. Accordingly, all employees committing such acts will be subject to termination of employment. Managers and supervisors who take advantage of their position and authority to sexually harass employees under them will be dealt with more severely.

Definition of Sexual Harassment

Sexual harassment includes not only any unwelcome or offensive sexual advances or request for sexual favors but also other physical or verbal conduct with sexual connotations such as uninvited touching or physical contact and sexually suggestive comments. Sexual harassment further occurs:

1. Where submission to or rejection of such conduct is made either explicitly or implicitly a term or condition for employment.
2. When submission to or rejection of such conduct is used as a basis for employment decisions such as promotions, transfers, performance reviews, etc.
3. When such behavior has the purpose or effect of unreasonably interfering with an individual's performance or creating hostility or tension in the workplace.

Reporting Harassment

Any employee who wants to report an incident of sexual or any form of harassment should submit a written complaint to his supervisor or department head. If the employee believes it would be inappropriate for him to course the complaint to his supervisor or manager, the employee should submit the complaint to the manager of the Human Resource Department, or to any member of the Personnel Committee. The Company should ensure that no act of reprisal is taken against any complainant.

Responsibilities of Management

Any supervisor or manager who becomes aware of a possible incident or of sexual or other forms of harassment within their organizational unit must immediately take steps to curb such acts and prevent escalation. He should inform the Human Resource Manager or any member of the Personnel Committee in case he feels that the problem can no longer be resolved internally. The Personnel Committee shall then immediately, thoroughly, and impartially investigate the case, taking care as much as possible to maintain

confidentiality of the case. It shall then impose appropriate disciplinary action up to and including termination of employment if the results of the investigation confirm the accusations of harassment against an employee.

Retaliation and False Accusations

The company does not allow any employee to take retaliatory action against a person who, in good faith, files a complaint of sexual or other forms of harassment. Acts of reprisal in any form may lead to disciplinary action, up to and including termination of employment. However, when results of investigation show that a complaint of harassment was fraudulent, frivolous or was intentionally done in bad faith to besmirch the reputation of other employees, the complainant may be subject to disciplinary action, up to and including termination of employment.

Informal Process of Investigation and Resolution

Individuals who are subjected to sexual and other forms of harassment may seek redress through informal means. Cases may be investigated internally and informally within a section, department or division if the complainant believes the complaint can be resolved fairly and satisfactorily in this manner. The supervisor, department manager, or division vice president should act as the arbiter and should see to it that an impartial and confidential investigation is done within the organization, and an amicable settlement is reached. The complainant reserves the right to request a formal investigation if the case is not resolved amicably.

Formal Process of Investigation and Resolution

An employee may file a formal complaint of sexual and other forms of harassment by submitting a written complaint and request for a formal investigation through the Employee Relations Section of the Human Resource Department. The complaint should specifically state the nature of harassment, the places, dates and approximate time where such acts occurred, and the person who committed such act/s. The Human Resource Manager shall then meet with the complainant to verify the complaint, seek clarifications if needed, and try to determine if there is enough basis for the complaint. The Human Resource Manager shall then request the alleged harasser to explain in writing his response to the allegations against him, and conduct a discreet investigation. The complaint should be treated with utmost confidentiality. The Human Resource Manager shall then request the Personnel Committee to deliberate on the accusation and on the results

of the investigation and to render a decision.

Both parties may elevate the case to the Office of the President if they are dissatisfied with decision of the Personnel Committee. The President may assign a representative to review the decision and decide on the case with finality.

9. TIMEKEEPING

The law requires that the Company must keep an accurate record of time worked of its employees in order to calculate his pay and benefits. The Company will retain these records, along with other documents that are used as supporting document for an employee's time record, for a minimum period of five (5) years.

Upon employment, an employee will be informed whether he will be required to log in and out using time capturing device or if he will be exempted.

It is the employee's responsibility to ensure that his time records are complete and accurate.

An employee's time record will be based on his official schedule, actual log records, approved applications of:

- Schedule/rest day changes
- Over time
- Under time
- Leaves with/without pay
- Log in/out

Time record violations that an employee commits, will lead to salary deductions. These are:

- Incomplete or multiple log in/out
- Same log in and out for break time (if required to log)
- Minimal break time period
- Sick leave without prescribed attachment
- Unapproved / disapproved attachment
- Vacation leave (late filing / submission)

For timekeeping offenses that are reconsidered, salary adjustments will be made accordingly on the employee's next salary.

10. USE OF COMPUTERS, E-MAIL, INTERNET

Employees must immediately report to his supervisor any damages to his workstation.

Propriety software or codes developed by the Company is subject to copyright laws

Only authorized employees are allowed to use chat programs. This is for use only to communicate with fellow employees and clients for official Company business.

The following items specified below are not allowed:

- Switching of computer parts unless authorized by the computer administrator, your supervisor or a manager.
- Changing the setup of the workstation including the electrical plugs and network cables.
- Swapping of Company owned items with personal owned is considered theft and grounds for immediate termination.
- Installing or uninstalling software programs, if necessary seek first approval of Administrator or Managers
- Adding, Modifying User Account Settings.
- Unauthorized formatting or deleting of files.
- Intentional installation or usage of malicious or destructive programs (hacking tools).
- Surfing of “unauthorized” websites. Definition of “unauthorized” website is any website that has nothing to do with official company business
- Passing along chain letters or hoax emails. Sending “Spam,” defined as unsolicited “junk” e-mail sent to large numbers of people. Official email should not be used for gossiping, backbiting, or other negative activities.
- Downloading of any files unless you have a written permission from the Information Technology and Management Services Department

- Adding of network sources is strictly prohibited. If necessary, please inform the Network Administrator first with approval by the immediate supervisor.
- Using of network resources, such as printing, for personal use must first be approved by a supervisor or manager.

Employees who misuse Company computing and network resources or who fail to comply with the Company's written usage policies, regulations and guidelines are subject to disciplinary action.

11. USE OF COMPANY EQUIPMENT AND VEHICLES

Employees are entrusted with the use of the Company equipment and vehicles. Reasonable efforts must be made to ensure the security of the equipment and/or vehicles at all times.

Company equipment and/or vehicles are for official use only and may not be loaned or borrowed.

Under no circumstances should the Company property be utilized for the personal use of any employee without the permission of the Department Head.

The abuse, misuse or misappropriation of Company equipment and vehicles can lead to appropriate disciplinary actions.

It is the responsibility of the employee in charge of its use to:

- Make arrangements for insurance or other requirements, i.e. make and registration of vehicle.
- Provide restitution for any Company equipment and/or vehicles that are lost, stolen, or damaged due to negligence on the part of the employee.
- Comply with procedural requirements and documentations in requisitioning any Company equipment and/or vehicles for work related use.

The custodians of equipment should see to it that procedural requirement is followed and all requisitions are signed by the designated approving authorities.

12. USE OF PHONE

The telephone facility of the Company is strictly for business purposes only. Employees should practice courtesy and decorum in answering all telephone calls. Appropriate telephone greeting should be used at all times.

An employee's conduct in telephone usage will reflect the image of the Company to outside entities.

13. VISITORS IN THE WORKPLACE

Only persons with legitimate business purposes and those with proper authorization are allowed to visit the work area of the branches, head office and other Company facilities.

The employee's visitors are required to wear the identification cards issued by the security officer while inside the premises.

Employees are prohibited from bringing their children to the workplace unless they are participating in a supervised activity. The Company cannot assume responsibility for any untoward incident or any injury sustained by employee's children while inside Company premises.

Employees should immediately report the presence of unauthorized individuals inside the workplaces to the immediate superior and to the security officer on duty.

14. WORKPLACE VIOLENCE

Employees are expected to observe proper decorum and treat all fellow employees and customers with respect at all times.

Employees must refrain from engaging in fight, "horseplay" or other conduct that may be dangerous to others.

Firearms and other weapons, explosives, dangerous devices or substances are strictly prohibited from Company premises without proper authorization.

Threatening, coercing, intimidating another employee, customer or a member of the general public at any time, including off-duty periods is not allowed. This prohibition includes all acts and forms of harassment.

Employees should immediately report all violence or threats thereof, both directly or indirectly to his immediate superior or any member of management or to the security officer on duty.

RULES AND REGULATIONS – BRANCH OPERATIONS

1. STANDARD GREETING

The goal of the Company is to commit itself to quality customer service by ensuring that all our clients, whether external or internal are greeted with a warm, personalized service.

It is the policy of the Company that a standard greeting phraseology be used according to Company standards at all times whether they are in operations or are in administrative work areas.

Standard Practice

Upon entering the Company, all customers are warmly greeted with a smile and eye contact.

Staff is attentive with upright posture

Customer receives warm verbal greeting by name, if known; by “sir” or “ma’am” if name is not known.

Customers are acknowledged as soon as there is eye contact and greeting is made from a distance of one meter.

Standard phraseology for greeting are as follows:

1. Good morning/ afternoon/ evening Sir/Ma’am
2. Welcome to _____.
3. Good Luck Sir/Ma’am
4. Thank you for playing Bingo with us.
5. Please come again.
6. Thank you.

In Tagalog:

1. Magandang araw/ tanghali/ hapon/ gabi po, Sir/Ma’am
2. Manalo po sana kayo
3. Maraming salamat po. Balik po kayo.

2. CUSTOMER RELATIONS

Our corporate image is, to a very large extent, affected by the manner in which employees interact with customers. Therefore, maintaining good customer relations and customer satisfaction should be foremost in the minds of all employees.

All customers must be treated with utmost respect and courtesy. All employees must be friendly, helpful and prompt in giving attention to customers.

Customer complaints and concerns should be attended to immediately at the branch level by the Branch Manager and brought to the attention of the Operations & Marketing Division.

3. CELLULAR PHONE BAN

Use of Cellular/Mobile Phone inside the playing area is prohibited whether an employee is on duty or on break period. The use of cellular phones will only be allowed inside the office area.

4. PERSONAL ERRANDS FROM SECURITY/JANITORIAL PERSONNEL

Employees are prohibited from asking personal errands to Security Guards and Janitorial Personnel.

Our Company will be held liable by agencies for any untoward incident that may happen to their personnel outside the place of assignment during their working hours.

5. SHORTAGES

The policy covers any employee and officer of the Company.

Employees who incur shortage in sales or Company funds shall pay for the whole amount and may be given disciplinary action whether it was a willful act of misappropriation or act of negligence.

Shortages shall be deducted from the upcoming salary of the employee.

Shortages incurred prior the payroll cut-off will be deducted immediately.

Shortages incurred after the payroll cut-off will be deducted on the succeeding cut-off period.

Employees who incur shortage of more than Php3,000.00 but not more than the equivalent of the employee's monthly salary within a period of two (2) years shall be sanctioned up to and including dismissal.

Employees will only be exempted from disciplinary action if a) the shortage is directly attributable to machine or computer error/defect, b) the shortage

is due to excusable neglect but not more than Php3,000.00 within the two-year period.

Branch Cashiers are required to submit a weekly shortages report every Tuesday to Human Resource Department and every cut-off to the Accounting Department. Failure to do so shall be given appropriate sanction up to and including dismissal.

Employees who commit the following shall be terminated from work.

- Commits act/s resulting to a shortage or incurs a shortage amounting to more than his monthly salary.
- Willful misappropriation of Company funds/money.
- Fraud
- If an employee has incurred or committed an act that resulted to another shortage after being given a one (1) week suspension for the same offense.
- Branch Cashiers who commit a fifth violation on failure to submit weekly shortages report.

ABOUT YOUR TRAINING AND DEVELOPMENT...

1. REGULAR EMPLOYEE ORIENTATION

All regular employees undergo orientation on all Company Rules and Regulations, their benefits, and all standard procedures that the Company implements.

Employees are given employee handbook for their guideline and for future reference.

2. ON THE JOB TRAINING

AB Leisure Exponent, Inc. acknowledges its crucial role in supporting educational programs of government and private schools by institutionalizing On- the- Job- Training program as a means of enriching the student's knowledge and skills through actual practice and experience in their specialized fields.

The Human Resource Department will only entertain requests from the school duly signed by the director/dean/any school official.

Human Resource Department, in coordination with departments concerned, handles the screening, scheduling, monitoring, evaluation and other such matters pertaining to request by school for practicum or off-campus training of their students in all areas of operations of ABLE.

Student trainee must comply with Company rules and regulations and his job assignment duties.

3. SERVICE CONTRACT AFTER OFF-SITE TRAINING

Employees who attend training programs or special studies that the company will require shall have a service contract with the Company.

Employees who have undergone training costing between Php10,000.00 and Php50,000.00 shall stay with the Company for at least one (1) year and shall execute a contract to that effect.

All trainings attended amounting between Php10,000.00 and Php50,000.00 shall require one (1) year of service for each training program attended.

If the employee resigns within the service contract, he will reimburse the Company the total training expenses.

The Management shall have its discretion on the number of years the employee needs to serve the Company if the training cost is over Php50,000.00.

For other training programs attended by an employee whose amount is below Php10,000.00, he will only be required to submit his Certificate of Completion of the training program.

The employee will continue to enjoy all benefits in full while undergoing training.

ABOUT YOUR PAY...

1. PAYDAY

All regular, contractual and project employees are paid semi-monthly on the 5th and 20th of the month.

An employee's salary is deposited by the Company to his payroll account that he will be required to accomplish before his date of employment.

The 5th of the month payroll includes basic earnings for all work performed within the 16th day to end of the month payroll period of the previous month and adjustments/deductions for 1-15th payroll period of the previous month.

The 20th of the month payroll includes basic earnings for all work performed within the first day to the 15th day of the present month payroll period and adjustments/deductions for 16th to month end payroll period of the previous month.

In the event that a regularly scheduled payday falls on a weekend or a Company recognized holiday, it will be released day/s in advance.

2. PAY CORRECTIONS

The Company takes reasonable steps to ensure that employees receive the correct amount of pay in each payroll period and that employees are paid on the scheduled payday.

Employee Relations Section audit Time Records of employees before final endorsement is made to the Payroll section. If discrepancies are seen, these are corrected immediately.

If an employee still notices discrepancies in his salary, he is advised to promptly report it to the Payroll and/or Employee Relations Section so that corrections can be made as quickly as possible through a standard procedure.

If underpayment/overpayment are identified, the employee's next regular payroll will be adjusted accordingly.

3. PAY DEDUCTIONS

The law requires that employers make certain deductions from every employee's compensation. Among these are:

- Income tax
- Social Security System
- Human Development Mutual Fund (Pag-Ibig)
- PhilHealth

The above-mentioned deductions are computed based on guidelines set forth by the government agencies.

Other deductions that an employee may be subject to if applicable are:

- Tardiness
- Under time
- Leaves without pay
- Work Suspensions
- Loan payments (company loan, government agency loan, company facilitated bank loan)
- Company Uniform
- Employee's Health Card Dependents Fee/Medical Collectibles
- Shortages, Pay outs (for branch employees)
- Emergency loans
- Other official charges (post paid line subscriptions, personal long distance calls)

Clarifications regarding salary deductions should be directed to the Employee Relations or Payroll Section.

The table below illustrates the basis of computation of an employee's salary that we presently implement.

Attendance on:	Basic pay received on:	+/- Adjustment reflected on:
1 st - 15 th of month	20 th of month	5 th of following month
16 th - 31 th of month	5 th of following month	20 th of following month

The table below illustrates the schedule of deduction for work suspension/s.

Suspension schedule:	+/- Adjustment reflected on:
1 st - 15 th of month	20 th of present month
16 th - 31 th of month	5 th of following month

OTHER THINGS YOU SHOULD KNOW...

1. ACCESS TO PERSONNEL FILES

The Company recognizes the right of each employee to examine and obtain a copy of documents contained in the employee's personnel file within a reasonable time, except for information and materials therein that are classified as "confidential."

Employees are allowed to review the contents of their personnel file by accomplishing the "Access to Personnel Files" Form from the Human Resource Department. Only the Human Resource staff may remove documents from personnel records or withhold records.

Superiors are allowed to review the contents of a personnel file for an employee who currently works in the superior's section, department or division on a need-to-know basis.

Personnel files should be returned within 2 days from the date borrowed.

Personnel files of any current or former employee are not available for review by any private or public agencies without appropriate legal authorization.

2. CERTIFICATE OF EMPLOYMENT

Certificate of employment is issued to employee upon submission of a written request. It must include pertinent information such as his complete name, present job title, department/branch, detailed purpose of his request, company requiring the certificate.

Release of certificate is scheduled once a week, Friday, or the soonest time possible if necessary due to a valid urgent need of the employee.

3. DRUG TESTING ON EMPLOYEES

In accordance to Department Order 53-03 of the Department of Labor and Employment – Drug-Free Work Policy, our company implements random drug testing among officers and employees alike.

Results of the test are disclosed to employee alone. If it turns positive, the company's assessment team shall evaluate the results and determine the level of care and administrative interventions that can be extended to the concerned employee.

However, the company has the authority to impose a sanction of termination to an employee in accordance with the provisions of Article 282 of Book VI of the Labor Code under RA 9165 – Comprehensive Dangerous Drug Act.

4. EMERGENCY CLOSING

In the event of adverse weather conditions, civil disturbances (riots, commotions and the like) that are widespread and extremely severe, the Management can announce that employees may not report for work while pay for employees will be continued.

A memorandum will be released by the Human Resource Department specifying instructions for all employees affected by the closing of operations.

If there is an unplanned disruption of power or water, an emergency closing is not automatic. The Managers shall acquire a prognosis of the extent and length of the disruption from the utility companies. Employees should, insofar as possible, continue to carry out assignments.

For an extended power or water outage, employees may be given assignments to perform at another work location.

For branches, the Branch Heads, or Operations Supervisors in the absence of the former, are required to comply with procedural requirements and documentations that have been formulated for emergencies such as power outage, calamities and bad weather. This covers stoppage and resumption of games, verification of venue status from mall administration, advise to players, refund and computation for the cost of unused cards, treatment of payout and pari-mutuel games as well as mall regulations to avoid penalties.

The Vice President for Operations and Marketing or any delegated Officer in Charge in his absence has the final say on temporary branch closings due to emergencies.

4. EMPLOYMENT REFERENCE CHECKS

Company Pre-employment Reference Checks

The Company checks the employment references of all new hires, including previous employers. Reference checks may require credit history and criminal background review if necessary.

All inquiries will be made professionally and prudently.

External Reference Checks

The Human Resource Department responds to all legitimate reference checks involving its present and past employees in an accurate and responsible manner.

Unauthorized employees are prohibited from responding to requests for information regarding another employee, and should refer all inquiries to the Human Resource Department for appropriate responses.

5. EMPLOYEE RELATIONS

If employees have concerns about work conditions, they are strongly encouraged to voice these concerns openly and directly to their supervisor.

If situations or conditions prevent an employee from discussing his concerns openly with his immediate supervisor, the employee is advised to discuss his concerns with the next level of management.

If the concerns are still unsatisfactorily resolved at this level, the employee is encouraged to discuss his concerns with the Employee Relations Supervisor or the Human Resource Manager. These concerns shall be treated with confidentiality.

The Human Resource Department shall make all the necessary action to resolve issues and concerns brought up by its employees.

6. FINANCIAL APPROVAL AUTHORITY

Corporate funds must be strictly used for legitimate purposes only as authorized by the Management.

Approval authority is delegated within the Company based on management level and area of responsibility.

The commitment or expenditure of corporate funds for any other purpose or by an unauthorized individual is strictly prohibited and could result in disciplinary action up to and including termination.

Approval authority does not include taking action of committing the Company or affiliated organization by signing a contract, oral or written action that could be interpreted by an outside party as a commitment.

7. PERSONNEL DATA CHANGES

Employee must notify the Human Resource Department of any changes in personal data.

Personal mailing address, telephone numbers, number and names of dependents, individuals to contact in the event of an emergency, beneficiaries, educational accomplishments, and other such status reports should be kept accurate and current at all times.

At the beginning of each year, the Recruitment section shall distribute a "Personnel Record Update" form to be filled out by employees.

8. REHIRING OF EMPLOYEES

The Company does not rehire employees who resigned, were terminated, or whose contracts were expired.

The President's approval will be needed in cases where a Department/Division Head considers a former employee for reemployment.

A rehired employee will start again as a contractual/probationary employee and Company provided benefits would only be reinstated upon his regularization.

POLICY AND PROCEDURE CHANGES

While efforts have been made to make this manual as comprehensive as possible, it cannot address every issue that may arise. Changes may be required due to shifts in corporate strategies and directions as the Company adapts to the dynamics of the business environment. Existing policies may be modified or repealed and new policies may be added to maintain the long-term viability of the Company and defend its interests and those of its stakeholders.

Policy changes may be proposed in writing by any organizational unit in the Company. Any employee who wishes to propose any policy change should first discuss the matter with his Department Head. The employee may also submit the proposal to the Employee Relations Section of the Human Resource Department if he believes that his proposal is of utmost importance and that he is not getting the appropriate attention from his Department Head.

The proposal should clearly state the subject, the objective, implementing guidelines and an analysis of the costs and benefits either qualitatively or quantitatively. The Human Resource Department shall accept all proposals for policy changes and submit them to the Management Committee for deliberation and decision. All policies and policy changes shall be approved by the Management Committee and signed by the President or his authorized representative before they can be officially incorporated in this manual and implemented.

All policy changes, including their dates of implementation, shall be properly indicated in the corresponding pages of the manual. The superceded versions shall be removed, marked and archived.

APPENDIX

TABLE OF INFRACTIONS AND PENALTIES

LEGEND

- V W – Verbal Warning
- W W – Written Warning
- 1 DS – One (1) day suspension
- 3 DS – three (3) days suspension
- 1 WS – one (1) week suspension
- 2 WS – two (2) weeks suspension
- 1 MS – one (1) month suspension
- D – Dismissal

VIOLATION	FREQUENCY OF OFFENSE						
	1 st	2 nd	3 rd	4 th	5 th	6 th	7 th
WORK SCHEDULE							
Tardiness of more than four times beyond the allowed ten (10) minutes within a period of one (1) month	W W	1 DS	3 DS	1 WS	2 WS	D	
Absence without official leave (AWOL)	W W	1 DS	3 DS	1 WS	D		
Abandonment of post	W W	1 DS	3 DS	2 WS	1 MS	D	
Unauthorized under time	W W	1 DS	3 DS	1 WS	D		
Unauthorized change in working hours/rest day	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D

VIOLATION	FREQUENCY OF OFFENSE						
	1 st	2 nd	3 rd	4 th	5 th	6 th	7 th
TIMEKEEPING							
Possessing unjustifiably a time record with incomplete or multiple log in/out with varying time on a particular day/s	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Non-observance of the prescribed guidelines in the filing and securing of approval for leave, including non-cancellation of unused filed leaves, and non-observance of the prescribed guidelines for changing of work schedule	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
GOOD HOUSEKEEPING AND GROOMING							
Non-wearing of company uniform	W W	1 DS	3 DS	1 WS	D		
Failure to wear Company ID	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Failure to observe proper dress code and grooming	W W	1 DS	3 DS	1 WS	D		
BUSINESS ETHICS AND CONDUCT							
Passing, selling, initiating, using or under the influence of prohibited drugs or intoxicating beverages, wine or liquor while in the company premises	D						

Commission of immoral act and indecent/unruly conduct, insulting behavior, using of intemperate and profane language, and disrespect to customers/co- workers	1 WS	D							
Inappropriate treatment of customers/clients of the company resulting to embarrassment to the company, damaging the good name of the corporation	1 DS	3 DS	1 WS	1 MS	D				
Soliciting or receiving money, or anything of value from customers	D								
Playing bingo in company's bingo venue, and those of its affiliates/subsidiaries and all direct competitors	1 WS	D							
Breach of Confidentiality Agreement or improper use of or disclosing confidential information	D								
Indolence during working hours	WW	3 DS	1 WS	D					
Playing of games during office hours	WW	1 DS	3 DS	1 WS	2 WS	1 MS			D

Gambling of any form inside the company premises	W W	3 DS	1 WS	D			
Playing on behalf of customers	W W	3 DS	1 WS	D			
Policy on shortages incurred by accountable employees and officers .	W W	1 DS	3 DS	1 WS	D		
Sabotage	D						
ACTS OTHER THAN CONSTITUTING FRAUD (see fraud policy).							
Misrepresentation by the employee of information contained in his personal record within a reasonable period of time and failure to timely submit supporting document/s required by the Human Resource Department	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Giving false statements in any company investigation	D						
Falsification of personal and company records	D						
CONFLICT OF INTEREST							
Unauthorized rendering of service/s for another employer or maintaining a business without the consent of the company	D						
Selling of complimentary or competitor's tickets/game cards	D						
Selling of bonus tickets and cards	2 WS	D					

CONDUCT IN THE WORKPLACE										
Threatening, intimidating, coercing, provoking or instigating fights, engaging in physical fight towards customers / co-workers within the company premises	1 WS	D								
Committing acts causing scandal or disturbances prejudicial to peace and order in company premises	2 WS	1 MS	D							
SAFETY RULES										
Bringing of firearms, weapons, explosives, dangerous devices or substances within the company premises without proper authorization	D									
COMPANY PROPERTY										
Unintentional damage of company property, or causing company supplies to be wasted due to carelessness or negligence	1 WS	2 WS	D							
Theft or removal of any property of the company or fellow employee from the company premises	D									

Physical inventory count	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Stockroom inventory	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Traditional Bingo Operations							
Card allocation	W W	1 DS	1 WS	1 MS	D		
Card verification	W W	3 DS	1 WS	D			
Hosting	W W	3 DS	1 WS	D			
Machine operation	W W	3 DS	1 WS	D			
As technician	W W	1 DS	3 DS	2 WS	1 MS	D	
Selling (tickets/cards)	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Supervision	W W	1 DS	3 DS	2 WS	1 MS	D	
Treasury							
Cashiering	W W	1 DS	1 WS	1 MS	D		
Handling of bingo product /ticket/card in bingo halls	W W	1 DS	3 DS	2 WS	1 MS	D	
Accounting for special event tickets and charity bingo cards	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Inter-branch transactions	W W	1 DS	3 DS	2 WS	1 MS	D	
Handling of security vault, funds and collection	W W	3 DS	1 WS	D			

Bingo product winning cards/tickets from distributor	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Submission of reports	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Reporting of shortages for final settlement computation	W W	1 DS	3 DS	2 WS	1 MS	D	
Revised procedures on final settlement	W W	1 DS	3 DS	2 WS	1 MS	D	
Unclaimed prize	W W	1 DS	3 DS	2 WS	1 MS	D	
Disbursement from branch sales	W W	1 DS	3 DS	2 WS	1 MS	D	
Petty cash fund	W W	1 DS	3 DS	1 WS	D		
Reportorial and procedural requirements on collection and deposit	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Prize disbursement	W W	1 DS	3 DS	2 WS	1 MS	D	
Shortages	W W	1 DS	3 DS	1 WS	D		
Certification	W W	1 DS	3 DS	1 WS	2 WS	1 MS	
Others	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Accounting							
Late submission of reports	W W	1 DS	3 DS	2 WS	1 MS	D	

Payroll distribution	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Cash advances and reimbursement of business expenditures	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Request for payment	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Fixed asset management	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Purchasing and General Services							
Purchasing	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Vendor accreditation	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Database management	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Petty cash purchases	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Operations Supervisor for Human Resource							
Attendance	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Reports	W W	1 DS	3 DS	1 WS	2 WS	1 MS	D
Information Technology Management and Services							
Computer hardware and workstation	W W	1 DS	3 DS	1 WS	2 WS	D	
Data or system security	W W	1 DS	3 DS	1 WS	2 WS	D	
Software	W W	1 DS	3 DS	1 WS	2 WS	D	
Chat programs	W W	1 DS	3 DS	1 WS	2 WS	D	

Web surfing	WW	1 DS	3 DS	1 WS	2 WS	D
Emails	WW	1 DS	3 DS	1 WS	2 WS	D
Downloading or file sharing	WW	1 DS	3 DS	1 WS	2 WS	D
Network resources	WW	1 DS	3 DS	1 WS	2 WS	D

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CORPORATE GOVERNANCE AND FINANCE DEPARTMENT

31 January 2019

Mr. Eng Hun Chuah
President
LEISURE & RESORTS WORLD CORPORATION
26/F West Tower, PSE Centre
Exchange Road, Ortigas Center
1605 Pasig City, Philippines

Re: **NON-COMPLIANCE WITH THE SEC PRESCRIBED WEBSITE
TEMPLATE FOR PUBLICLY-LISTED COMPANIES**

Dear Mr. Chuah:

This refers to your letter dated 23 January 2019 informing the Department that the company is now in full compliance with the SEC prescribed website template and requesting reconsideration of the imposable penalty.

A verification of the company's website on 31 January 2019 showed that it has **fully complied** with the SEC prescribed template. Please note however, that the company's compliance was done beyond the reglementary period.

With the aforementioned violation, the company was assessed a penalty of **One Hundred Four Thousand Pesos (PhP104,000.00)**¹ covering the period January 1, 2015 to December 15, 2018, pursuant to SEC Memorandum Circular No. 18, Series of 2014, which it paid on 25 January 2019 as shown by Official Receipt No. 1747753.

For the monthly accrued penalty covering December 16, 2018 to January 25, 2019, the Department hereby waives the said penalty considering the following circumstances: (1) the penalty is imposed for the its first offense of the cited violation; (2) the risk of loss as a result of such violation does not adversely affect third parties; and (3) it is compliant with other reportorial and compliance requirements of the Department.

The company is further reminded that the required information in the SEC-prescribed website template must be updated and retained in the company's website for a period of five (5) years.

Very truly yours,


RACHEL ESTHER J. GUMTANG-REMALANTE
Officer-in-Charge

//ssp

DIGIPLUS INTERACTIVE CORP.
 Minutes of the Special Meeting of the Board of Directors
 Held via Zoom
 On 2 March 2023 at 10:30 a.m.

ATTENDANCE OF BOARD OF DIRECTORS:

NAME:	PRESENT:	ABSENT:
Eusebio H. Tanco	✓	
Tsui Kin Ming	✓	
Mardomeo N. Raymundo Jr.	✓	
Rafael Jasper S. Vicencio	✓	
Willy Ocier	✓	
Renato Nunez	✓	
Timoteo B. Aquino	✓	
Ramon D. Dizon	✓	
Jose Raulito E. Paras	✓	

ALSO PRESENT:

Wilfredo M. Pielago
 John David Oiga
 Elias Kukas

1. CALL TO ORDER

The Chairman, Mr. Eusebio H. Tanco called the meeting to order and presided over the same. The Corporate Secretary, Atty. Carol V. Padilla, recorded the minutes of the meeting.

2. CERTIFICATION OF QUORUM

The Corporate Secretary certified that all directors are present and that a quorum was present for the transaction of business by the Board.

3. APPROVAL OF MINUTES OF PREVIOUS MEETING

Upon motion duly made and seconded, the Board approved the following –

“RESOLVED, as it is hereby resolved, that the minutes of the last meeting of the Board of Directors are hereby approved.”

4. PRESENTATION ON THE FINANCIAL HIGHLIGHTS FOR FY2022 AND JANUARY 2023 RESULTS

The President, Mr. Tsui Kin Ming, informed the Chairman that before taking up the matter on the approval of the AUB Loan, that he would like to invite the Chief Financial Officer, Mr. Wilfredo Pielago, to provide an update on the financial highlights for FY2022 and as of January 2023.

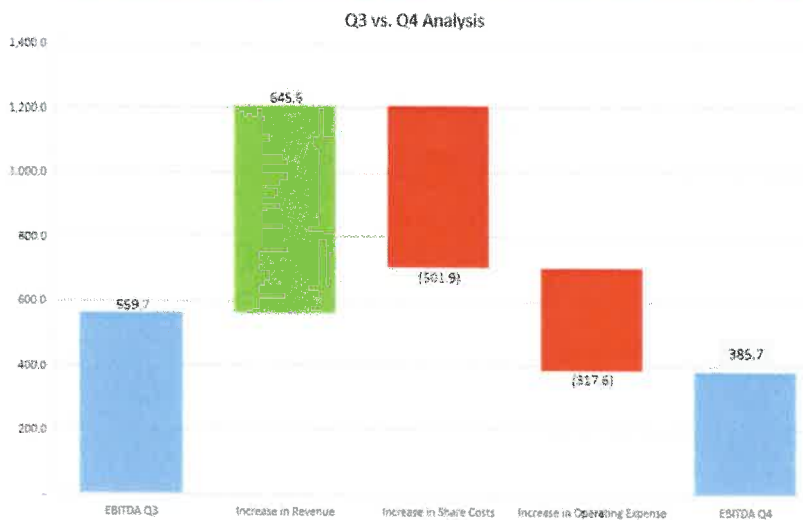
Financial Highlights FY 2022



Mr. Pielago explained that the P155M in the Other Income/Charges & Tax is mainly due to the re-evaluation of the Company's Boracay and Cagayan properties based on the latest appraisal report received. Mr. Tanco asked how often the appraisal is done, to which Mr. Pielago responded it is done yearly. Mr. Dizon clarified that this is so because fair market value is being used.

Mr. Pielago then proceeded to present the analysis for the EBITDA (Q3 vs Q4), to wit:

Financial Highlight – Waterfall Analysis (Q3 vs Q4)



He explained that the total revenue increased due to the digital games introduced and other retail games that performed in the last quarter. The Total Share Costs also increased because of the significant increase in PAGCOR and vendor shares, as well as the high revenue realized, and the higher imposition of the Minimum Guaranteed Fees ("MGF") on Traditional Bingo from P50Million to P100Million beginning November 2022. The Total Operating Expenses also increased by P318Million due to increase in advertising, aggressive marketing, personnel costs, contract agents and rentals.

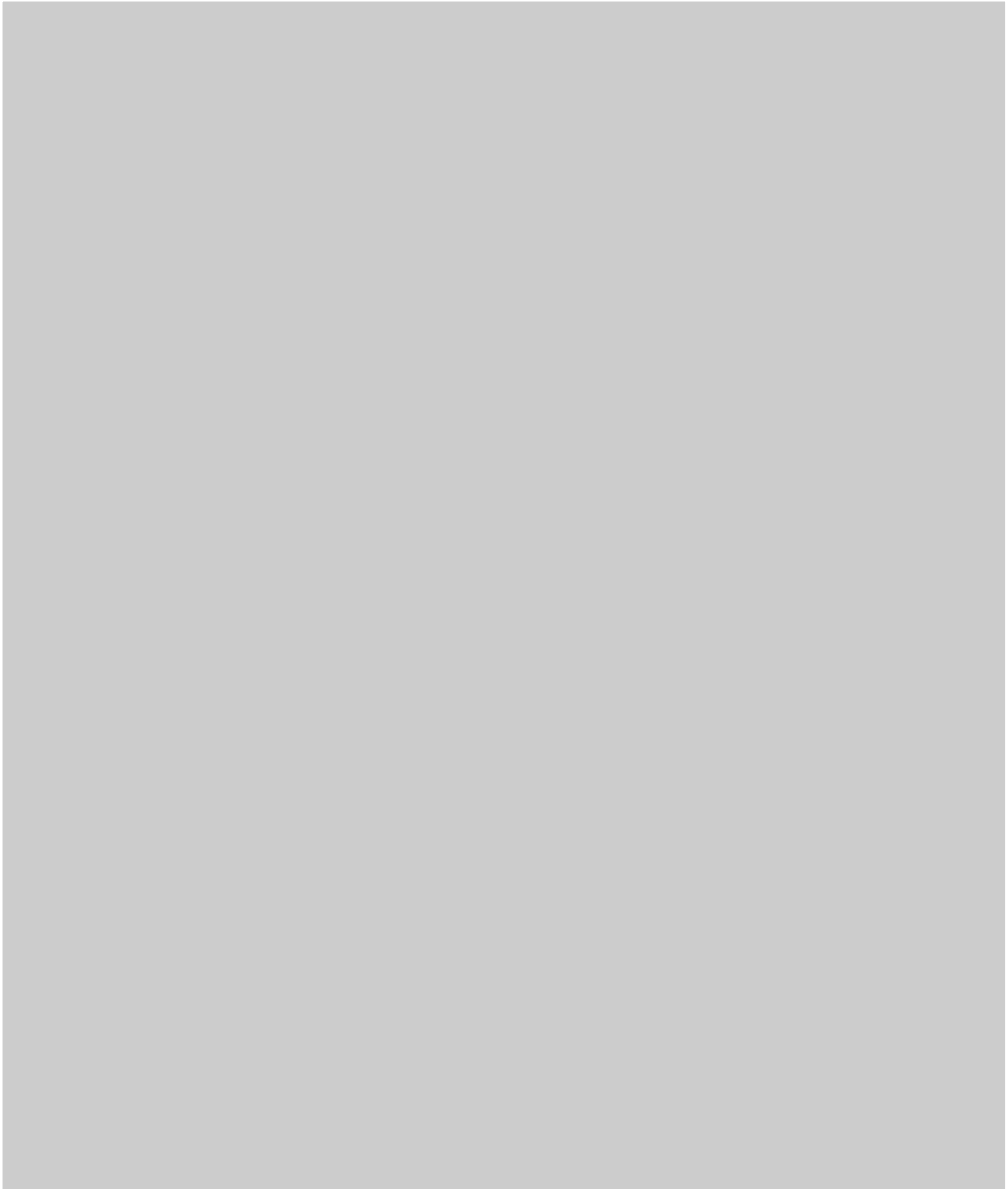
Mr. Tanco asked whether there was any CAPEX during this period of time. Mr. Pielago replied in the affirmative but that it was not substantial because the Company prioritized saving to be able to repay its loan in January.

Mr. Tanco asked what the break-even point is if the Company pays PAGCOR P100Million MGF per month is around P700million in revenue. Mr. Pielago said that the Company will be able to reach this by second quarter of this year. Mr. Tanco asked if there is anything here that can be amortized since the way it is presented does not look attractive to the market if the Company reflects a drop in the net income. Mr. Pielago pointed out that part of the Total Operating Expenses are expenses related to IT and product development, which involves 2 phases: research and development. He added that currently we are in the research phase, so if in the future, if the criteria will be met in the development phase, then some of the items can be capitalized and amortized. Mr. Dizon confirmed that Finance would have to check and research whether this qualifies as capitalizable. He pointed out also that this presentation is only for the month of January, and hopes that the Company can recover by the end of the quarter. Mr. Tsui supported this and said that the team will reconsider the expenses and see if there is anything that can be amortized.

Mr. Paras asked how much was budgeted for IT development expenses. Mr. Pielago replied that the budget was around P40million per month, but that the team is trying to expedite the research and development so the Company can introduce the new platform and features to the market as soon as possible so it seems that it will be front-loaded at this point. Mr. Dizon

suggested to Mr. Pielago to use the term "deferred costs" for those expenses on research and development, and then once it is successful, capitalize and then amortize; but if the deferred costs will be abandoned, it can be written off. Mr. Pielago acknowledged. He also added that it is also important for Traditional Bingo to break even soonest so that the MGF due to PAGCOR will not hurt that much.

Thus, the Chairman instructed Finance to look into what items can be treated as deferred costs so the income will not look like a yoyo. According to him, the public wants to see the consistent growth of the Company. Mr. Pielago confirmed.







6. ADJOURNMENT

There being no other matters to discuss, the meeting was adjourned upon motion duly made and seconded.

CERTIFIED CORRECT:


CAROL V. PADILLA
Corporate Secretary

(Signature page follows)

MINUTES READ AND APPROVED:



EUSEBIO N. TANCO
Director / Chairman



TSUI KIN MING
Director / President



WILLY N. OCIER
Director



RAFAEL JASPER S. VICENCIO
Director



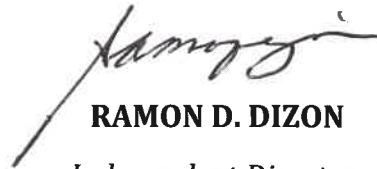
MARDOMEO N. RAYMUNDO JR.
Director



RENATO G. NUÑEZ
Director



ATTY. TIMOTEO B. AQUINO
Independent Director



RAMON D. DIZON
Independent Director



JOSE RAULITO E. PARAS
Director

CURRICULUM VITAE OF RONALD ALLAN C. PABLO



Data Privacy, Information Security, Governance, Risk and Compliance Professional

CIPP/E, CIPM, CIPT, FIP, CDPSE, CCISO, CSCU, GRCP, GRCA, CPMP, ITIL, COBIT



A. PERSONAL DATA

Name: Ronald Allan C. Pablo

Residence: Barangay Old Balara, Commonwealth Avenue, Quezon City, Philippines

Contact Number: (+63) (917) 896-2272

E-mail Address: raccpablo@gmail.com

B. LINKEDIN PROFILE

LinkedIn: <https://www.linkedin.com/in/ronallan>

C. EDUCATIONAL ATTAINMENT

Post Graduate: Philippine Law School

JURIS DOCTOR (J.D.) - 2001

College: Arellano University

BACHELOR OF ARTS (A.B.) Major in Political Science - 1993

High School: University of Santo Tomas Pay High School -1988

Elementary: San Beda College Elementary School -1984

D. WORK EXPERIENCE

Senior Information Security Manager

July 2021 - Present

WeServ Systems International, Inc., Fujitsu GDC, Philippines

Nature of functions:

- Security Specialist, Fujitsu Australia Limited.
- Team Leader, Digital Systems Platform Unit (DSPU), Security, Fujitsu Australia and New Zealand.
- Manages Information Security Management and Security Operations Teams.

Trusted Advisor

December 2019 – Present (Freelance)

Straits Interactive, Pte Ltd

Nature of functions:

- Collaboration and assistance with data privacy modules and trainings.
- Speaker/resource person on data privacy and data protection.

Assistant Vice President - Deputy Data Privacy Officer

February 2020 – July 2020

Data Privacy Information Security Group, PLDT Inc.

Nature of functions:

- Data Privacy Program Operations, PLDT Inc. people and support groups, PLDT Enterprise.

Data Privacy Officer

July 2018 – November 2019

Demand Science Team Inc.

Nature of functions:

- Designated Data Protection Officer (DPO);
- Responsible for compliance with the Data Privacy Act of 2012;
- Responsible for crafting of internal data protection policies;
- Responsible for conduct of orientation and trainings on privacy and data protection;
- Provides advice and guidance with regard to implementation of privacy regulations (DPA, GDPR).

Information Technology Officer III

February 2014 – July 2018

Corporate Information Security Department - Office of the President and CEO, formerly under the Information Management Sector, Philippine Health Insurance Corporation

Nature of functions:

- Designated as *OIC-Senior Manager*, Corporate Information Security Department ;
 - OIC-Senior Manager of the Corporate Information Security Department from July 2013-April 2018;
 - Reports to the Senior Vice President for Actuarial Services and Risk Management Sector and concurrent Data Protection Officer, formerly to the Office of the President and CEO, and Senior Vice President for the Information Management Sector;
 - Responsible for establishment of policies, controls and measures which ensure the confidentiality, integrity, and availability of information, systems, and information technology resources;
 - Responsible for crafting of Privacy Manual in compliance with the Data Privacy Act;
 - Responsible for monitoring of implementation and efficacy of information security policies, controls and measures;
 - Responsible for planning and procurement of information security solutions;
 - Responsible for implementation of ISO 27001 Information Security Management System (ISMS) framework;
 - Responsible for conduct of Security Education, Training and Awareness (SETA) as well as information dissemination on Data Privacy Act;
 - Resource speaker/lecturer on Information Security and Data Privacy;
 - Supervises Policy & Planning and Operations Security Divisions;
 - Provides administrative support to the Data Protection Officer.
- Member, Bidding and Awards Committee – Information Technology Resources;
- Member, Technical Working Group, Data Governance Committee;
- Member, Corporate Disaster Coordinating Committee;
- Member, Health Information Technology Provider Accreditation Committee;
- Former Member, PhilHealth Executive Committee
- Former alternate Data Protection Officer;

- Former Member, Information Security, Change, Risk and Enterprise Architecture Management (ISCREAM);
- Former Chairperson, Philippine Health Information Exchange (PHIE) Privacy Experts Group (PEG).

Information Technology Officer II

June 2007 – February 2014

Office of the Chief Information Officer - Information Management Sector, Philippine Health Insurance Corporation

Nature of functions:

- Designated as *OIC-Senior Manager*, Corporate Information Security Department;
- Designated as *OIC-Division Chief*, Corporate Information Security Department;
- Crafted initial policy document and board resolution for the creation of the Philippine Health Insurance Corporation's Corporate Information Security Department;
- Designated as *Information Security Officer*;

Office of the Senior Vice President - Fund Management Sector (FMS), Philippine Health Insurance Corporation

Nature of functions:

- Represents Office of the Senior Vice President in meetings and functions;
- Preparation and drafting of various technical documents;
- Comments on and drafts position papers on various technical issues;
- Provides technical input on information technology matters and issues.

Development Management Officer IV

November 1997 – June 2007

Office of the Senior Vice President - Fund Management Sector (FMS), Program Management Office for Corporate Reengineering (PMO-CoRe), Office of the Chief Operating Officer (OCOO), Office of the Senior Vice President for Operations (OSVP-Operations), Management Information Systems (MIS) Department, Philippine Health Insurance Corporation

Nature of functions:

- Designated as Officer-in-Charge of the PMO in the absence of the VP/PMO Head;
- Assigned as Technical Staff with the Program Management Office for Corporate Reengineering (PMO);
- Facilitator/Team Leader for the IT and Legal Technical Working Groups (TWG);
- Contributing writer, SHINET;
- Designated Chairman of the Laptops and Multimedia Projectors Procurement Project Technical Evaluation Committee (LAMPP-TEC)
- Designated as full-time Chairman of the Operations Management Information Systems - Technical Evaluation Committee (OMIS-TEC)

- Designated as Executive Assistant for Region VIII, IX and XI Regional Health Insurance Offices since October 2001, subsequently modified as Executive Assistant for Mindanao PhilHealth Regional Offices (PROs);
- Previously designated as Executive Assistant for Membership and IT Matters to the Office of the Senior Vice President for Health Insurance Operations (OSVP-HIO) since May 2000;
- *De facto* Officer-in-Charge of the MIS Department from November 1997 to September 1998;
- *De facto* Officer-in-Charge of the MIS Department Systems Design Division from September 1998 to August 1999;
- Assisted in the development of the Interim SSS Claims Processing System;
- Participated in the selection, hiring, training and supervision of contractor employees;
- Assisted in the management and administration of Operations LANs;
- Responsible for the procurement of all IT resources;
- Prepared budget and annual procurement program;
- Prepared reports and communications;
- A member of the project development team given the Java Pioneer Award - September 22, 1998;
- Coordinated with other social security agencies regarding IT matters;
- Performed troubleshooting, repair and upgrading of office computers.

Administrative Assistant

<i>Office of the President and CEO, Philippine Health Insurance Corporation</i>

September 1996 - November 1997

Nature of functions:

Office of the President

- Drafted communications to be signed by the President;
- Assisted in the preparation of minutes and resolutions;
- Performed other functions as may be required by the President.

Health Finance Policy Research

- Monitored status of bills regarding health insurance in the Senate and House of Representatives;
- Maintained a database and archive of pending health insurance bills;
- Acted as Secretariat for Management Committee meetings;
- Drafted position papers/legal opinions;
- Attended Senate hearings;

Personnel

- Assisted in the creation and maintenance of a database on existing personnel as well as new applicants;
- Assisted in the preparation of documents relevant to hiring and placement of personnel;
- *Information Technology*
- Provided technical assistance with regard to computer hardware and software;

- Performed preventive maintenance and upgrades on office computers;
- Gave recommendations to the Supply Section on the procurement of system hardware and software;
- Assisted in the preliminary stages of the implementation of the Operation Management Information System plan (OMIS);
- Coordinated with hardware and software vendors;
- Acted as liaison to the National Computer Center (NCC).

Consultant

<i>Senate of the Philippines, Legal Division, Senate Legal Counsel, Office of the Secretary (OSEC)</i>
--

November 1994-August 1995

Nature of functions:

- Provided assistance with the drafting of legal opinions;
- Legal research;
- Coordinated with various government agencies to follow up implementation status of passed laws;
- Created database on the implementation status of passed bills;
- Generated reports on the implementation status of passed bills for submission to the Office of the Senate President and Office of the Senate Secretary;
- Attended signing of bills in Malacañang;
- Provided technical assistance on computer related problems.

PRIVACY NOTICE: The contents of this document are intended only for assessment and/or verification purposes in relation to a prospective or potential employment and/or work relationship between the recipient and the data subject. It contains confidential and/or privileged information that are protected from unauthorized processing or disclosure under Republic Act No. 10173 otherwise known as the Data Privacy Act of 2012. If you are not the intended recipient of this document or his/her authorized representative, or this document has been delivered to you in error, please immediately alert the data subject through his contact information and then dispose of this document properly and permanently. If you are not the intended recipient, you are hereby notified that any use, dissemination, copying, or storage of this document or its contents is strictly prohibited and punishable by law.

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

ATTESTATION

KNOW ALL MEN BY THESE PRESENTS:

We, **TSUI KIN MING** and **ROSALYN D. BATAY**, both of legal age, and with office address at 35th Floor, Ecoprime Bldg., 32nd St. corner 9th Avenue, Bonifacio Global City, Taguig City, after having been duly sworn in accordance with law, do hereby certify that:

1. We are presently the **President** and **Internal Audit Head**, respectively, of **DIGIPLUS INTERACTIVE CORP.** (formerly, LEISURE & RESORTS WORLD CORPORATION) (the "Corporation");
2. The Corporation has an independent audit mechanism to monitor the adequacy and effectiveness of its governance, operations, and information systems, including the reliability and integrity of financial and operational information, the effectiveness and efficacy of operations, the safeguarding of assets, and compliance with laws, rules, regulations, and contracts;
3. The Corporation's external auditor, Isla Lipana & Co., is responsible for assessing and expressing an opinion regarding the conformity of the audited financial statements of the Corporation with Philippine Financial Reporting Standards and the overall quality of the financial reporting process;
4. The Corporation's **Internal Audit Head** spearheads the performance of the internal audit activities and reports periodically to the Audit Committee;
5. Based on the results of the activities and reviews undertaken by internal and external auditors of the Corporation for the year 2023, we attest that a sound internal audit, controls, risk management, compliance and governance systems and processes are in place and working adequately and effectively in the Corporation; and
6. We are executing this document to attest to the truth of the foregoing.

IN WITNESS WHEREOF, we have hereunto set our hands this APR 15 2024 at MAKATI CITY.


TSUI KIN MING
President


ROSALYN D. BATAY
Internal Audit Head

SUBSCRIBED AND SWORN to before me this APR 15 2024
at MAKATI CITY, affiants exhibiting to me the following competent evidence of
their identities:

NAME	GOVERNMENT ISSUED ID
TSUI KIN MING	TIN No. 507-239-740
ROSALYN D. BATAY	Registration No. 0094808/ valid until 05-07-2025/PRC

Doc. No. 392
Page No. 80
Book No. I
Series of 2024.



NOTARY PUBLIC

Jellyn C. Clemente
JELLYN C. CLEMENTE
Notary Public for Makati City

Appointment No. M-462 until December 31, 2024

Roll of Attorneys No. 80912

PTR No. 10108586 I Makati City I 01-23-2024

IBP No. 371216 I Makati Chapter I 12-21-2023

Admitted to the Bar in 2022

Unit 2307 Cityland 10 Tower 1 H.V. Deia Costa cor. Valero St.,
Salcedo Village, Makati City 1227, Philippines



MARKETS AND SECURITIES REGULATION DEPARTMENT

16 October 2023

DIGIPLUS INTERACTIVE CORP.

(Formerly Leisure & Resorts World Corporation)

Ecoprime Building, 31st cor. 9th Ave.

Bonifacio Global City

Taguig City

Tel. No.: (632) 8637 5291-93

ATTENTION: TSUI KIN MING

President

RE: REQUEST FOR CONFIRMATION OF EXEMPT TRANSACTION


Gentlemen:

This refers to the application filed on behalf of **DIGIPLUS INTERACTIVE CORP.** requesting confirmation that its issuance of **One Billion Two Hundred Seventy-Two Three Hundred Fifty-Two Five Hundred Twelve (1,272,352,512)** common shares at **One Peso and Sixty-Five Centavos (Php1.65)** per share, is exempt from the registration requirements under Section 8 of the Securities Regulation Code ("Code"), for which the exemption fee in the amount of Two Million One Hundred Twenty Thousand Three Hundred Seventy-Five Pesos & Forty-Six Centavos (Php2,120,375.46) was paid to the Commission on 23 August 2023 under OnColl EOR: 20230824-LBP-0012921-30.

In view of the representation of the said company that the subject securities were offered for sale to existing stockholders and a new subscriber, said issuance is an exempt transaction under Section 10.1 (e), provided that no commission or other remuneration shall be paid or given directly or indirectly in connection with the said sale, and Section 10.1 (k) of the Code, respectively.

It is understood that any future offer or sale of these shares shall be subject to the registration requirements of the Code unless such offer or sale shall qualify as an exempt transaction.

Very truly yours,


VICENTE GRACIANO P. FELIMONIO, JR.
 Director

✉ The SEC Headquarters, 7907 Makati Avenue
 Salcedo Village, Bel-air, Makati City
 ☎ (+63 2) 8818 0921
 🌐 www.sec.gov.ph | imessagemo@sec.gov.ph



Management
 System
 ISO 9001:2015
 www.tuv.com
 ID: 8108862781





EMPLOYEE SHARE OPTION PLAN (ESOP)

Plan Rules

1 PURPOSE OF THE PLAN

- 1.1 Leisure & Resorts World Corporation (the "Company" or "LRWC") Employee Share Option Plan (the "Plan" or "ESOP") is proposed on the basis that it is important to recognise identified Employees (the "Participants") whose contributions are essential to growing the business and delivering shareholder returns. The Plan will enable Share Options to be granted to Participants and will help to achieve the following objectives:
- a. To recognise the contribution of key individuals to the overall growth in business value;
 - b. To attract and retain key individuals whose contributions are essential to delivering key strategic objectives of the Company in the long-term;
 - c. To provide a competitive pay package with a high upside potential subject to the Company's performance; and
 - d. To align the interest of employees with the interest of the shareholders of the Company.

2 EFFECTIVITY AND DURATION OF THE PLAN

- 2.1 This Plan shall take effect subject to and is conditional upon:
- a. The securing and passing of the necessary resolutions by the Board of Directors and Shareholders of the Company in a meeting called for the purpose of approving the implementation of the ESOP and the adoption of the Plan's rules;
 - b. The Securities and Exchange Commission ("SEC") approving the registration statement or request for exemption, as may be applicable, covering the Plan, and the Shares to be issued to the vesting of an Award or exercise of the Options under this Plan; and
 - c. Securing such other corporate and regulatory approvals as may be required under applicable law.

3 DEFINITIONS

- 3.1 In the LRWC Employee Share Option Plan (the "**Plan**"), unless the context otherwise requires, the following words and expressions shall have the following meanings:

"Act"	The applicable laws of the Republic of the Philippines.
--------------	---

“Adoption Date”	The date on which the Plan is adopted by the Company upon securing and passing the necessary resolutions by the Directors and Shareholders.
“Auditors”	The auditors of the Company.
“Award”	An award of Share Options granted under Rule 04.
“Award Date”	In relation to an Award, the date on which the Award is granted pursuant to Rule 04.
“Award Letter”	A letter from the Committee, in such form as it may adopt, confirming and approving Award granted to a Participant.
“Board”	Board of Directors of the Company.
“Communication”	An Award, including the Award Letter and/or any correspondence made or to be made under the Plan (individually or collectively).
“Committee”	Compensation Committee of the Board, and/or its sub-committee specially created for purposes of administering the Plan.
“Company”	Leisure & Resorts World Corporation (LRWC)
“Consultant”	Any consultant or adviser who renders bona fide services to the Company, or a consultant or adviser, who is a natural person, contracted directly by the Company to render services.
“Directors”	The members of the Board of Directors of the Company.
“Exercise Date”	In relation to an Award, the date on which the Share Options are exercised by a participant pursuant to Rule 12.
“Exercise Price”	The price, as determined in accordance with the rules of this Plan, at which a Participant shall subscribe for each Share upon the exercise of a Share Option.
“Exercise Period”	The period for the exercise of a Share Option being a period commencing from the date an Option has vested until the term limit of the plan or otherwise as may be determined by the Committee from time to time.
“Employee”	Any person employed by any parent or subsidiary of the Company, including officers and directors, who is subject to the control and direction of the Company as to both the work to be performed and the method of performance.

“Participant”	The receiver of Share Options (including, where applicable, personal representative of such receiver).
“Performance-related Award”	An Award in relation to which a Performance Condition is specified.
“Performance Condition”	In relation to a Performance-related Award, the condition(s) specified as stated in the Award Letter that must be complied with by the Participant in order to be eligible for the Award.
“Performance Parameters”	In relation to the Plan, the Performance Conditions, Performance Period and the extent to which the Award is vested.
“Performance Period”	In relation to a Performance-related Award, a period, the duration of which is to be determined by the Committee on the Award Date and stated in the Award Letter, during which the Performance Condition(s) is/are to be satisfied.
“Plan”	The LRWC Employee Share Option Plan 2022, as modified or altered from time to time.
“Shares”	Common shares of the Company.
“Share Option”	The right to subscribe to the Shares further to the Plan.
“Change-in-control”	<ol style="list-style-type: none"> 1. Any transaction or series of related transactions whether involving the issue of shares by the Company or sale of shares in the Company which, after the completion of such transaction(s), results in: <ol style="list-style-type: none"> 1. the Shareholders immediately prior to transaction(s), owning 50% or less of the issued share capital of the Company (all calculated on a deemed converted basis); or 2. a party, other than the Shareholders immediately prior to the transaction(s), being entitled to exercise or control the exercise of not less than 50% of the voting power in the Company; 2. A merger or a consolidation of the Company with or into any other corporation(s) in which: <ol style="list-style-type: none"> 1. the Company is the surviving corporation of such merger or consolidation and holders of the Company’s issued Shares immediately prior to such merger and consolidation do not hold a majority or more of issued Shares

	<p>immediately after such merger and consolidation; or</p> <p>2. the Company is not the surviving corporation of such merger or consolidation and holders of the Company's issued Shares immediately before such merger, or consolidation do not, immediately after such merger or consolidation, hold a majority or more of the voting power of the surviving corporation or holding company, as the case may be, of such merger or consolidation; or</p> <p>3. A sale (in a single transaction or a series of transactions) of all or substantially all of the properties, assets, business or undertaking of the Company including a sale (in a single transaction or a series of transactions) of one or more subsidiaries (whether by way of merger, consolidation, recapitalisation, reclassification, reorganization or sale of all or substantially all of the assets or securities) which constitute all or substantially all of the consolidated assets or business of the Company</p>
“Unvested”	In relation to an Award, the period post Award Date during which absolute entitlement to all or some of the Award has not been vested to the recipient or are not yet exercisable.
“Vested”	In relation to an Award, a process wherein awarded un-exercisable option shares shall become exercisable for all or some of the Share Options granted to the recipient, pursuant to Rule 12 “Vest” and “Vested” shall be construed accordingly.
“Vesting Date”	In relation to an Award, the date on which the Share Options are deemed to be Vested pursuant to Rule 12.
“Vesting Period”	In relation to an Award, the period between the Award Date and period as determined by the Committee for the awarded option shares to become exercisable.
“year”	Calendar year, unless otherwise stated.
“%”	Per centum or percentage.

3.2 Words importing the singular number shall, where applicable, include the plural number and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter gender.

- 3.3 The expression "related corporation" shall have the meaning ascribed to it in the Act.
- 3.4 Any reference to a time of a day in the Plan is a reference to the Philippines time.
- 3.5 Any reference in the Plan to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act or any statutory modification thereof and not otherwise defined in the Plan and used in the Plan shall have the meaning assigned to it under the Act or any statutory modification thereof, as the case may be.

4 GRANT OF AWARDS

- 4.1 The number of Share Options which are the subject of each Award to be granted to a Participant in accordance with the Plan shall be determined by the Committee, which shall take into account such criteria as the Committee considers fit, including (but not limited to), job level, job performance, potential for future development, or contribution to the success and development of the Company.
- 4.2 The Committee shall decide, in relation to an Award:
- a. the Participants;
 - b. the Award Date;
 - c. the number of Share Options which are the subject of the Award;
 - d. Performance Parameters:
 - i. The Performance Conditions(s);
 - ii. The Performance Period; and
 - iii. The extent to which the Award, and timing thereof, shall be Vested, subject to the Performance Condition(s) being satisfied at the end of the Performance Period;
 - e. the Vesting Period(s), if any;
 - f. the Vesting Date(s), if any; and
 - g. the date of Release and schedule, if any;
 - h. the Retention Period in relation to any or all of the Share Options which are the subject of the Award, if any; and
 - i. any other condition which the Committee may determine, in its absolute discretion, relative to that Award.
- 4.3 Based on the approval from the Committee, the Human Resource Department shall send an Award Letter to each Participant confirming the Award and specifying:
- a. the Award Date;
 - b. the number of Share Options subject of the Award;
 - c. Performance Parameters:
 - i. The Performance Conditions(s);

- ii. The Performance Period; and
 - iii. The extent to which the Award, and timing thereof, shall be Vested subject to Performance Condition(s) being satisfied at the end of the Performance Period;
 - d. the Vesting Period(s), if any;
 - e. the Vesting Date(s), if any;
 - f. the date of Release and schedule, if any;
 - g. the Retention Period in relation to any or all of the Share Options subject of the Award, if any; and
 - h. and any other condition which the Committee may determine in its absolute discretion relative to the Award.
- 4.4 Participants are not required to pay for the grant of Awards but, should they decide to exercise the Share Option they must tender the amount equivalent to the Exercise Price of the Share Options availed of.
- 4.5 An Award shall be personal to the Participant to whom it is granted and, prior to the allotment and/or transfer to the Participant of the Share Options to which the Vested Award relates, and shall not be transferable, chargeable, assignable, subject to pledge or other means of disposal of, in whole or in part, or with the prior written approval of the Committee. If a Participant shall do, suffer or permit any act or thing where he or she would be deprived of any rights under an Award or Vested Award without the prior written approval of the Committee, that Award or Vested Award shall immediately be considered as rescinded and lapsed.

5 ELIGIBILITY

- 5.1 Persons eligible to participate in the Plan include key employees which may include executives, department heads, key business personnel and consultants of the Company and its subsidiaries, as may be determined by the Committee, who are largely responsible for the further growth and development of the Company.
- 5.2 Prior to an Option Offer Date, the Committee shall receive the recommendation for eligible Participants from the Company to whom Options may be granted for that calendar year and determine the number of Shares to be covered.
- 5.3 In determining the eligibility of an Employee to receive an Option; as well as the number of Shares, the Committee shall consider the position and responsibilities of the Employee, the nature and value of his/her services and accomplishments, his/her present and potential contribution to the success of the Company, and such other factors as the Committee may deem relevant.

6 SIZE AND LIMITATION OF THE PLAN

- 6.1 Upon the effectivity of the Plan, the Company shall allot up to 528 million common shares for the Share Options. The foregoing allotment may be increased by the Company after securing the necessary approvals and resolutions from the Directors, stockholders, and regulators, as may be required and necessary under applicable law. Such increase in allotment shall be subject to the provisions of Rule 6.2.
- 6.2 The aggregate number of Shares over which the Committee may grant Share Options on any date, when added to the number of Shares issued and issuable in respect of all Share Options granted under the Plan shall not exceed 528 million common shares.

7 PERFORMANCE CONDITIONS, PERIOD AND TARGETS

- 7.1 The Committee can determine to grant Share Options with or without Performance Conditions based on the purpose and business needs.
- 7.2 For Share Options with the Performance Conditions, they will be determined by the Committee at the time of granting such Awards and communicated to Participants through an Award Letter.
- 7.3 Targets for each of the Performance Conditions for each Award cycle will be determined by the Committee, at the point of granting the Award, based on reasonable forecasts of the Company's performance over the Performance Period.

8 AWARD VEHICLES, EXERCISE PRICE, VESTING, AND PAY OUT CONDITIONS

- 8.1 The Award is delivered in Share Options.
- 8.2 The Award will be granted based on the Committee's absolute discretion and subject to Rule 6.1, to allow for continuity of the grant over time, and ensuring that the Award granted is commensurate with the phase of growth and underlying valuation of the Company at each point in time.
- 8.3 The Exercise Price for each Share in respect of which an Option is exercisable shall be determined by the Committee in its absolute discretion based on a valuation methodology consistent with generally accepted valuation methodologies for pricing financial instruments, and as deemed appropriate by the Committee.

- 8.4 The Committee may consider using a pre-determined exercise price or the volume weighted average of share price for the 30-trading days immediately prior to the grant date.
- 8.5 The Share Options will be vested in three equal tranches annually over the Vesting Period, and/or subject to achievement of Performance Conditions as defined under Rule 7 if applicable.
- 8.6 Owners of Option Shares, vested or unvested, are not entitled to the rights of a stockholder such as voting rights and payment of dividends, until such Share Option is exercised.
- 8.7 All Vested Share Options are only exercisable post vesting, and up to a maximum of 5 years from the vesting date.

9 LEAVER PROVISIONS

- 9.1 Whenever a Participant ceases to be employed with the Company due to the following reasons, the Participant shall be considered as a “Good Leaver”:
 - i. long-term ill health, injury or disability (either of which would prevent the individual from physically carrying out his duties in a satisfactory manner, and in each case, evidenced to the satisfaction of the Committee);
 - ii. retirement on or after the legal retirement age;
 - iii. redundancy;
 - iv. voluntary resignation approved by the Committee in its absolute determination of a reasonable and amicable departure; or
 - v. any other event approved by the Committee,

If a Participant is a Good Leaver, any Vested Awards will remain exercisable within one year from separation or expiration of exercise period whichever comes first, or any other period as determined by the Committee. Any unvested Awards will be forfeited upon separation from employment of Participants (Good Leaver). Participants (Good Leavers) will, at the point of a Change-in-control event, be entitled to the same rights accorded to all other Participants in accordance with Rule 10 below.

- 9.2 Whenever a Participant ceases to be employed with the Company due to the following reasons, the Participant shall be considered as a “Bad Leaver”:
 - i. termination for cause due to gross misconduct, negligence, or non-performance;
 - ii. any other reason determined by the Committee in its absolute discretion as constituting a “Bad Leaver”,

If a Participant is a Bad Leaver, all vested and unvested Awards will be automatically forfeited upon termination of employment

10 Change-in-control

10.1 In a Change-in-control event, the Company shall within [10] ten business days thereof give notice of the occurrence of the Change-in-control event. From the date of such notice, all Unvested Share Options shall be deemed vested as of the date of such announcement and Participants shall be entitled to either:

- a. exercise their Vested Share Options in accordance with Rule 12.3 below;
or
- b. if a purchaser of the Company's shares in a Change-in-control event makes an offer, encash their Vested but unexercised Share Options, equivalent in value to the difference between the Exercise Price and Change-in-control event price per share, in lieu of exercising their Vested Share Options. In this regard, the Committee will exert reasonable efforts to procure that the purchaser shall make an offer to the Participants to encash any Vested Share Options based on a price equivalent in value to the difference between the Exercise Price and the Change-in-control event price per share, in lieu of exercising their Vested Share Options.

11 EVENTS PRIOR TO VESTING DATE

11.1 An Award shall, to the extent not yet Vested, immediately lapse without any claim whatsoever against the Company:

- a. in the event that an order is made for the winding-up of the Company on the basis of, or by reason of, its insolvency; or
- b. subject to Rule 9 where the Participant is a "Bad Leaver" employee, upon the Participant ceasing to be in the employment of the Company for any reason whatsoever

11.2 In a Change-in-control event, the provisions of Rule 10 above will apply accordingly.

12 REVIEW OF PERFORMANCE CONDITION(S) AND VESTING OF AWARDS

12.1 Review of Performance Condition(s)

- a. The Committee shall, as soon as reasonably practicable after the end of the relevant Performance Period, review the Performance

Condition(s) specified in respect of such Award and determine at its discretion:

- i. Whether a Performance Condition has been satisfied and if so, the extent to which it has been satisfied; and
 - ii. Whether any other condition applicable to such Award has been satisfied.
- b. The Committee shall have full discretion to determine whether any Performance Condition has been satisfied (whether fully or partially) or exceeded and in making such determination, the Committee shall have the right to make reference to the audited results of the Company to take into account such factors as the Committee may determine to be relevant, such as changes in accounting methods, taxes and extraordinary events, and further (but without prejudice to the provisions of Rule 7), the right to amend any Performance Condition if the Committee decides that a changed performance target would be an objectively fairer measure of performance.

12.2 Exercise of Share Options

- a. Subject to such modifications as the Committee may from time to time determine, Share Options which are vested pursuant to Rule 12.2 or Rule 10, may only be exercised during the Exercise Period, in accordance with the Rules of this Plan in whole or in part, by a Participant giving written notice to the Company, and such notice must be accompanied by a remittance to the Company for the full amount of the aggregate Exercise Price in respect of the Shares for which the vested Share Options are exercised and any other documentation the Committee may require. All payment shall be made by cheque, cashier's order, wire transfer, or bank draft made out in favor of the Company.
- b. Unless otherwise approved by the Committee in its absolute discretion, all vested Share Options can only be exercised during the Exercise Period and upon the expiry of such period, all the Vested Share Options shall immediately lapse.
- c. The Committee may, in its sole discretion, give the Employees the option to exercise and cash-settle their vested but unexercised Share Options at any point in time leading up to or upon completion of a Change-in-control event.
- d. The Company shall keep sufficient unissued Shares available to satisfy the full exercise of all Options, provided that such Shares

set aside for such purpose shall not exceed 528 million common shares for the Share Options..

13 ADMINISTRATION OF THE PLAN

- 13.1 The Plan shall be administered by the Committee in its absolute discretion, provided that no member of the Committee shall participate in any deliberation or decision in respect of Awards granted or to be granted to him/her. If the Committee does not yet exist or ceases to exist, the Board of Directors acting by majority of its members in office shall conduct the general administration of the Plan if required by Applicable Law and respect to Awards granted to Independent Directors and for purposes of such Awards the term “Committee” as used in the Plan shall be deemed to refer to the Board.
- 13.2 The Committee shall have the power, from time to time, to make and vary such arrangements, guidelines and/or regulations (not being inconsistent with the Plan) for the implementation and administration of the Plan, to give effect to the provisions of the Plan and/or to enhance the benefit of the Awards and the Vested Awards to the Participants, as it may, in its absolute discretion, think fit. Any matter pertaining or pursuant to the Plan and any dispute and uncertainty as to the interpretation of the Plan or any rule, regulation, or procedure thereunder or any rights under the Plan shall be determined by the Committee in its absolute discretion.
- 13.3 Neither the Plan nor Awards granted under the Plan shall give rise to any liability on the Company or the Committee or any of its members in connection with:
- a. the lapsing of any Awards pursuant to any provision of the Plan;
 - b. the failure or refusal by the Committee to exercise, or the exercise by the Committee of, any discretion under the Plan; and/or
 - c. any decision or determination of the Committee made pursuant to any provision of the Plan.
- 13.4 Any decision or determination of the Committee made pursuant to any provision of the Plan (other than a matter to be certified by the Auditors) shall be final, binding, and conclusive (including for the avoidance of doubt, any decisions pertaining to disputes as to the interpretation of the Plan or any rule, regulation, or procedure hereunder or as to any rights under the Plan). The Committee shall not be required to furnish any reasons for any decision or determination made by it.

14 NOTICES AND COMMUNICATIONS

- 14.1 Any notice required to be given by a Participant to the Company shall be sent to the Company’s electronic mail address, and the hardcopy original document(s) submitted to the registered office of the Company or facsimile number, and

marked for the attention of the Committee, as may be notified by the Company to the Participant in writing.

- 14.2 Any notices or documents required to be given to a Participant or any correspondence to be made between the Company and the Participant shall be given or made by the Committee (or such person(s) as it may from time to time direct) on behalf of the Company and shall be delivered to the Participant by hand or sent to the Participant at his home address or facsimile number or via electronic mail according to the records of the Company or the last known address or facsimile number or electronic mail address provided by the Participant to the Company.
- 14.3 Any notice or other communication from a Participant to the Company shall be irrevocable and shall not be effective until received by the Company. Any other notice or communication from the Company to a Participant shall be deemed to be received by that Participant, if by hand delivery, at the time of delivery at the address specified in Rule 14.2 or, if sent by post, on the fifth business day following the date of posting or, if sent by facsimile transmission or electronic mail, on the business day immediately following the day of dispatch.
- 14.4 It shall be the Participant's sole responsibility to ensure that all information contained in a Communication is complete, accurate, current, true, and correct.
- 14.5 The Company's records of the Communications, and its record of any transactions maintained by any relevant person authorized by the Company relating to or connected with the Plan, whether or not stored in printed form, shall be binding and conclusive on the Participant and shall be conclusive evidence of such Communications and/or transactions. All such records shall be admissible in evidence and the Participant shall not challenge or dispute the admissibility, reliability, accuracy or the authenticity of the contents of such records merely on the basis that such records were incorporated and/or set out in electronic form or were produced by or are the output of a computer system, and the Participant waives any of his rights (if any) to so object.

15 MODIFICATIONS TO THE PLAN

- 15.1 Any or all of the provisions of the Plan may be modified and/or altered at any time and from time to time by a resolution of the Committee, and in particular, the Committee may at any time by resolution (and without other formality) amend or alter the rules or provisions of the Plan in any way to the extent necessary in the opinion of the Committee, to cause the Plan to comply with any statutory provision or the provision or the regulations of any regulatory or other relevant authority or body.
- 15.2 Written notice of any modification or alteration made in accordance with this Rule 15 shall be given to all Participants.

16 TERMS OF EMPLOYMENT UNAFFECTED

The terms of employment of a Participant shall not be affected by his/her participation in the Plan, which shall neither form part of such terms nor entitle him/her to take into account such participation in calculating any compensation or damages on the termination of his/her employment for any reason whatsoever.

17 DURATION OF THE PLAN

17.1 The Plan shall continue to be in force until the earliest of the following take place:

- a. subject to a maximum period of ten (10) years commencing on the Adoption Date, provided always that the Plan may continue beyond the above stipulated period with the approval of the Company's shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required;
- b. the Plan may be terminated at any time by the Committee or, at the discretion of the Committee, by resolution of the Company in general meeting, subject to all relevant approvals which may be required and if the Plan is so terminated, no further Awards shall be granted by the Committee hereunder.

17.2 The expiry or termination of the Plan shall not affect Awards which have been granted prior to such expiry or termination, whether the Share Options pursuant to such Awards have been exercised (whether fully or partially) or not.

18 TAXES

All taxes (except for Documentary Stamp Tax relating to stock issuance) arising from the grant, Vesting or Exercise of any Award granted to any Participant under the Plan shall be borne by that Participant. No shares shall be delivered under the Plan to any Participant until such Participant has made arrangements acceptable to the Committee for the satisfaction of any income and employment tax withholding obligations under Applicable Laws. The Company or any Subsidiary shall have the authority and the right to deduct or withhold or require a Participant to remit to the Company, an amount sufficient to satisfy national, local and foreign taxes required by law to be withheld.

19 DISCLAIMER OF LIABILITY

Notwithstanding any provisions herein contained, the Committee and the Company and the Directors, officers, employees, representatives or agents shall not under any circumstances be held liable for any costs, losses, expenses and damages arising from any event contemplated in relation to this Plan.

20 DISPUTES

Any disputes or differences of any nature arising hereunder shall be referred to the Committee and its decision shall be final and binding in all respects.

21 GOVERNING LAW

The Plan shall be governed by and construed in accordance with the applicable laws of Republic of the Philippines. The Participants, by accepting grants of Awards in accordance with the Plan, and the Company submit to the exclusive jurisdiction of the courts of the Republic of the Philippines.

22 CONTRACTS (RIGHTS OF THIRD PARTIES)

No person, other than the Company or a Participant, shall have any right to enforce any provision of the Plan or any Share Option by virtue applicable laws in the Philippines.

Occupational Safety and Health (OSH) Program of
Leisure and Resorts World Corporation

I. Complete Company Profile/ Project details

- Company Name: Leisure and Resorts World Corporation
- Date Established: October 15, 1957
- Complete Address: 26th Floor West Wing Philippine Stock Exchange, Pearl Drive, Ortigas, Pasig City
- Phone and fax numbers 637-5657
- Website URL/Email address https://lrwc.com.ph
- Name of Company Owner/Manager/President Jacqueline Chan
- HR Management Head
- Total Number of Employees; 289 Male 159 Female 130
 - Description of the business Pls specify

Kindly check:

- o Manufacturing: _____
- o Service: _____
- o Agri/fishing: _____
- o Wholesale/retail _____
- o Utilities _____
- o Banks and financial institution _____
- o Security Agency _____
- o Maintenance _____
- o Construction _____
- o Others (Please specify) Leisure and Entertainment

- Product descriptions: (ex. Garments, shoes, electronics) Electronic Bingo_____
- Description of services: Leisure and Entertainment

Basic Components of Company OSH Program and Policy

(DO 198-18, Chapter IV, Section 12)

- 1.0 Company Commitment to Comply with OSH Requirements
- 2.0 General Safety and Health Programs
 - Safety and health Hazard Identification, Risk Assessment and Control (HIRAC)
 - Medical Surveillance for early detection and management of occupational and work related diseases
 - First-aid and emergency medical services
- 3.0 Promotion of Drug Free workplace, Mental health Services in the Workplace, Healthy lifestyle
- 4.0 Prevention and Control of HIV-AIDS, Tuberculosis, Hepatitis B
- 5.0 Composition and Duties of health and safety Committee
- 6.0 OSH Personnel and Facilities
- 7.0 Safety and Health Promotion, Training and Education
 - Orientation of all workers on OSH
 - Conduct of Risk Assessment, evaluation and Control
 - *Continuing training on OSH for OSH Personnel
 - *Work permit System
- 8.0 Toolbox/Safety Meetings, job safety analysis
- 9.0 Accident/Incident/illness Investigation, Recording and Reporting
- 10.0 Personal Protective Equipment (PPE)
- 11.0 Safety signages
- 12.0 *Dust control and management and regulation on activities such as building of temporary structures and lifting and operation of electrical, mechanical, communications system and other requirements
- 13.0 Welfare Facilities
- 14.0 Emergency and disaster preparedness and response plan to include the organization and creation of disaster control groups, business continuity plan, and updating the hazard, risk and vulnerability assessment (as required)
- 15.0 Solid waste management system
- 16.0 Compliance with Reportorial Government Requirement (refer to Item 9.0)
- 17.0 Control and Management of Hazards (refer to Item 2-HIRAC)
- 18.0 *Prohibited Acts and Penalties for Violations
- 19.0 *Cost of Implementing Company OSH program

**(Applicable for medium to high risk establishments with 10 to 50 workers and low to high risk establishments with 51 workers and above)*

1.0 Company Commitment to Comply with OSH Policy

Leisure and Resorts World Corporation do hereby commit

to comply with the requirements of RA 11058 and DOLE Department Order 198-18 (its Implementing Rules and Regulations) and the applicable provisions of the Occupational Safety and Health Standards (OSHS).

We acknowledge the company's obligation and responsibilities to provide appropriate funds for implementing this OSH program including orientation and training of its employees on OSH, provision and dissemination of IEC materials on safety and health, provision of Personal Protective Equipment (PPE) when necessary and other OSH related requirements and activities, to ensure the protection for our workers and employees against injuries, illnesses and death through safe and healthy working conditions and environment.

We commit to conduct risk assessment as required to prevent workplace accidents as well as comply with other provisions of this OSH program. That we are also fully aware of the penalties and sanctions for OSH violations as provided for in RA 11058 and its Implementing Rules and Regulations.

[Signature] _____

[Name] Jacqueline Chan

HR Management Head

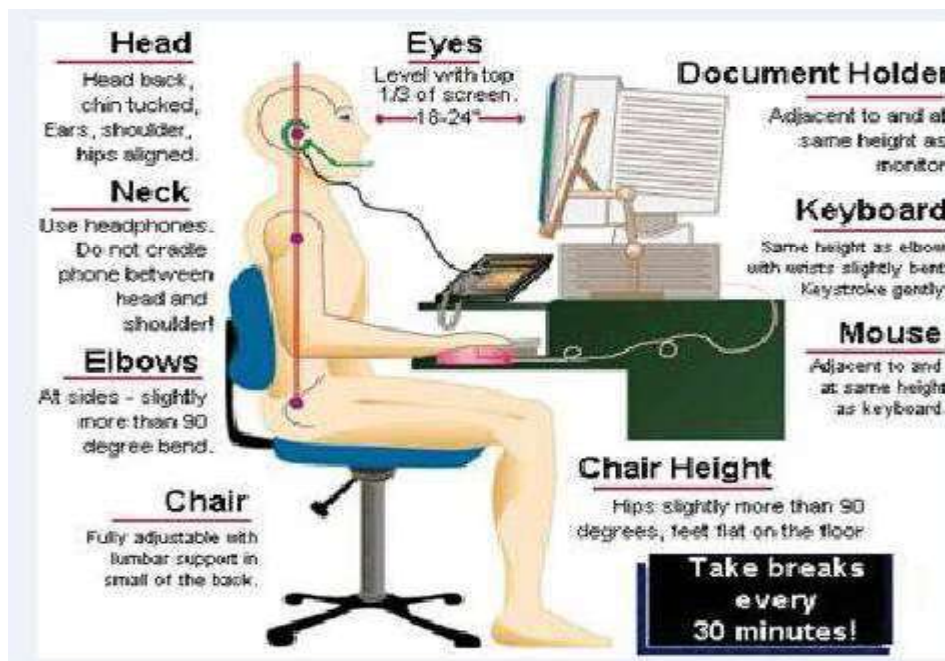
[Date] ; _____

2.0 General Safety and Health Programs

21. Conduct of Risk Assessment

Kindly accomplish. Pls use additional pages if needed. You may also wish to attach your Company's Risk Assessment Matrix as substitute

Risk Assessment Matrix				
Task	Hazard Identified	Risk Description	Priority: likelihood of injury and illness to occur (low, medium, high)	Control Measures
Office staff	Prolonged exposure to computers	Employees may experience headache or back ache due to prolonged works using computers	Low	Posted ergonomics exercise as needed
	Prolonged seating position and low physical activity but with high psychological related work	Stress and mental fatigue	Low	Policy on work break
Warehousemen	May sometime lift items for delivery to staff	Lifting of boxes	low	Ensure proper lifting position



2.2 Medical Surveillance

The company will require all employees to undergo a baseline or initial medical health examination prior to assigning to a potentially hazardous activity. The examination will include but not limited to the following:

- a. Routine : CBC Chest X-ray Urinalysis stool exam
- b. Special: Blood Chemistry ECG others, please specify
- c. Schedule of Annual medical examination: Q1 Q2 Q3 Q4
- d. Is random drug testing conducted? Yes x when Q1 of the year
No _____

2.3 First-Aid, Health Care Medicines and Equipment Facilities

- How many treatment rooms/first aid rooms are existing in your company?
none
- How many Clinics in the workplace? none
- What hospital (s) are you affiliated with? Medical City

3.0 And 4.0 - Health Programs for the promotion, prevention and control

ALCOHOL-FREE WORKPLACE POLICY AND PROGRAM

The **LEISURE AND RESORTS WORLD CORPORATION** adopts this alcohol-free workplace policy and program to ensure a safe and healthful workplace. In this regard, all employees shall abide by the terms and conditions of this policy.

I. ALCOHOL PROHIBITED

The **Leisure and Resorts World Corporation** , LRWC for brevity , explicitly prohibits the following:

1. Use, possession, solicitation or sale of alcohol in the workplace; or
2. Impairment or under the influence of alcohol which may cause/causing adverse effect on employee's work performance, safety of co-employees or Company's reputation.

II. DEFINITION OF TERMS

1. **Assessment Team-** A group of persons composed of occupational safety and health personnel, human resource manager, employer's representative and employees' representative who are trained to address all aspects of prevention.
2. **Cause Testing-** A form of alcohol-test assessment conducted by the Company when an employee is suspected to be under the influence of alcohol. The Company request its suspected employee to submit himself to alcohol test.
3. **"Involved in an on-the-job accident or injury"-** An accident of any person within the workplace immediately or proximately caused by the employee under the influence of alcohol.
4. **Near Miss-** An incident which could have led to any injury or fatality of employees and/or considerable damage to the employer had it not been curtailed.
5. **Post-Accident Testing-** A form of alcohol-test assessment conducted by the Company to those employees involved in an on the job accident or injury.
6. **Random Testing-** A form of alcohol test assessment conducted by the Company Employees may be selected at random for alcohol testing at any interval determined by the company.
7. **Workplace –** Any office or property owned, leased or operated by the Company or at any other place where an employee performs work for the Company.

III. PREVENTIVE MEASURES

LRWC shall post in conspicuous place and notify in writing all its employees of this policy and shall establish an alcohol-free workplace policy awareness program. The contents of such awareness program are as follows:

1. Dangers involved in the use, possession, solicitation or sale of alcohol in the workplace;
2. Policy of maintaining an alcohol-free workplace;
3. Available employee assistance program; and
4. Imposable penalties for employees found guilty for violation of alcohol-free workplace policy.

IV. TESTING PROCEDURE

A. Cause-Test

1. If an employee's demeanour caused the Company to suspect that he is using, possessing, soliciting or selling alcohol in the workplace, the latter will request the former to submit himself to a cause-test. If the employee objects to subject himself to cause-test, he must state his objection and the reason thereof in writing. The Company shall immediately decide whether the ground for objection is valid or not. Should the Company found that the objection is not valid and the employee still refused to submit himself to the cause-test, the refusal will be considered as a ground for disciplinary action; and
2. If the cause-test showed a positive result, the employee will be referred to the assessment team for further examination. However, if the employee still disagrees with the result of the assessment team, he will be subjected to another alcohol testing at the nearest medical facility.

B. Post Accident-Test

1. If an accident or a near miss has been immediately or proximately caused by employees engaged in using possessing, soliciting or selling alcohol in the workplace, all employees involved in the on the job accident shall be subjected to a post accident-test. If the employee objects to subject himself to cause-test, he must state his objection and the reason thereof in writing. The Company shall immediately decide whether the ground for objection is valid or not. Should the Company found that the objection is not valid and the employee still refused to submit himself to the cause-test, the refusal will be considered as a ground for disciplinary action; and
2. If the cause-test showed a positive result, the employee will be referred to the assessment team for further examination. The findings of the assessment team shall be considered final.

C. Random Test

1. At any time during the working hours, the Company may conduct a random alcohol test with its employees. If the employee objects to subject himself to cause-test, he must state his objection and the reason thereof in writing. The Company shall immediately decide whether the ground for objection is valid or not. Should the Company found that the objection is not valid and the employee still refused to submit himself to the cause-test, the refusal will be considered as a ground for disciplinary action; and
2. If the cause-test showed a positive result, the employee will be referred to the assessment team for further examination. However, if the employee still disagrees with the result of the assessment team, he will be subjected to another alcohol testing at the nearest medical facility.

V. CONFIDENTIALITY

LRWC shall observe at all times confidentiality of the results relative to alcohol tests done to employees.

VI. TREATMENT, REHABILITATION AND REFERREAL

The Assessment Team shall determine whether or not an employee found addicted to alcohol would need referral for treatment and/or rehabilitation in a Department of Health-Accredited Center. This benefit is only given to employees who seek help from the assessment team.

VII. MONITORING AND EVALUATION

The implementation of the alcohol-free workplace policy and program shall be monitored and evaluated periodically by the Assessment Team to ensure that the goal of an alcohol-free workplace is met.

VIII. DISCIPLINARY ACTION

1. Failure to submit to cause-test, post accident-test, random-test, or alcohol test by a nearest medical facility shall be a ground for a disciplinary action with a penalty of one (1) month suspension without pay;
2. If an employee found guilty for violation of any of the acts prohibited under paragraph I of this policy shall be subjected to a disciplinary action with a penalty of one (1) month suspension without pay; or
3. If an employee found to have been guilty for violation of this policy, repeatedly violated the provisions thereof shall be subjected to a disciplinary action with a penalty of three (3) months suspension or dismissal from service.

IX. EFFECTIVITY

This company policy is effective immediately to all employees.

Jacqueline Chan
HR Management Head

DATE: October 28, 2019

“DRUG-FREE WORKPLACE POLICY AND PROGRAM”

In compliance with Article V of Republic Act No. 9165, otherwise known as the Comprehensive Dangerous Drugs Act of 2002, and its Implementing Rules and Regulations and DOLE Department Order No. 53-03, series of 2003 (Guidelines for the Implementation of a Drug-Free Workplace Policies and Programs for the Private Sector), **Leisure and Resorts World Corporation, LRWC for brevity**, hereby adopts the following policies and programs to achieve a drug-free workplace:

I. COMPANY POLICY ON DRUG-FREE WORKPLACE

LRWC explicitly prohibits:

- The use, possession, solicitation for, or sale of dangerous drugs on company premises or while performing an assignment.
- Being impaired or under the influence of dangerous drugs away from the company, if such impairment or influence adversely affects the employee's work performance, the safety of the employee or of others, or puts at risk the company's reputation.
- Possession, use, solicitation for, or sale of dangerous drugs away from the company premises, if such activity or involvement adversely affects the employee's work performance, the safety of the employee or of others, or puts at risk the company's reputation.
- The presence of any detectable amount of dangerous drugs in the employee's system while at work, while on the premises of the company, or while on company business. "Dangerous Drugs" include those listed in the Schedules annexed to the 1961 Single Convention on Narcotic Drugs, as amended by the 1972 Protocol, and in the Schedules annexed to the 1971 Single Convention on Psychotropic Substances as enumerated in the attached annex of R.A. 9165.

I. COMPANY PROGRAM ON DRUG-FREE WORKPLACE

A. MANDATORY DRUG TEST

1. To ensure that only those qualified shall be screened and recruited to prevent the detrimental effects (*e.g. lower productivity; poor decision making; increased accidents; more compensation claims; and reduced team effort*) which drug use and abuse may cause in the workplace, the conduct of mandatory drug test shall be required for pre-employment.
2. **LRWC** designates The Medical City, a duly accredited drug testing center by the Department of Health (DOH), as its authorized drug testing laboratory.
3. **LRWC** may also conduct drug testing under any of the following circumstances:
 - i. **RANDOM TESTING:** Officer/employees may be selected at random for drug testing at any interval determined by the Company.
 - ii. **FOR-CAUSE TESTING:** The company may ask an officer/employee to submit to a drug test at any time it feels that the employee may be under the influence of drugs, including, but not limited to, the following circumstances: evidence of drugs on or about the employee's person or in the employee's vicinity, unusual conduct on the employee's part that suggests impairment or influence of drugs, negative performance patterns, or excessive and unexplained absenteeism or tardiness.
 - iii. **POST-ACCIDENT TESTING:** Any officer/employee involved in a "Near-Miss" incident or "Work Accident" under circumstances that suggest possible use or influence of drugs may be asked to submit to a drug test. As defined herein, "Near-Miss" means an incident arising from or in the course of work which could have led to injuries or fatalities of the workers and/or considerable damage to the employer had it not been curtailed. "Work Accident" refers to unplanned or unexpected occurrence that may or may not result in personal

injury, property damage, work stoppage or interference or any combination thereof of which arises out of and in the course of employment.

4. All drug tests shall employ, among others, two (2) testing methods, the screening test which will determine the positive result as well as the type of the drug used and the confirmatory test which will confirm a positive screening test. Where the confirmatory test turns positive, the company's Assessment Team shall evaluate the results and determine the level of care and administrative interventions that can be extended to the concerned employee.
5. **LRWC** shall inform the officer/employee who was subjected to a drug test of the test-results whether positive or negative.
6. All costs of drug testing shall be borne by **Leisure and Resorts World Corporation**.

B. TREATMENT, REHABILITATION, AND REFERRAL

1. An officer/employee who, for the first time, is found positive of drug use, shall be referred for treatment and/or rehabilitation in a DOH accredited center. For this purpose, **LRWC** shall provide a list of at least three (3) accredited facilities which an employee who was tested positive for drugs may choose from.
2. Following rehabilitation, the company's Assessment Team, in consultation with the head of the rehabilitation center, shall evaluate the status of the drug dependent employee and recommend to the employer the resumption of the employee's job if he/she poses no serious danger to his/her co-employees and/or the workplace.
3. All costs for the treatment and rehabilitation of the drug dependent employee shall be charged to his account. The period during which the employee is under treatment or rehabilitation shall be considered as authorized leaves.

4. Repeated drug use even after ample opportunity for treatment and rehabilitation shall be dealt with the corresponding penalties under R.A. 9165 and is a ground for dismissal.

C. ADVOCACY, EDUCATION AND TRAINING

1. ***Leisure and Resorts World Corporation*** undertakes to increase the awareness and education of its officers and employees on the adverse effects of dangerous drugs through continuous advocacy, education and training programs/activities to all its officers and employees.
2. All officers and employees are required to undergo an orientation/education program before assumption of their respective duties. The program shall include the following topics:
 - i. Salient features of R.A. 9165;
 - ii. Adverse effects of abuse and/or misuse of dangerous drugs on the person, workplace, family and the community;
 - iii. Preventive measures against drug abuse; and
 - iv. Steps to take when intervention is needed, as well as available services for treatment and rehabilitation.
3. To encourage all officers and employees to lead a healthy lifestyle while at work and at home, **LRWC** undertakes to conduct the following activities as often as possible:
 - i. Lifestyle assessment programs on health nutrition, weight management, stress management, alcohol abuse, smoking cessation, and other indicators of risk diseases;
 - ii. Health wellness screenings (*e.g. blood pressure and heart rate, cholesterol test, blood glucose, etc.*);

- iii. Sports, recreational and fun-game activities; and
- iv. Other activities promoting health and wellness.

D. ROLES, RIGHTS AND RESPONSIBILITIES OF EMPLOYER AND EMPLOYEES

1. ***Leisure and Resorts World Corporation*** shall ensure that the workplace policies and programs on the prevention and control of dangerous drugs, including drug testing, shall be disseminated to all officers and employees. The employer shall obtain a written acknowledgement from the employees that the policy has been read and understood by them.
2. ***Leisure and Resorts World Corporation*** shall maintain the confidentiality of all information relating to drug tests or to the identification of drug users in the workplace; exceptions may be made only where required by law, in case of overriding public health and safety concerns; or where such exceptions have been authorized in writing by the person concerned.
3. All officers and employees shall enjoy the right to due process, absence of which will render the referral procedure ineffective.

E. CONSEQUENCES OF POLICY VIOLATIONS

1. Any officer or employee who uses, possesses, distributes, sells or attempts to sell, tolerates, or transfers dangerous drugs or otherwise commits other unlawful acts as defined under Article II of RA 9165 and its Implementing Rules and Regulations shall be subject to the pertinent provisions of the said Act.
2. Any officer or employee found positive for use of dangerous drugs shall be dealt with administratively in accordance with the provisions of Article 282 of Book VI of the Labor Code and under RA 9165.

F. MONITORING AND EVALUATION

1. The implementation of these policies and programs shall be monitored and evaluated periodically by management to ensure a drug-free workplace. For this purpose, an Assessment Team shall be constituted in accordance with D.O. 53-03.

G. EFFECTIVITY.

1. The provisions of these policies and programs shall be immediately effective after its ratification by the management and the employee's representatives and its posting in the company's bulletin board.

Jacqueline Chan
HR Management Head

DATE: October 28, 2019

WORKPLACE POLICY AND PROGRAM ON HEPATITIS B

Leisure and Resorts World Corporation is committed to conform to the established standards assurance of customer satisfaction, protection of our environment and health and safety in the workplaces.

The company promotes and ensures a healthy environment through its various health programs to safeguard its employees. And as part of the company's compliance to DOLE Department Advisory No. 05, Series of 2010 (Guidelines for the Implementation of a Workplace Policy and Program on Hepatitis B), this Program has been developed. This program is aimed to address the stigma attached to hepatitis B and to ensure that the employees' right against discrimination and confidentiality is maintained.

This guideline is formulated for everybody's information and reference for the diagnosis, treatment, and prevention of Hepatitis B. This will inform the employees of their role as well as the company in dealing with Hepatitis B. A healthy environment encompasses a good working relationship and great output for continuous business growth.

I. Implementing Structure

The Leisure and Resorts World Corporation (LRWC for brevity) Hepatitis B workplace policy and program shall be managed by its health and safety committee. Each division or department of the Company shall be duly represented.

II. Guidelines

A. Education

1. Coverage. All employees regardless of employment status may avail of hepatitis B education services for free;
2. Hepatitis B shall be conducted through distribution and posting of IEC materials and counselling and/ or lectures; and
3. Hepatitis B education shall be spearheaded by the LRWC Medical Clinic in close coordination with the health and safety committee.

B. Preventive Strategies

1. All employees are encouraged to be immunized against Hepatitis B after securing clearance from their physician.
2. Workplace sanitation and proper waste management and disposal shall be monitored by the health and safety committee on a regular basis.
3. Personal protective equipment shall be made available at all times for all employees; and
4. Employees will be given training and information on adherence to standards or universal precautions in the workplace.

III. Social Policy

A. Non discriminatory Policy and Practices

1. There shall be no discrimination of any form against employees on the basis of their Hepatitis B status consistent with the international agreements on non discrimination ratified by the Philippines (ILO C111). Employees shall not be discriminated against, from pre to post employment, including hiring, promotion, or assignment because of their hepatitis B status.
2. Workplace management of sick employees shall not differ from that of any other illness. Persons with Hepatitis B related illnesses may work for as long as they are medically fit to work.

B. Confidentiality

Job applicants and employees shall not be compelled to disclose their Hepatitis B status and other related medical information. Co-employees shall not be obliged to reveal any personal information about their fellow employees. Access to personal data relating to employee's Hepatitis B status shall be bound by the rules on confidentiality and shall be strictly limited to medical personnel or if legally required.

C. Work-Accommodation and Arrangement

1. The company shall take measures to reasonably accommodate employees who are Hepatitis B positive or with Hepatitis B - related illnesses.
2. Through agreements made between management and employees' representative, measures to support employees with Hepatitis B are encouraged to work through flexible leave arrangements, rescheduling of working time and arrangement for return to work.

D. Screening, Diagnosis, Treatment and Referral to Health Care Services

1. The company shall establish a referral system and provide access to diagnostic and treatment services for its employees for appropriate medical evaluation/ monitoring and management.
2. Adherence to the guidelines for healthcare providers on the evaluation of Hepatitis B positive employees is highly encouraged.
3. Screening for Hepatitis B as a prerequisite to employment shall not be mandatory.

E. Compensation

The Leisure and Resorts World Corporation shall provide access to Social Security System and Employees Compensation benefits under PD 626 to an employee contracted with Hepatitis B infection in the performance of his duty.

IV. Roles and Responsibilities of Employers and Employees

A. Employer's Responsibilities

1. Management, together with employees' organizations, company focal personnel for human resources, and safety and health personnel shall develop, implement, monitor and evaluate the workplace policy and program on Hepatitis B.

2. The Health and Safety Committee shall ensure that their company policy and program is adequately funded and made known to all employees.

3. The Human Resources Department shall ensure that their policy and program adheres to existing legislations and guidelines, including provisions on leaves, benefits and insurance.

4. Management shall provide information, education and training on Hepatitis B for its workforce consistent with the standardized basic information package developed by the Hepatitis B TWG; if not available within the establishment, then provide access to information.

5. The company shall ensure non-discriminatory practices in the workplace.

6. The management together with the company focal personnel for human resources and safety and health shall provide appropriate personal protective equipment to prevent Hepatitis B exposure, especially for employees exposed to potentially contaminated blood or body fluid.

7. The Health and Safety Committee, together with the employees' organizations shall jointly review the policy and program for effectiveness and continue to improve these by networking with government and organizations promoting Hepatitis B prevention.

8. The company shall ensure confidentiality of the health status of its employees, including those with Hepatitis B.

9. The human resources shall ensure that access to medical records is limited to authorized personnel.

B. Employees Responsibilities

1. The employees' organization is required to undertake an active role in educating and training their members on Hepatitis B prevention and control. The IEC program must also aim at promoting and practicing a healthy lifestyle with emphasis on avoiding high risk behavior and other risk factors that expose employees to increased risk of Hepatitis B infection, consistent with the standardized basic information package developed by the Hepatitis B TWG.

2. Employees shall practice non-discriminatory acts against co-employees on the ground of Hepatitis B status.

3. Employees and their organizations shall not have access to personnel data relating to an employee's Hepatitis B status. The rules of confidentiality shall apply in carrying out union and organization functions.

4. Employees shall comply with the universal precaution and the preventive measures.

5. Employees with Hepatitis B may inform the health care provider or the company physician on their Hepatitis B status, that is, if their work activities may increase the risk of Hepatitis B infection and transmission or put the Hepatitis B positive at risk for aggravation.

V. IMPLEMENTATION AND MONITORING

Within the establishment, the implementation of the policy and program shall be monitored and evaluated periodically. The safety and health committee or its counterpart shall be tasked for this purpose.

VI. EFFECTIVITY

This Policy shall take effect immediately and shall be made known to all employees.

Jacqueline Chan
HR Management Head

DATE: October 28, 2019

WORKPLACE POLICY AND PROGRAM ON HEPATITIS B

Leisure and Resorts World Corporation is committed to conform to the established standards assurance of customer satisfaction, protection of our environment and health and safety in the workplaces.

The company promotes and ensures a healthy environment through its various health programs to safeguard its employees. And as part of the company's compliance to DOLE Department Advisory No. 05, Series of 2010 (Guidelines for the Implementation of a Workplace Policy and Program on Hepatitis B), this Program has been developed. This program is aimed to address the stigma attached to hepatitis B and to ensure that the employees' right against discrimination and confidentiality is maintained.

This guideline is formulated for everybody's information and reference for the diagnosis, treatment, and prevention of Hepatitis B. This will inform the employees of their role as well as the company in dealing with Hepatitis B. A healthy environment encompasses a good working relationship and great output for continuous business growth.

I. Implementing Structure

The Leisure and Resorts World Corporation (LRWC for brevity) Hepatitis B workplace policy and program shall be managed by its health and safety committee. Each division or department of the Company shall be duly represented.

II. Guidelines

A. Education

1. Coverage. All employees regardless of employment status may avail of hepatitis B education services for free;
2. Hepatitis B shall be conducted through distribution and posting of IEC materials and counselling and/ or lectures; and
3. Hepatitis B education shall be spearheaded by the LRWC Medical Clinic in close coordination with the health and safety committee.

B. Preventive Strategies

1. All employees are encouraged to be immunized against Hepatitis B after securing clearance from their physician.
2. Workplace sanitation and proper waste management and disposal shall be monitored by the health and safety committee on a regular basis.
3. Personal protective equipment shall be made available at all times for all employees; and
4. Employees will be given training and information on adherence to standards or universal precautions in the workplace.

III. Social Policy

A. Non discriminatory Policy and Practices

1. There shall be no discrimination of any form against employees on the basis of their Hepatitis B status consistent with the international agreements on non discrimination ratified by the Philippines (ILO C111). Employees shall not be discriminated against, from pre to post employment, including hiring, promotion, or assignment because of their hepatitis B status.
2. Workplace management of sick employees shall not differ from that of any other illness. Persons with Hepatitis B related illnesses may work for as long as they are medically fit to work.

B. Confidentiality

Job applicants and employees shall not be compelled to disclose their Hepatitis B status and other related medical information. Co-employees shall not be obliged to reveal any personal information about their fellow employees. Access to personal data relating to employee's Hepatitis B status shall be bound by the rules on confidentiality and shall be strictly limited to medical personnel or if legally required.

C. Work-Accommodation and Arrangement

1. The company shall take measures to reasonably accommodate employees who are Hepatitis B positive or with Hepatitis B - related illnesses.
2. Through agreements made between management and employees' representative, measures to support employees with Hepatitis B are encouraged to work through flexible leave arrangements, rescheduling of working time and arrangement for return to work.

D. Screening, Diagnosis, Treatment and Referral to Health Care Services

1. The company shall establish a referral system and provide access to diagnostic and treatment services for its employees for appropriate medical evaluation/ monitoring and management.
2. Adherence to the guidelines for healthcare providers on the evaluation of Hepatitis B positive employees is highly encouraged.
3. Screening for Hepatitis B as a prerequisite to employment shall not be mandatory.

E. Compensation

The Leisure and Resorts World Corporation shall provide access to Social Security System and Employees Compensation benefits under PD 626 to an employee contracted with Hepatitis B infection in the performance of his duty.

IV. Roles and Responsibilities of Employers and Employees

A. Employer's Responsibilities

1. Management, together with employees' organizations, company focal personnel for human resources, and safety and health personnel shall develop, implement, monitor and evaluate the workplace policy and program on Hepatitis B.

2. The Health and Safety Committee shall ensure that their company policy and program is adequately funded and made known to all employees.

3. The Human Resources Department shall ensure that their policy and program adheres to existing legislations and guidelines, including provisions on leaves, benefits and insurance.

4. Management shall provide information, education and training on Hepatitis B for its workforce consistent with the standardized basic information package developed by the Hepatitis B TWG; if not available within the establishment, then provide access to information.

5. The company shall ensure non-discriminatory practices in the workplace.

6. The management together with the company focal personnel for human resources and safety and health shall provide appropriate personal protective equipment to prevent Hepatitis B exposure, especially for employees exposed to potentially contaminated blood or body fluid.

7. The Health and Safety Committee, together with the employees' organizations shall jointly review the policy and program for effectiveness and continue to improve these by networking with government and organizations promoting Hepatitis B prevention.

8. The company shall ensure confidentiality of the health status of its employees, including those with Hepatitis B.

9. The human resources shall ensure that access to medical records is limited to authorized personnel.

B. Employees Responsibilities

1. The employees' organization is required to undertake an active role in educating and training their members on Hepatitis B prevention and control. The IEC program must also aim at promoting and practicing a healthy lifestyle with emphasis on avoiding high risk behavior and other risk factors that expose employees to increased risk of Hepatitis B infection, consistent with the standardized basic information package developed by the Hepatitis B TWG.

2. Employees shall practice non-discriminatory acts against co-employees on the ground of Hepatitis B status.

3. Employees and their organizations shall not have access to personnel data relating to an employee's Hepatitis B status. The rules of confidentiality shall apply in carrying out union and organization functions.

4. Employees shall comply with the universal precaution and the preventive measures.

5. Employees with Hepatitis B may inform the health care provider or the company physician on their Hepatitis B status, that is, if their work activities may increase the risk of Hepatitis B infection and transmission or put the Hepatitis B positive at risk for aggravation.

V. IMPLEMENTATION AND MONITORING

Within the establishment, the implementation of the policy and program shall be monitored and evaluated periodically. The safety and health committee or its counterpart shall be tasked for this purpose.

VI. EFFECTIVITY

This Policy shall take effect immediately and shall be made known to all employees.

Jacqueline Chan
HR Management Head

DATE: October 28, 2019

BWC GUIDELINES NO. 2, SERIES OF 2012
“SEXUAL HARRASMENT POLICIES AND PROCEDURES”

Pursuant to the provisions of Section 4, Republic Act No. 7877, *An Act Declaring Sexual Harassment Unlawful in the Employment, Education or Training Environment , and For Other Purposes*, the following policies and procedure are hereby issued by Leisure and Resorts World Corporation to prevent sexual harassment in its workplace and to provide the procedure for the resolution, settlement and/or disposition of sexual harassment cases.

I. COMPANY POLICY AGAINST SEXUAL HARASSMENT

Leisure and Resorts World Corporation believes that employees should be afforded the opportunity to work in an environment free of sexual harassment. Sexual harassment is a form of misconduct that undermines the employment relationship. No employee, either male or female, should be subjected verbally or physically to unsolicited and unwelcome sexual overtures or conduct.

Sexual harassment refers to behavior that is not welcome, that is personally offensive, debilitates morale and, therefore, interferes with work effectiveness. Such behavior may be in the form of unwanted physical, verbal or visual sexual advances, requests for sexual favors, and other sexually oriented conduct which is offensive or objectionable to the recipient, including, but not limited to: epithets, derogatory or suggestive comments, slurs or gestures and offensive posters, cartoons, pictures, or drawings.

Leisure and Resorts World Corporation will not tolerate any behavior that amounts to sexual harassment and any officer or employee found to have committed sexual harassment shall be subjected to disciplinary action, up to and including dismissal.

A. DEFINITION OF SEXUAL HARASSMENT

Leisure and Resorts World Corporation has adopted, and its policy is based on, the definition of sexual harassment set forth in Section 3 of R.A. 7877. It provides that sexual harassment in workplace is committed by an employer, employee, manager, supervisor, agent of the employer, or any other person who, having authority, influence or moral ascendancy over another in a work environment, demands, requires or otherwise requires any sexual favor from the other, regardless of whether the demand, requests or requirement for submission is accepted by the object of said Act.

In a work-related or employment environment, sexual harassment is committed when:

1. The sexual favor is made as a condition in the hiring or in the employment, re-employment, or continued employment of said individual, or in granting said individual favorable compensation, terms of conditions, promotions, or privileges; or the refusal to grant the sexual favor results in limiting, segregating or classifying the employee which in any way would discriminate, deprive or diminish employment opportunities or otherwise adversely affect said employee;
2. the above acts would impair the employees' rights or privileges under existing labor laws; or
3. the above acts would result in an intimidating, hostile, or offensive environment for the employee.

B. WHERE SEXUAL HARASSMENT IS COMMITTED

Sexual harassment may be committed in any work or training environment. It may include, but are not limited to the following:

1. In or outside the office building or training site;
2. at office or training-related social functions;
3. in the course of work assignments outside the office;
4. at work-related conferences, studies or training sessions; or
5. during work related travel.

C. FORMS OF SEXUAL HARASSMENT

Sexual harassment may be committed in any of the following forms:

1. Overt sexual advances;
2. Unwelcome or improper gestures of affection;
3. Request or demand for sexual favors including but not limited to going out on dates, outings, or the like for the same purpose;
4. Any other act or conduct of a sexual nature or for purposes of sexual gratification which is generally annoying, disgusting or offensive to the victim.

D. WHAT IS NOT SEXUAL HARASSMENT

Sexual harassment does not refer to occasional compliments of a socially acceptable nature. It refers to behavior that is not welcome, that is personally offensive, that debilitates morale, and that, therefore, interferes with work effectiveness.

E. EMPLOYER'S RESPONSIBILITY

Leisure and Resorts World Corporation undertakes to provide its officers and employees a work environment free of sexual harassment by management personnel, by co-workers and by others with whom officers and employees must interact in the course of their employment in Leisure and Resorts World Corporation. Sexual harassment is specifically prohibited as unlawful and as a violation of LRWC's policy. Leisure and Resorts World Corporation, LRWC for brevity, is responsible for preventing sexual harassment in the workplace, for taking immediate corrective action to stop sexual harassment in the workplace and for promptly investigating any allegation of work-related sexual harassment.

II. PROCEDURES ON SEXUAL HARASSMENT CASES

A. COMPLAINT PROCEDURE

Any officer or employee, who experiences or witnesses any act of sexual harassment in the workplace, shall report the same immediately to the Committee on Decorum and Investigation. They may also report acts of sexual harassment to any other member of Leisure and Resorts

World Corporation's management or ownership. All allegations of sexual harassment will be quickly investigated. To the extent possible, the identity of the officer or employee shall remain confidential and that of any witnesses and the alleged harasser will be protected against unnecessary disclosure. When the investigation is completed, all parties will be informed of the outcome of the investigation.

A Committee on Decorum and Investigation shall be constituted and shall be composed of the management and the employees' representative to receive complaints, investigate and hear sexual harassment cases. The Committee shall develop its own rules in the settlement and disposition of sexual harassment cases. The Committee shall also develop and implement programs to increase understanding and awareness about sexual harassment.

B. RETALIATION

Leisure and Resorts World Corporation will permit no employment-based retaliation against anyone who brings a complaint of sexual harassment or who speaks as a witness in the investigation of a complaint of sexual harassment.

C. WRITTEN POLICY

All officers and employees of Leisure and Resorts World Corporation shall receive a copy of LRWC's sexual harassment policy upon assumption of their respective offices. If at any time an officer or employee would like another copy of the policy, please contact the Office of the Committee on Decorum. If LRWC should amend or modify its sexual harassment policy, all officers and employees will receive an individual copy of the amended or modified policy.

Jacqueline Chan
Head of HR Management

DATE: October 28, 2019

SMOKE-FREE WORKPLACE POLICY AND PROGRAM

Pursuant to Section 6 of Republic Act No. 9211 which specifically prohibits indoor smoking and protects people against second hand smoke, this company policy is hereby issued to protect its employees and clients against the hazard brought about by smoking.

Smoke-free workplaces protect non-smokers from the dangers of secondhand smoke and also encourage staff to either quit smoking or reduce their cigarette consumption. Successful implementation of this policy will depend on both the management and employees support.

I. PREVENTIVE STRATEGIES

Leisure and Resorts World Corporation shall notify all employees of this policy and shall establish a smoke-free workplace policy awareness program. This will also be a part of orientation for newly-hired employees. A **“NO SMOKING SIGN”** shall be conspicuously displayed at floor areas which were designated as a NO SMOKING AREA. The roof top and the parking area are the only areas in the office in which employees will be allowed to smoke.

Capacity building for speakers' bureau, counsellors and the general workers population will be part of staff development program of the company.

The ill-effects of smoking will be discussed during the training/orientation of employees which will be spearheaded by the Health and Safety Committee.

II. IMPLEMENTATION

Worksite smoking policies aim mainly to protect non-smokers from Environmental Tobacco Smoke, (ETS), while the objective of worksite cessation program is to help employees who do smoke to give up the habit. The use of support groups of former smokers, HRDS staff, and medical staff that may act as educators/counsellors and support for workers to enable them in their wish of quitting the habit. Programs should be coordinated with managed-care providers' offerings of tobacco assessment and counselling. Internally, physical activity, nutrition, and stress management will assist smokers to quit and to stay abstinent.

Networking with health professionals, experts and organizations with the same advocacy is also being encouraged to create a partnership of sort. This may lead to better program implementation as their best practices may be replicated.

Strengthening workers participation may encourage ownership of the program. Team Leaders per Department maybe assigned, he/she may assign secret marshals who would monitor the no smoking policy in their workplaces. Team leaders would also monitor the smoker's diary (mandatory to smokers enrolled in the program) and the progress of the implementation of the smoking program in their office.

Employees who wish to quit smoking shall be referred by the committee to DOH accredited smoking cessation clinics.

III. MONITORING AND EVALUATION

The implementation of the smoke-free workplace policies and programs shall be monitored and evaluated periodically by the employer to ensure that the goal of an alcohol-free workplace is met. The Health and Safety Committee or other similar Committee shall be tasked for this purpose.

IV. EFFECTIVITY

All concerned shall comply with all the provisions of this company policy effective immediately.

Jacqueline Chan
HR Management Head

DATE:

WORKPLACE POLICY AND PROGRAM ON TUBERCULOSIS (TB) PREVENTION AND CONTROL

The Leisure and Resorts World Corporation recognizes that while 80% of Tuberculosis (TB) cases belong to the economically productive individuals, it is also treatable and its spread can be curtailed if proper control measures will be implemented. As such, this TB Policy and Program is hereby issued for the information and guidance of the employees.

PURPOSE:

To address the stigma attached to TB and to ensure that the worker's right against discrimination, brought by the disease, is protected.

To facilitate free access to anti-TB medicines of affected employees through referrals.

I. IMPLEMENTING STRUCTURE

The Leisure and Resorts World Corporation TB Program shall be managed by its health and safety committee consists of representatives from the different divisions and departments.

II. COVERAGE

This Program shall apply to all employees regardless of their employment status.

III. GUIDELINES

A. Preventive Strategies

1. Conduct of Tuberculosis (TB) Advocacy, Training and Education

- a. TB education shall be conducted by the Leisure and Resorts World Corporation Medical Clinic in close coordination with the health and safety committee, through distribution and posting of IEC materials and counselling and/ or lectures.
- b. Engineering measures such as improvement of ventilation, provision for adequate sanitary facilities and observance of standard for space requirement (avoidance of overcrowding) shall be implemented.

2. Screening, Diagnosis, Treatment and Referral to Health Care Services

- a. The company shall establish a referral system and provide access to diagnostic and treatment services for its employees. The company shall make arrangements with the nearest Direct Observed Treatment (DOT) facility.

- b. The company's adherence to the DOTS guidelines on the diagnosis and treatment is highly encouraged.

B. MEDICAL MANAGEMENT

1. The company shall adopt the DOTS strategy in the management of workers with tuberculosis. TB case finding, case holding and Reporting and Recording shall be in accordance with the Comprehensive Unified Policy (CUP) and the National Tuberculosis Control Program.
2. The company shall at the minimum refer employees and their family members with TB to private or public DOTS centers.

C. SOCIAL POLICY

1. Non-discriminatory Policy and Practices

- a. There shall be no discrimination of any form against employees from pre to post employment, including hiring, promotion, or assignment, on account of their TB status. (ILO C111)
- b. Workplace management of sick employees shall not differ from that of any other illness. Persons with TB related illnesses should be able to work for as long as medically fit.

2. Work-Accommodation and Arrangement

- a. Agreements made between the company and employee's representatives shall reflect measures that will support workers with TB through flexible leave arrangements, rescheduling of working time and arrangement for return to work.
- b. The employee may be allowed to return to work with reasonable working arrangements as determined by the Company Health Care provider and/or the DOTS provider.

D. COMPENSATION

The company shall provide access to Social Security System and Employees Compensation benefits under PD 626 to an employee who acquired TB infection in the performance of his/her duty.

V. ROLES AND RESPONSIBILITIES OF EMPLOYERS AND EMPLOYEES

A. Employer's Responsibilities

1. The Employer, together with workers/ labor organizations, company focal personnel for human resources, safety and health personnel shall develop, implement, monitor and evaluate the workplace policy and program on TB.

2. Provide information, education and training on TB prevention for its workforce.
3. Ensure non-discriminatory practices in the workplace.
4. Ensure confidentiality of the health status of its employees and the access to medical records is limited to authorized personnel.
5. The Employer, through its Human Resources Department, shall see to it that their company policy and program is adequately funded and made known to all employees.
6. The Health and Safety Committee, together with employees/ labor organizations shall jointly review the policy and program and continue to improve these by networking with government and organizations promoting TB prevention.

B. Employees' Responsibilities

1. The employee's organization is required to undertake an active role in educating and training their members on TB prevention and control.
2. Employees shall practice non-discriminatory acts against co-workers.
3. Employees and their organization shall not have access to personnel data relating to a worker's TB status.
4. Employees shall comply with universal precaution and the preventive measures.

V. IMPLEMENTATION AND MONITORING

The Safety and Health Committee or its counterpart shall periodically monitor and evaluate the implementation of this Policy and Program.

VI. EFFECTIVITY

This Policy shall take place effective immediately and shall be made known to every employee.

Jacqueline Chan
HR Management Head

DATE: October 28, 2019

WORKPLACE POLICY AND PROGRAM ON PROMOTING WORKERS HEALTH AND ENSURING PREVENTION AND CONTROL OF HEALTH-RELATED ISSUES AND ILLNESS

Leisure and Resorts World Corporation is committed to promote and ensure a healthy and safe working environment through its various health programs for its employees. We shall conform to the all issuances and laws that guarantee workers health and safety at all times.

The company shall ensure that worker's health is maintained through the following company programs and activities:

- a) Orientation and education of employees
- b) Access to reliable information on illness and hazards at work
- c) Referral to medical experts for diagnosis and management of illness or health-related concerns
- d) Provide health-related programs such proper nutrition and exercise activities are made available to the workers

The above-mentioned programs shall comply with the Government's issuances on promoting healthy lifestyle, addressing mental health in the workplace and preventing and controlling substance abuse.

In addition, company policies to protect workers' rights arising from illness shall be guaranteed. The company shall promote the following workers' rights:

- a) Confidentiality of information
- b) Non-discrimination including non-termination
- c) Work accommodation following a course of illness
- d) Assistance to compensation

This policy is formulated for everybody's information. The company is committed to ensuring workers' health and providing a healthy and safe workplace.

Jacqueline Chan
HR Management Head

DATE: October 28, 2019

5.0 Composition and Duties of Safety and Health Committee

The SHC of the company is responsible to plan, develop and implement OSH policies and programs, monitor and evaluate OSH programs and investigate all aspect of the work pertaining to the safety and health of all the workers. SHC shall be composed of the following in compliance with the law:

(a) For medium to high risk establishments with ten (10) to fifty (50) workers and low to high risk establishments with fifty-one (51) workers and above. – The OSH committee of the covered workplace shall be composed of the following:

- Ex-officio chairperson : Raymund F. Preligera
Name of Employer or his/her representative

- Secretary : Abraham Solis Jr.
Name of Safety officer of the workplace

- Ex-officio members : Gil A Borcelis
Name of Certified first-aiders/s

Name of OH nurse

Name of OH dentist, and OH physician, as applicable

- Members : Name of Safety officers representing the contractor or subcontractor, as the case may be,

Name of workers' representatives who shall come from the union, if the workers are organized, or elected workers through a simple vote of majority, if they are unorganized.

(b) Joint Coordinating Committee: For two (2) or more establishments housed under one building or complex including malls.

- Chairperson : _____
Name of Building owner or his/her representative such as the building administrator

- Secretary : _____
Name of Safety officer appointed by the Chairperson

- Members : _____

Name of 2 safety officers from the building selected to the Joint OSH Committee

Name of two (2) workers' representatives one from which must be from a union if organized from any establishments under the building

(All members of the HSC shall perform their duties and responsibilities by the OSH law and its implementing guidelines.)

Safety and Health Committee Minutes/Reports submitted to DOLE (pls attach latest OSH committee minutes/report)

Yes No

6.0 OSH Personnel and Facilities

6.1 Safety Officer

Safety Officer(s): *(attach certificate of training/s prescribed by DOLE)(please use additional sheets as necessary)*

Name of Safety Officer(s):	Training(s) (kindly include number of hours)
Abraham Solis Jr.	BOSH 40 hours
Aldrich Espanya	BOSH 40 hours

6.2 Emergency Occupational Health Personnel and Facilities

List of competent emergency health personnel within the worksite duly complemented by adequate medical supplies, equipment and facilities based on the total number of workers. (Use additional sheet if necessary and attach all required training certificates in this section.)

Emergency Health Personnel and Facilities

Shift/Area/unit/ Department	Total number of workers/area	Health Personnel & Facilities	
		Health Personnel (First- aider, Nurse, Physician, Dentist)	Facilities (Treatment Room/ Clinic/ Hospital)
Central AB Global	1		
Central Engineering	21		
Central HRD	30	Aldrich España	Lactation Room
Central ODT	2	Dave Manaysay	
Central Administration	1		
Central ITMS	38	Rowell Concepcion	
Central Legal	6		
Central LRWC	1		
Central Purchasing	6		
Central Asset Mgt & Logistics	21		
Central Finance	37		
Central Internal Audit	15		
Central OP	20		
Central OP (CSR)	1		
Corplan	7		
Investment Relations	2		
Security & Gen Services	2		

7.0 Safety and Health Promotion, training and education provided to workers

- Orientation of all workers on OSH
- Conduct of Risk Assessment, evaluation and Control

- *Continuing training on OSH for OSH Personnel
- *Work permit System
 - *(Applicable for medium to high risk establishments with 10 to 50 workers and low to high risk establishments with 51 workers and above)*

(please attach additional sheets as necessary)

Name of OSH Training/Orientation	Number of Employees in attendance	Date
Basic First Aid	41	Sept 9,10,19 and 20, 2019
BOSH (10 hours)		August 15, 2019



Conduct of Risk Assessment (may include WEM)	Date
(Dust and Pest Control)	October 19, 2019

8.0 Conduct of Tool Box Meetings/ Safety Meetings if applicable

Conduct of Safety Meetings/Tool Box Meetings	Date
NOT APPLICABLE	

9.0 Accident/Incident/Injury investigation recording and reporting

Any dangerous occurrence, major accident resulting to death or permanent total disability, shall be reported by the company to the DOLE Regional Office within twenty four (24) hours from occurrence using the prescribed form (Work Accident / Incident Notification).

After the conduct of investigation, the company shall prepare and submit work accident report using the prescribed form (WAIR). Moreover, other work accidents resulting to disabling injuries such as Permanent Partial Disability and Temporary Total Disability shall be reported to the DOLE Regional Office within 30 days after the date of occurrence of accident using the DOLE prescribed form (WAIR).

All near misses shall be recorded and reported. A system for notification and reporting of work accidents including near misses within the company shall be developed and reviewed by the OSH Committee as necessary.

(Kindly submit reports on the following: Work Accident /Injury Report (WAIR), Annual Exposure Data Report (AEDR), Annual Medical Report (AMR)

Report Submitted	Date
Report on Safety Organization	March 21, 2019
Annual Medical Report	March 21, 2019
Employers Work/Accident Illness Report	March 21, 2019
Annual Work accident /Illness Exposure Data	March 21, 2019

10.0 Provision and use of PPE

Issuance of PPE shall be supplemented by training on the application, use, handling, cleaning and maintenance.

PPE provided	Number of Workers given
Rubber gloves	Janitorial Staff
Plastic Tongs	
Wet Floor Signage	
Rubber Boots	

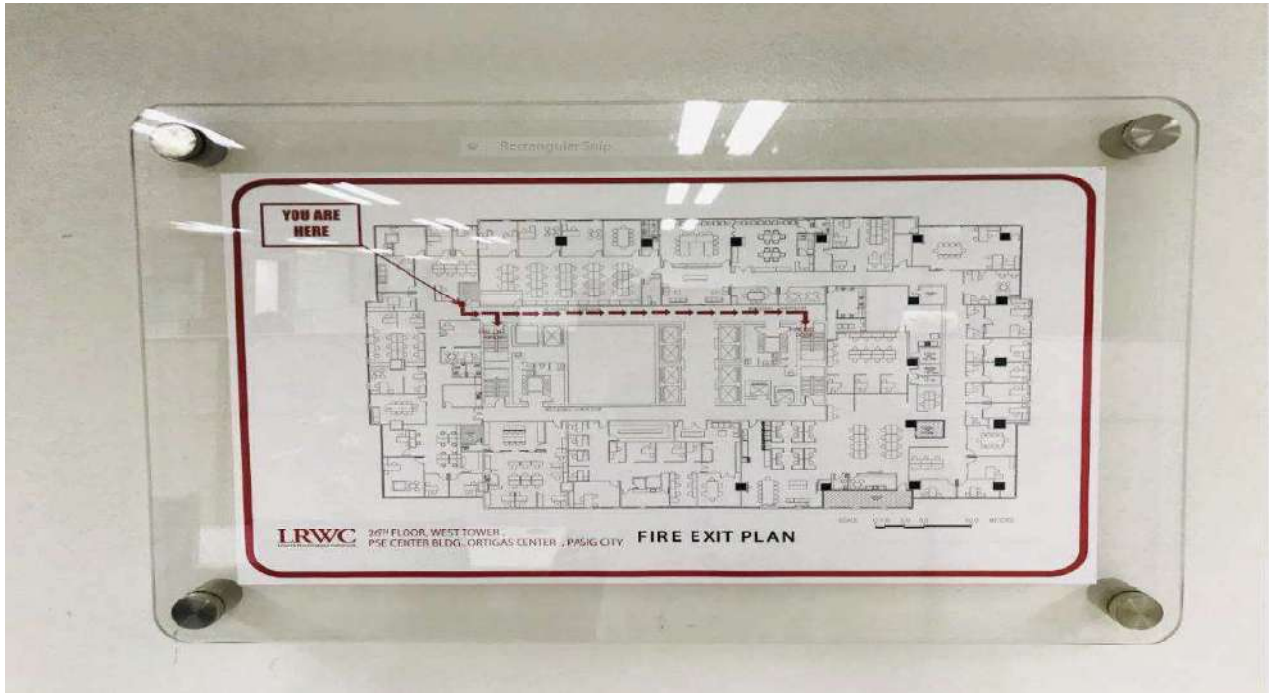
11.0 Safety Signage

The safety signages include warning to workers and employees and the public about the hazards within the workplace.

Type of Safety Signage : Kindly attach picture.







12.0* Dust control and management and regulation on activities such as building of temporary structures and lifting and operation of electrical, mechanical, communications system and other requirements **(Applicable for medium to high risk establishments with 10 to 50 workers and low to high risk establishments with 51 workers and above)*

Kindly attach dust control procedures, plans on temporary structures, permits applicable for the operation of electrical, mechanical, communications systems and other requirements

13.0 Workers Facilities Provided:

FACILITIES	PROVIDED?		REMARKS
	YES	NO	
a. Adequate supply of drinking water	x		
b. Adequate sanitary and washing facilities	x		
c. Suitable living accommodation (if applicable)	x		
d. Separate sanitary, washing and sleeping facilities (if applicable)	x		
e. Lactation station (in consonance with DOLE D.O. 143-15)	x		
f. Ramps, railings, and the like	x		
g. Other workers' welfare facilities as prescribed by OSHS and other related issuances	x		Lactation Room

14.0 Emergency and Disaster Preparedness:

14.1 Written Emergency and Disaster Program Yes___ No__x__

14.2 Types and number of Drills conducted

Type of Drills (fire, earthquake)	Date	Responsible person/position
Annual Fire & Earthquake Drill (Building Admin Initiated)	April 25, 2019	Safety Officer/Pasig Fire Department





15.0 Solid Waste Management System

Written Pollution Control Program: Yes: _____ No: x

Name of Pollution Control Officer: Waste Management Follows Building Admin Policy

16.0 Compliance with Reportorial Government Requirements (refer to item 9.0)

17.0 Control and management of hazards.

Refer to accomplished HIRAC

18.0 Prohibited Acts and Penalties/sanctions for violations on OSH

**(Applicable for medium to high risk establishments with 10 to 50 workers and low to high risk establishments with 51 workers and above)*

(Pls attach existing company sanctions for violations on OSH)

(Example of Company violation policies) Safety Violation	1st offense	2nd offense	3rd offense
1. Not using issued PPE	warning	3 day suspension	5 day suspension
2. littering and loitering	warning	3 day suspension	5 day suspension
3. smoking at prohibited area	warning	3 day suspension	5 day suspension
4. illegal dismantling of safety signages and paraphernalia	warning	3 day suspension	5 day suspension
5. Not following safety rules	3 day suspension	5 day suspension	Dismissal

18.0 * Cost of implementing company OSH program

**(Applicable for medium to high risk establishments with 10 to 50 workers and low to high risk establishments with 51 workers and above)*

Php 608,950.00 ; Annual estimated amount for OSH program implementation to include but not limited to the following: orientation/training of workers, safety officer, OH personnel, purchase and maintenance of PPE, first aid medicine and other medical supplies, safety signages and devices, fire safety equipment/tools, safety of equipment (i.e machine guards,) etc.

OSH Item	Estimated Cost/year
PPEs	50,000.00
OSH trainings	300,000.00
Safety Signages	50,000.00
Machine Guards and related equipment	20,000.00
Medical examinations	158,950.00
Medical supplies/medicines	30,000.00
Others: Specify	608,950.00



8 June 2020

TO : All ABLE and TGXI Employees (LRWC Retail Group)
CC : LRWC / ABLE / TGXI Admin, Legal, Human Resources, and Finance Departments
RE : **STRATEGIC GUIDELINES FOR COVID-19 PREVENTION**

As the lifting of temporary suspension of gaming operations may soon be announced by PAGCOR, the LRWC Retail Group will be adopting a set of guidelines strictly adhering to public health and safety standards to prevent further spread of the COVID-19.

We would like to emphasize that everyone shall take extra precautions to protect our employees, patrons, and guests from this virus. Hence, all employees are accountable for ensuring that the guidelines attached herein shall be strictly observed.

It is also important to note the following key reminders:

- **Vulnerable employees, gaming patrons, and guests** – i.e., who are 60 years and above, or below 21 years old, or with pre-existing illness (e.g., hypertension, lung disease, diabetes, cancer), or with immuno-compromised health status, or are pregnant – and also those scanned to have body temperature **equal to or higher than 37.5 °C, shall not be allowed entry into the gaming sites.**
- Wearing of **face masks at all times** shall also be enforced.
- The **gaming site's occupancy will be limited to fifty percent (50%)**, to abide by Social Distancing directives.

Please refer to the **STRATEGIC RETURN-TO-WORK GUIDELINES TO HELP PREVENT FURTHER SPREAD OF CORONAVIRUS DISEASE (COVID-19)** attached for your guidance.

For your strict compliance.

Thank you,

Jasper S. Vicencio
Business Unit Head



STRATEGIC RETURN-TO-WORK GUIDELINES TO HELP PREVENT FURTHER SPREAD OF CORONAVIRUS DISEASE (COVID-19)

PURPOSE

Leisure and Resorts World Corporation (LRWC), the parent company of AB Leisure Exponent, Inc. (ABLE), its subsidiaries and affiliate companies, and Total Gamezone Xtreme Inc. (TGXI), is committed to provide its employees, gaming patrons, and guests a safe working and gaming environment. These guidelines we have set forth are based on PAGCOR, DOH, DTI, and DOLE standards so that we may help prevent our corporate offices and gaming sites' exposure to COVID-19.

In avoidance of doubt, the following companies are ABLE's subsidiaries and affiliate companies that are likewise covered in these guidelines.

ABLE's Subsidiaries and Affiliate Companies

Alabang Numbers & Gaming Corp.

All Point Leisure Corp.

Alpha One Amusement and Recreation Corp.

Big Time Gaming Corp.

Bingo Dinero Corp.

Bingo Extravaganza Inc.

Bingo Gallery, Inc.

Bingo Palace Corp.

Cebu Entertainment Gallery, Inc.

First Leisure and Game Co., Inc

Galleria Bingo Corp.

Gamexperience Entertainment Corp.

G-One Gaming and Technology, Inc.

Grand Polaris Gaming Co., Inc.

Highland Gaming Corp.

Iloilo Bingo Corp.

Insular Gaming Corp.

Isarog Gaming Corp.

Manila Bingo Corp.

Metro Gaming Entertainment Gallery, Inc.

Negrense Entertainment Gallery, Inc.

One Bingo Pavillion, Inc.

One Bingo Place, Inc.

Rizal Gaming Corp.

SG Amusement and Recreation Corp.

South Bingo Corp.

South Entertainment Gallery, Inc.

Summit Bingo, Inc

Topmost Gaming Corp.

Topnotch Bingo Trend, Inc.

Worldwide Links Leisure and Gaming Corp.

ABLE, its subsidiaries and affiliate companies, and TGXI, are collectively described herein as the, "**LRWC Retail Group**".

COVERAGE AND ACCOUNTABILITY

This Policy applies to all employees of the LRWC Retail Group, regardless of rank and position, who are thus held accountable for ensuring compliance to the safety guidelines stated herein. Management shall be responsible for monitoring the implementation of all stated procedures, investigating violations, and employing corrective actions, as needed.

POLICY STATEMENTS

General Guidelines

1. **LRWC Retail Group shall** adopt a business continuity plan to **help prevent further transmission of COVID-19 in the country.**
 - a. Minimize contact through deploying only a skeleton work force and by implementing alternative work arrangements such as, but not limited to rotational scheduling, flexible working hours, and multi-tasking roles.
 - b. As needed, allow Work-From-Home arrangements for:
 - i. Employees whose tasks can be done at home
 - ii. Employees below 21 and 60+ years of age, pregnant, with immuno-compromised health status, or with pre-existing illness such as hypertension, lung disease, diabetes, cancer
 - c. Avoid face-to-face meetings as much as possible.
 - d. Prepare plans to continue gaming operation in case of higher than usual absenteeism.
 - e. Craft supportive leave policies.
2. **We shall adhere to PAGCOR's safety guidelines.** In cases where employees will be required to undertake COVID-19 testing, we shall do so in accordance with the applicable requirements and procedures issued by PAGCOR.
3. **We shall maintain healthy gaming operations and work environment.** Adherence to DOH's minimum public health standards & DTI and DOLE's Guidelines on Workplace Prevention and Control of COVID-19 shall be enforced.
4. **We shall implement infection prevention and control measures** such as hygiene promotion, physical distancing, health education, environmental cleaning, disinfection, and other measures consistent with DOH's Various Guidelines on Infection Prevention and Control Measures Against COVID-19.

Specific Guidelines on Prevention and Control Measures

A. Steps Prior to Resumption of Operations

1. Vulnerable or high-risk employees shall not be deployed to work. (See **Annex A** for definition of high-risk employees)
2. Qualified employees will undergo training on the aforementioned guidelines published by PAGCOR, DOH, DTI, and DOLE – which are hereby adopted by the LRWC Retail Group. Employees will also be oriented on the company's new workways, co-employees' assignments which they would potentially cover in case of high absenteeism, as well as training on how to deal with COVID-19 suspected and confirmed cases. (See **Annex B** for more details on Employee Training and Responsibilities)
3. Signages will be posted throughout the gaming site to remind employees and inform patrons and guests of the same aforementioned guidelines (See **Annex F** for Sample Communication Materials or Reminder Signages on COVID-19 Prevention Reminder)

4. The LRWC Retail Group shall ensure that all health and safety materials required such as face masks, alcohol-soaked mats, and cleaning materials are well stocked and prepared prior to actual resumption of branch operations. (See **Annex C** for the Complete List of Required Health and Safety Materials).
5. The LRWC Retail Group will ensure compliance and preparedness of gaming sites with recommended guidelines and safety protocols such as, but not limited to:
 - Disinfection before resumption (see **Annex G** for DOH-compliant disinfecting steps)
 - Improving engineering controls
 - Setting up or marking of physical distancing inside and outside gaming sites, and
 - Assigning a Safety Officer to ensure compliance to all these guidelines, act as liaison to assist local health authorities or the DOH with aggregate data sharing and contact tracing, report to LRWC Human Resources (HR) Department in case there are suspect or confirmed COVID-19 cases (both employee and customer) for HR Department's appropriate action steps.
 - Reporting confirmed COVID-19 cases to local health authorities. All reporting shall be centralized through the LRWC HR Department.
6. The LRWC Retail Group shall abide by localized rules as may be set forth by the LGU (e.g., city/barangay -level lockdown, total ban on gaming, curfew hours, etc.)

B. Health and Safety Procedure Upon Resumption of Operations

1. Fit-to-work employees, gaming patrons, and guests shall comply with the mandatory wearing of face masks or face shields, and submission to temperature checks prior entry into the gaming site. (See **Annex D** on Protocol for Daily Screening Employees and Visitors).
2. Persons who have some or all of the following attributes shall be strictly not allowed entry into the gaming sites.
 - Has body temperature equal to or higher than 37.5 °C
 - Aged below 21 years
 - Aged 60 years and above
 - With pre-existing illness (e.g., hypertension, lung disease, diabetes, cancer)
 - With immuno-compromised health status (e.g., chronic smoker, ongoing chemotherapy or dialysis)
 - Pregnant
 - Not wearing face masks
3. Inventory and placement of health and safety materials shall always be ensured. Regular cleaning and disinfecting will also be in place. LRWC Retail Group shall also follow the appropriate steps in conducting additional cleaning and disinfecting should a visiting suspect or confirmed case arise. (See **Annex C** for the complete list of health and safety materials and **Annex G** for General Cleaning and Disinfection Steps in accordance with guidelines issued by the DOH).
4. Hands of employees, gaming patrons, and guests will be disinfected with alcohol or sanitizers prior to entry into the gaming site. They will also go through a disinfectant foot bath (or alcohol-soaked mat) to disinfect their footwear.
5. All sites will observe physical distancing, i.e., limit gaming area occupancy rate to only 50% through one-seat apart set-up, observe at least one-meter physical distance when talking if at all needed, among others. (See **Annex E** for more Pointers on Physical Distancing at the branches).

6. Employees shall be instructed to stay home if they do not feel well, and to approach a supervisor or manager if they notice a co-worker, patron, or guest experiencing symptoms associated with COVID-19, such as coughing, shortness of breath, and other flu-like symptoms. Supervisor or Manager will immediately escalate any incident to the LRWC HR Department. This is necessary for monitoring and inclusion to LRWC HR Department's monthly accident/illness report to DOLE and other reporting requirements. Failure to report incidents will be dealt with accordingly under the company policy regarding falsification of personal and/or company record. Swift action and transparency are essential to combat spread of virus.

ANNEX A

Eligibility for Returning Employees

1. Employees are eligible (i.e., considered candidates) to return to report to work physically if they satisfy all criteria below:
 - 21 to 59 years old
 - No pre-existing illness (e.g., hypertension, lung disease, diabetes, cancer)
 - No immuno-compromised health status (e.g., chronic smoker, ongoing chemotherapy or dialysis)
 - Not pregnant
2. Employees outside the aforementioned eligibility criteria are considered high-risk and shall not be deployed to gaming sites and head office. They may be allowed to work-from-home (WFH) subject to the company's WFH Protocols.
3. All applicable regulations to be issued by PAGCOR in relation to COVID-19 testing shall be deemed incorporated herein, and shall be complied with at all times.

ANNEX B

Employee Training and Responsibilities

Prior operations resumption, fit-to-work employees shall undergo training on below-listed topics and orientation in their new roles and responsibilities given new "workways". This training and orientation program will be conducted by LRWC HR Department.

- A. COVID-19 Prevention practices inside and outside the workplace
 1. Proper and frequent handwashing with soap as a vital practice to help combat the spread of COVID-19. Use hand sanitizers with at least 70% alcohol if soap and water are not available.
 2. Avoid touching the eyes, nose, and mouth with unwashed hands.
 3. Practice proper respiratory hygiene and cough etiquette. Cover the mouth and nose with a tissue when coughing or sneezing or use the inside of elbow. Throw used tissues in the trash and immediately wash hands with soap and water for at least 20 seconds. If soap and water are not available, use hand sanitizer containing at least 70% alcohol.
 4. Other proper hygiene practices
 5. Minimize contact points by not wearing accessories and not bringing along non-essential items.
 6. Practice social distancing by avoiding large gatherings.
 7. Always maintain one to two meters physical distancing.
 8. Proper waste disposal
- B. Proper Cleaning and Disinfecting Procedures set forth in DOH's Guidelines (See **Annex G** for General Cleaning & Disinfection Steps)
- C. Proper Disposal and/or Washing of Facial Masks, Gloves, and/or PPEs
- D. Maintenance of Physical and Mental Health
 1. Emphasize to all workers the everyday actions to stay healthy such as eating nutritious and well-cooked food, drinking plenty of fluids and avoiding alcoholic beverages, increasing body's resistance by having adequate rest and at least 8 hours of sleep, and exercising regularly.
 2. Provide referral for workers needing counselling or presenting with mental health concerns.
- E. New Workways in the Branches
 1. Face masks shall be part of the uniform, thus will be provided by the company. Employees will not remove these face masks, except when eating or drinking.
 2. Appropriate personal protective equipment (PPE) may also be required or recommended by the local government unit (LGU). In such case, PPEs shall be made available by management and instructions for use will be provided.
 3. They will accomplish daily the Health Symptoms Checklist and submit to the security guard or designated safety officer.
 4. Spray alcohol/sanitizer is required at the entrance for proper disinfection of hands.
 5. Washing of hands (with soap and warm water for 20 seconds) before the start of a shift, at least once during every break period, and several times during their shifts (including, without limitation, when they change gloves or otherwise contaminate their hands), and at the end of a shift. Use of hand sanitizers with at least 70% alcohol in case soap and water are not available.
 6. Avoid using other employees' phones, desks, offices, or other work tools and equipment, when possible. If unavoidable, clean and disinfect them before and after use.
 7. Cleaning of machines/terminals after each use

8. Cleaning of the comfort room every 2 hours
 9. Minimize face-to-face meetings, especially when travel will be required. If face-to-face meetings cannot be avoided, keep it short and maintain physical distancing (see **Annex E** for more details).
 10. Traveling for business meetings is highly discouraged.
 11. Physical distancing layout and/or practices in gaming and office areas at all times (See **Annex E** for more Pointers on Physical Distancing at the branches)
 12. Handling and serving of food & beverages (See **Annex H**)
 13. No-handshake or no-touch guest relations
 14. Screening of incoming employees, players, and visitors (see **Annex D**)
 15. New work schedule and job scope as influenced by the site's leaner workforce structure and allowed operating hours
 16. Specialized training module for branch Safety Officers, Utility Staff, and Security Guard who act as key agents of implementing these strategic guidelines
- F. Cross-training for Multi-tasking in case of high absenteeism
- G. What to do when a player, an employee, or an employee's household member is sick or displays COVID-19 symptoms
1. Stay home if sick or not feeling well, except for purposes of medical care. Inform supervisor, self-quarantine for 14 days and monitor for COVID-19 symptoms. Periodically update immediate superior or respective branch's safety officer of his/her status.
 2. If sickness or fever is not due to COVID-19 (e.g., urinary infection, wound infection, or any diseases not related to lungs or respiratory tract), follow physician's advice for the appropriate treatment. Periodically update immediate superior or respective branch's safety officer of his/her status.
 3. Inform the supervisor also if there is a sick family member at home. Isolate family member if with COVID-19 symptoms and contact local health authorities for testing. As a close contact of that family member, said employee shall observe a 14-day quarantine and monitor for symptoms. Periodically update immediate superior or respective branch's safety officer of his/her status.
- H. How to respond to suspect and confirmed COVID-19 cases
1. Communication and Reporting protocols (see **Annex D**)
 2. Home quarantine of close contacts (see **Annex D**)
 3. Additional cleaning and disinfecting steps (see **Annex G**)
 4. Data confidentiality and Anti-discrimination laws
- I. Additional preparations and precautionary measures before and during travel (if needed)
- J. Important contact numbers
1. Local health providers near each branch that can address suspected COVID cases, or Telemedicine referrals
 2. DOH
 3. LRWC Human Resources Department
 4. Other emergency contacts
- K. Flexible work arrangements and/or leave policies

Training shall be documented and will be updated from time to time to comply in case of new or revised guidelines from the DOH. Reminder signages shall be posted and updated accordingly.

ANNEX C

Complete List of Required Health and Safety Materials

The following materials shall be prepared before resumption of operations. Inventory during operations shall also be strictly maintained.

1. Face masks
2. Personal Protective Equipment (if required by the local government)
3. No-contact Temperature/Thermo scanners
4. Batteries for thermo scanners
5. No-touch disposal receptacles or trash bins
6. Alcohol soaked mat / disinfectant foot bath
7. Alcohol or Sanitizer (at least 70%)
8. Tissues and Disposable Wipes
9. Antibacterial Soaps
10. Detergent, Cleaning Aids, and Disinfectant Solutions
11. Plastic gloves for food-handling
12. Signage and posters on proper hygiene, social/physical distancing and other pertinent information as covered in the employees' pre-resumption training as detailed in ***Annex B***

Hand soap, water, sanitizers or alcohol, and disinfectants shall be available at all times in the comfort room. Hand sanitizers or alcohol shall also be available in multiple locations in the gaming site (e.g., corridors, gaming floor, cashiers, entrances, and in conspicuous areas where employees frequently pass through).

ANNEX D

Protocol for Daily Screening of Players, Visitors and Employees

I. Daily Screening For Players

1. Players will be quickly asked if they are pregnant, or have pre-existing illnesses, or have immunocompromised health status, or aged 60 years and above. Players having at least one of these conditions shall not be allowed to enter the gaming site.
2. Players not having any of the conditions stated in the preceding item will be subjected to a no-contact temperature scan by the Security Guard.
 - a. For players with temperature equal to or higher than 37.5 °C, he/she will not be allowed to enter the gaming site.
 - b. For players with temperature of 37.4 °C and below (i.e., no fever), he/she will be asked to disinfect hands and footwear via the provided hand sanitizers and disinfectant foot baths before entering the gaming site. If he/she does not have a face mask, the gaming site will provide a disposable one for the player prior entry.
 - c. As in current practice, players shall be required to swipe their membership cards (i.e., ABLE's Bingo Plus Card, TGXI's Gamezone Card) upon entry. Stored in the membership card are the players' basic personal information, including name, gender and birthday. Thus, age information shall be verified upon swiping of the membership card. Players aged 60 years and above shall be politely requested to leave the gaming site, in accordance with PAGCOR and DOH guidelines.
 - d. As an alternative to preceding item, players may also present their government-issued ID as proof of age.

II. Daily Screening For Other Visitors

1. Visitors will be quickly asked if they are pregnant, or have pre-existing illnesses, or have immunocompromised health status. Visitors having at least one of these conditions shall not be allowed to enter the gaming site.
2. Visitors will be asked to present their government-issued ID to the Security Guard in order to rule out age brackets that are not allowed to enter, i.e., aged below 21 years and those aged 60 years and above. Visitors in this age bracket shall not be allowed to enter the gaming site.
3. Visitors not having any of the conditions stated in the preceding items will be subjected to a no-contact temperature scan by the Security Guard.
 - a. For visitors with temperature equal to or higher than 37.5 °C, he/she will not be allowed to enter the gaming site.
 - b. For visitors with temperature of 37.4 °C and below (i.e., no fever), he/she will be asked to disinfect hands and footwear via the provided hand sanitizers and disinfectant foot baths before entering the gaming site. If he/she does not have a face mask, the gaming site will provide a disposable one for the visitor prior entry.

III. Daily Screening For Employees

1. Employees shall be allowed entry to sites, provided he/she wears a mask and will undergo a daily screening protocol as discussed herein and illustrated in Image 1 below. In particular, the employee will be subjected to a no-contact temperature scan by the Security Guard.
 - a. For employees with temperature of 37.4 °C and below (i.e., no fever), he/she will be asked to accomplish the Daily Health Symptoms checklist.
 - I. If the checklist has NO "Yes" responses, the employee will be asked to disinfect hands and footwear via the provided hand sanitizers and disinfectant foot baths before entering the gaming site.
 - II. If checklist has at least one "Yes" response, the employee will not be allowed to enter the gaming site. He/she would have to stay home until asymptomatic for 14 days, periodically update his/her immediate superior or the branch's safety officer of his/her status, and seek medical advice if COVID-19 symptoms arise.
 - III. All applicable regulations to be issued by PAGCOR in relation to COVID-19 testing shall be deemed incorporated herein, and shall be complied with at all times.
 - b. For employees with temperature equal to or higher than 37.5 °C, he/she will not be allowed to enter the gaming site. He/she would have to stay home until asymptomatic for 14 days, periodically update his/her immediate superior or the branch's safety officer of his/her status, and seek medical advice if COVID-19 symptoms arise. All applicable regulations to be issued by PAGCOR in relation to COVID-19 testing shall be deemed incorporated herein, and shall be complied with at all times.

Image 1. Employee Daily Screening Protocol

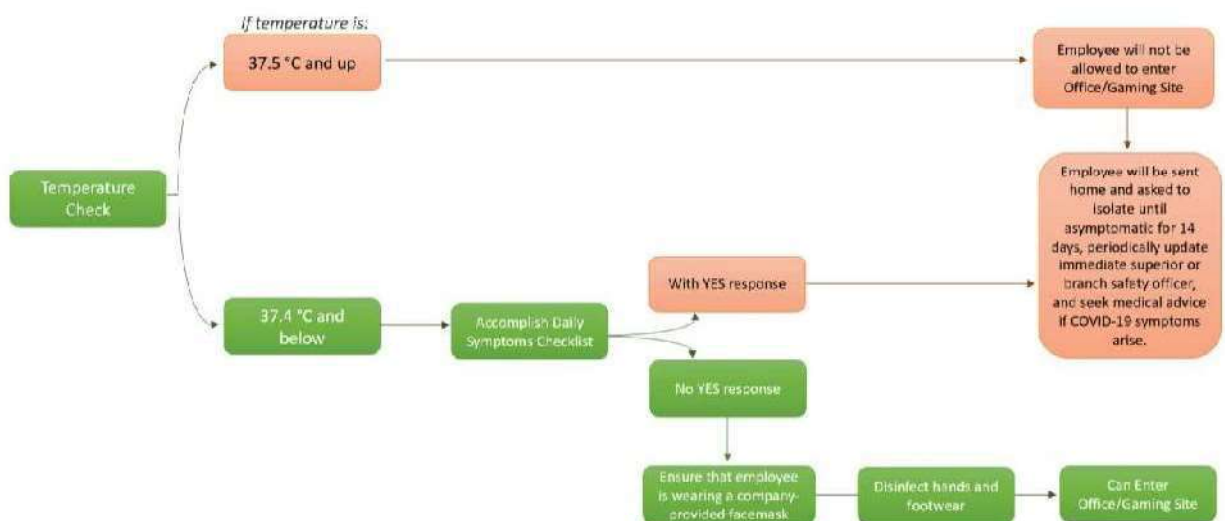
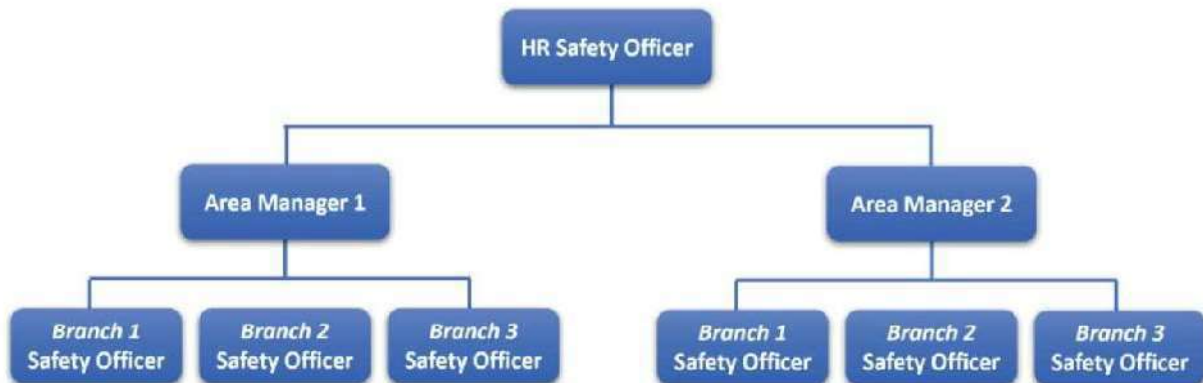


Image 2. Employee Daily Health Symptoms Checklist

Month		Immuni	Temperature	Fever		Shortness of Breath		Chest Pain		Cough		Colds		Sore Throat		Diarrhea		Body Aches		Have you worked together or stayed in the same home environment at any time COVID-19 cases?	Have you had any contact with anyone with fever, cough, chills, and sore throat in the past 2 weeks?	Have you travelled outside of the Philippines in the last 28 days?	Have you traveled to any area in NY in the last 28 days?	Logged/Validated By:	
Day	Time		°C	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Special	
1	AM																								
	NM																								
	PM																								
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- Employees allowed entry shall repeat the no-contact temperature scan and accomplish the checklist's Symptoms portion after their half-day break and by the end of their shift. The screening protocol illustrated and explained above shall be followed again.
- Sent-home employees are considered suspect COVID-19 cases. The branch-level Safety Officer shall immediately inform his/her superiors (Area Managers), who shall inform the LRWC HR Department Safety Officer for streamlined monitoring and for appropriate action steps that need to be done by the LRWC HR Department (e.g., monthly reporting to DOLE, sick leave approval, etc.). This reporting hierarchy is depicted in Image 3 below. Fellow employees shall be informed to follow DOH-recommended precautions.
- All applicable regulations to be issued by PAGCOR in relation to COVID-19 testing shall be deemed incorporated herein, and shall be complied with at all times.
- Gaming sites with suspect cases shall be disinfected following the steps in **Annex G**.

Image 3. Reporting Hierarchy



IV. What to do when suspect cases turn out to be confirmed COVID-19 case

If a suspect case tests positive, hence confirmed for COVID-19:

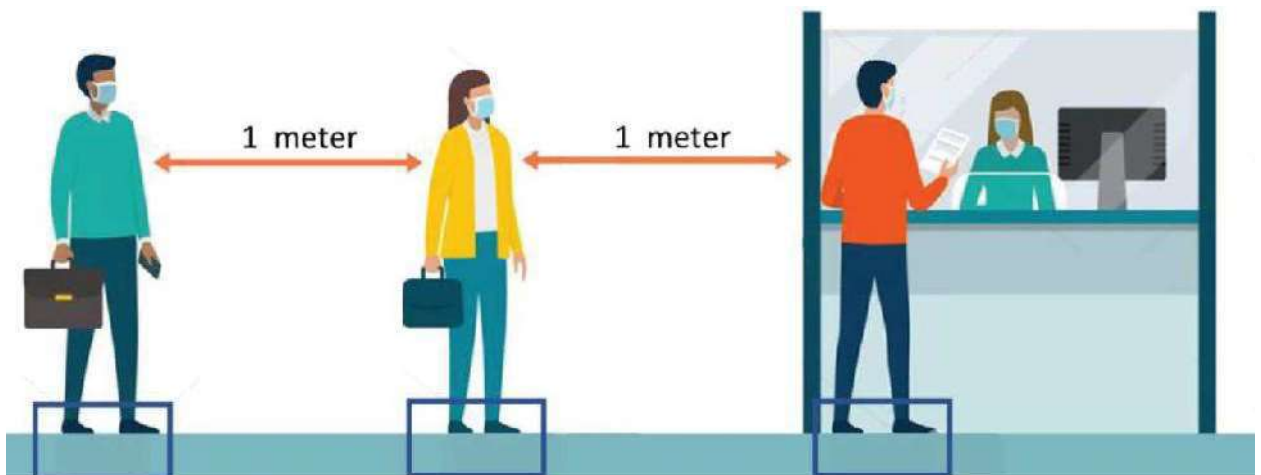
1. The branch-level Safety Officer shall immediately inform his/her superiors (Area Managers), who shall inform the LRWC HR Department Safety Officer for centralized reporting purposes, in accordance to the reporting hierarchy in Image 3, and for other appropriate action steps that need to be done by the LRWC HR Department (e.g., notifying local health authorities, monthly reporting to DOLE, sick leave approval, etc.).
2. The Operator shall inform fellow employees of their possible exposure to COVID-19 in the gaming site but maintain confidentiality. The Operator shall instruct fellow employees on how to proceed in accordance with DOH's issuances regarding COVID-19 exposure (i.e., go on 14 days home quarantine while monitoring for symptoms, periodically update respective branch's safety officer of his/her status, and seek medical advice if COVID-19 symptoms arise).
3. The gaming site shall be decontaminated following the protocols in **Annex G**, and/or other protocols set forth by the local government unit.
4. All applicable regulations to be issued by PAGCOR in relation to COVID-19 testing shall be deemed incorporated herein, and shall be complied with at all times.

Note that the same steps will apply in the event that the gaming site is informed that a visiting patron tested positive for COVID-19.

ANNEX E

Pointers on Physical Distancing at the Branches

1. Employees shall ensure that the minimum physical distance rule of 1-meter radius (side, front and back) is kept among all employees, players, and guests at all times and that they do not congregate in groups (even in twos).
2. In gaming areas, the required minimum distance shall be implemented by a one-seat or one-machine or one-terminal apart set-up so that players do not sit next to each other. This means that one (1) machine shall be disabled in between two operational machines in order to satisfy the 1-meter interval between players. The machine in front and at the back of an operational machine shall also be disabled. Seats of disabled machines will be removed and stacked in sites with ample storage space. For smaller sites, seats of disabled machines will be marked with "X" to signify that those seats cannot be occupied. Other physical distancing measures in the gaming area are as follows:
 - a. Given one-seat or one-machine interval, maximum allowable occupancy rate is automatically limited to 50%. As currently practiced, headcount inside the gaming area will be conducted and logged into a centralized database.
 - b. Gaming Attendants and Technicians will only be present in the gaming area when necessary.
 - c. Customer queries and machine services will be accommodated in accordance to the 1-meter distancing rule.
3. For traditional bingo halls, in case of eventual resumption, seats shall be arranged in accordance with the minimum physical/social distancing requirement.
4. In case of patron queue outside the site or in the cashier's booth or anywhere in the gaming site, Safety Officer shall ensure appropriate signage and practice of physical distancing (i.e., at least one meter apart). *See illustration below:*



5. Workstations shall have a physical distancing layout and allow for unidirectional movement in aisles.
6. Physical distancing, as well as proper hygiene and sanitation, shall still be enforced during lunch and merienda breaks.

- a. Eating in communal areas shall be discouraged. It is best to eat in individual workstations.
 - b. If eating in individual workstation is not possible, physical distancing of 1 meter shall still be employed. Staggered lunch break schedules may also be done.
 - c. Each employee shall bring and use his/her own utensils.
 - d. Employees shall be discouraged to engage in conversation with masks off during mealtimes.
 - e. Tables and chairs shall be cleaned/disinfected before and after use.
 - f. All food waste shall be disposed properly.
7. Signages to remind physical distancing shall be posted.
 8. Employees shall be encouraged to reduce the movement and close interaction within or across the area.
 9. Handshaking, hugging, or any form of greeting with body contact shall be strictly not allowed.
 10. Meetings needing physical presence will also be kept to a minimum with short duration, with the required distancing observed and with masks on. Video conferencing shall be recommended for lengthy discussions.
 11. Employees shall likewise observe distancing when riding in company service vehicles, i.e., at most two persons in a row only.
 12. Personal visitors shall be highly discouraged and personal deliveries from online shopping shall not be allowed. Only urgent business-related visitors and deliveries will be allowed, provided the visitors undergo screening protocols found in **Annex D**.
 13. Business-related food deliveries will also be subject to respective building/commercial complex' screening protocols.
 14. All events or promotions shall be implemented in compliance with all guidelines provided by the DOH and LGU, most particularly on physical distancing measures, wearing of face masks, and limiting attendees or participants.

ANNEX F

Sample communication materials (reminder signages) on COVID-19 prevention

Posters and signages act as reminders for both employees and guests on all measures that each individual can do to help prevent the spread of COVID-19.

- For employees, reminder signages shall also include the new workways and other topics covered in their training prior operations resumption. Such signages will be displayed in accessible areas inside the gaming site and office area, based on relevance.
- Posters and signages for the general public will be displayed in the gaming sites reminding everyone of the proper safety measures such as, but not limited to wearing of face masks, practice of physical/social distancing, proper hygiene, contact minimization, cough/respiratory etiquette, waste disposal.

The following communication materials shall be distributed to the gaming sites.



RETURN TO WORK GUIDELINES

ATTIRE

- Avoid wearing jewelry, watch, or other non-essential accessories.
- If you have long hair, tie it back.
- Wear shorter sleeves, avoid neckties. Wear pants instead of skirts. Wear closed comfortable shoes.

OUTSIDE HOME

- Avoid touching your eyes, nose and mouth.
- Avoid handshakes and touching surfaces frequently touched by other people.
- Avoid public places and stay 3 to 6 feet away from others

- Always wear face mask or cover your mouth and nose with cloth.
- Use tissue, cloth or your sleeves to cover when coughing and sneezing.
- Discard used tissues in an enclosed trash bin.
- Have a pocket hand sanitizer and use it after touching any surface.
- Frequently wash hands for 20 seconds.

ENTRY POINTS

- Have your temperature checked before entering.
- Disinfect your footwear by soaking on doormat with disinfectant.
- Sanitize both hands at the nearest sanitizer area.
- Wear face mask at all times and remove only when eating/drinking.

WORK PLACE

- Stay 3 to 6 feet away from others.
- Videoconferencing shall be utilized for lengthy discussions.
- Avoid sharing of tools & equipment.
- Clean & disinfect workstation once every two (2) hours.

BREAKS

- TMs shall observe staggered lunch schedules.
- Bring your own utensils and tumblers.
- Conversation with masks off during meal time is discouraged.
- Wastes shall be disposed properly.

HOME

- Remove and disinfect the shoes you used outside of home.
- Wash hands after handling dirty clothes & shoes.
- Shower before interacting with anyone at home.
- Wash clothes worn at work.
- Disinfect your home regularly.



WASH YOUR HANDS

FOR AT LEAST 20 SECONDS

- 0** Wet hands with water.
- 1** Apply enough soap to cover hand surfaces.
- 2** Rub hands palm to palm.
- 3** Rub palm over left dorsum with interlocked fingers and vice versa.
- 4** Palm to palm with fingers interlaced.
- 5** Backs of the fingers to opposing palm with fingers interlaced.
- 6** The left palm rubbing of the right, curved to right side and vice versa.
- 7** Backs of the fingers to opposing palm with fingers interlaced.
- 8** Rub thumb with one at a time.
- 9** Rub thumb with one at a time.
- 10** Rub thumb with one at a time.
- 11** Dry hands on a towel.

A CLEAN HAND IS A CARING HAND.

WE CARE STAY SAFE GAME RESPONSIBLE **21 YEARS OLD AND ABOVE ONLY** KEEP IT FUN

HAND SANITIZING STATION

SAVE LIVES. SANITIZE.

- 1** APPLY one-shot to dry hands.
- 2** RUB palm to palm, the backs of hand with fingers interlaced and each thumb in rotational movement.
- 3** Keep rubbing until the hands are DRY.

WE CARE STAY SAFE GAME RESPONSIBLE **21 YEARS OLD AND ABOVE ONLY** KEEP IT FUN

YOUR EVERYDAY GUIDE TO COUGH MANNERS

Stop the spread of germs that can make you and others sick, through coughing, sneezing, or sneezing.

TIPS TO COMBAT THE SPREAD OF GERMS

- COVER UP**
Cover nose and mouth with tissue or handkerchief every time you sneeze, cough, or blow your nose.
- CLEAN AS YOU GO**
Throw away used tissues in the garbage can.
- ELBOW UP**
If you do not have tissue, cough or sneeze into your upper sleeve or elbow, not in your hands.
- MASK ON**
You may be asked to put on a facemask to protect others.
- WASH UP**
Wash your hands often with soap and clean water for 20 seconds.
- DISINFECT**
If soap and water are not available, use an alcohol-based hand rub.

REFERENCES:
Centers for Disease Control and Prevention (CDC). *Cough Your Way: Recommended Practices for Preventing the Spread of Respiratory Infections*. Atlanta: U.S. Department of Health and Human Services, 2010. <http://www.cdc.gov/cough>.
U.S. Centers for Disease Control and Prevention (CDC). *Hand Hygiene*. Atlanta: U.S. Department of Health and Human Services, 2009. <http://www.cdc.gov/hand>.

FOLLOW US @CDCgov

HOW TO WEAR A MEDICAL MASK SAFELY

who.int/epi-win

Do's →

1. Wash your hands before touching the mask.
2. Inspect the mask for tears or holes.
3. Find the top side, where the metal piece or stiff edge is.
4. Shove the colored side faces outwards.
5. Place the metal piece or stiff edge over your nose.
6. Cover your mouth, nose, and chin.
7. Adjust the mask to your face without touching the sides.
8. Avoid touching the mask.
9. Remove the mask from behind the ears or head.
10. Keep the mask away from you and surfaces while removing it.
11. Throw the mask away immediately after use preferably into a closed bin.
12. Wash your hands after discarding the mask.

Don'ts →

1. Do not use the strap or string mask.
2. Do not wear the mask only over mouth or nose.
3. Do not wear a loose mask.
4. Do not touch the front of the mask.
5. Do not remove the mask to talk to someone or do other things that would require touching the mask.
6. Do not leave your used mask within the reach of others.
7. Do not reuse the mask.

Remember that masks alone cannot protect you from COVID-19. Maintain at least 1 metre distance from others and wash your hands frequently and thoroughly, even while wearing a mask.

EPI-WIN

Mental Health and Psychosocial Support During COVID-19 Outbreak

from the Philippine Council for Mental Health

PROMOTE PSYCHOSOCIAL WELL-BEING IN EVERYONE

1



Recognize that crisis occurs when sudden and/or adverse circumstances affect a person's ordinary life.

In epidemics and disasters these events put people in extreme stress and physical and psychosocial reactions are expected from them. These reactions include being sad, afraid, worried, angry, or confused, and although they are generally unpleasant they can be expected and generally therefore considered "normal."

2



It is okay not to feel okay.

In situations of extreme stress, one can expect not to feel okay. Talking or venting feelings to somebody you trust is helpful in overcoming negative feelings due to stress. Talking with a mental health professional is also okay. People should not be afraid of feeling judged and stigmatized for doing so.

3



Engage in healthy activities that you enjoy and find relaxing.

If one must stay home or in isolation, maintaining a healthy lifestyle, which includes a daily routine, exercise, eating healthy food, getting enough rest and good sleep, praying or finding quiet time for yourself, and enjoying moments with family and loved ones, can help maintain positive mental health during this time.

4



Facts minimize fear.

Gathering facts and accurate information from reliable sources will help in determining risks and planning appropriate precautions. However, people should also limit their daily exposure to various forms of media. Overexposure to negative and alarming news can be very upsetting.

5



Draw on the skills that have helped in the past to manage previous crisis/adversities, and use these skills to manage this present one.

One looks at his/her life in perspective as one considers the options one needs to take to overcome the crisis.

6



Shift perspectives away from number of deaths toward number of recoveries.

A change of perspective is necessary. In fact, a sense of hope instead of fear could allow leaders and every citizen to better cooperate with one another – a vital element in defeating this outbreak.

7

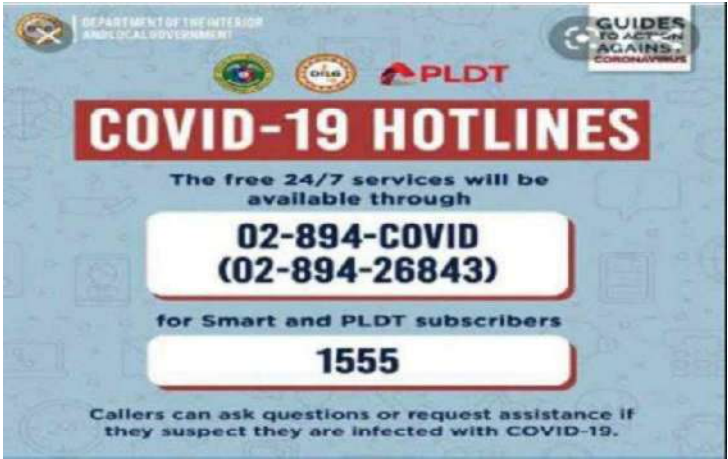


Words do matter.

When talking about coronavirus disease, certain words (i.e. Suspect, case, isolation...) and language may have a negative meaning for people and fuel stigmatizing attitudes. They can perpetuate existing negative stereotypes or assumptions, create widespread fear, or dehumanize those who have the disease. Do talk about "people who have COVID-19", "people who are being treated for COVID-19", "people who are recovering from COVID-19" or "people who died after contracting COVID-19". DON'T refer to people with the disease as "COVID-19 cases" or "victims".

*"Our connectedness with each other,
not our differences is what matters
now more than ever."*

Produced by **HUMAN** - the NGO Coalition for Mental Health in support of the
PHILIPPINE COUNCIL FOR MENTAL HEALTH



DEPARTMENT OF THE INTERIOR
AND LOCAL GOVERNMENT

GUIDES
TO ACT
AGAINST
CORONAVIRUS

PLDT

COVID-19 HOTLINES

The free 24/7 services will be available through

**02-894-COVID
(02-894-26843)**

for Smart and PLDT subscribers

1555

Callers can ask questions or request assistance if they suspect they are infected with COVID-19.



24/7 DOH Hotlines

FOR COVID-19 HEALTH CONCERNS:

DOH COVID-19 Hotline
(02) 894-COVID (26843)
1555

FOR DEDICATED TELMEDICINE HOTLINES:

Telimed Management Inc., and Medgate Hotline
(02) 8424-1724

Global TeleHealth, Inc. (KonsultaMD)
(02) 7798-8000

FOR MENTAL HEALTH CONCERNS:

NCMH Crisis Hotline
0917-899-USAP (8727)
(02) 899-USAP (8727)

ANNEX G

General Cleaning & Disinfection Steps

Steps below, pursuant to DOH's Guidelines on Cleaning and Disinfection in Various Settings as an Infection Prevention and Control Measure Against COVID-19, shall be strictly followed:

1. When cleaning and disinfecting buildings:
 - a. Wear disposable or impermeable gloves and gowns for all tasks in the cleaning process, including handling trash.
 - b. Additional personal protective equipment (PPE) might be required based on the cleaning/disinfectant products being used and whether there is a risk of splash.
 - c. Gloves and gowns shall be removed carefully to avoid contamination of the wearer and the surrounding area.
 - d. If there is a shortage of PPEs available, wash hands often with soap and water for at least 20 seconds. Change clothes immediately after the cleaning and disinfecting activity.
 - e. Always wash immediately after removing gloves.
 - f. If soap and water are not available and hands are not visibly dirty, an alcohol-based hand sanitizer that contains at least 70% alcohol may be used. However, if hands are visibly dirty, always wash hands with soap and water
2. For hard surfaces, first clean then disinfect at least once daily:
 - a. Clean surfaces using soap and water. Practice routine cleaning and disinfecting of frequently touched surfaces. Frequently touched surfaces include machine buttons, chairs, tables, keyboards, mouse, countertops, light switches, doorknobs, cabinet handles, stair handrails, phones, faucet, sinks, ATMs, elevator buttons, betting kiosks, cage counters, biometrics, etc.).
 - b. Mop the floors with regular household detergent and water at least once daily. The two- or three-bucket system shall be observed. The two-bucket system is used for routine cleaning where one bucket contains a detergent or cleaning solution and the other contains rinse water. The three-bucket system is used for disinfection where one bucket contains the detergent or cleaning solution, one contains rinse water, and one with disinfectant solution.
 - c. Apply the cleaning or disinfectant solution into the surface using cloth or paper roll or mop, where available and appropriate. Spraying of cleaning or disinfectant solution directly on a surface can be done with caution, and only when there is no other option of applying the same, since the disinfectant may also have adverse health effects when inhaled in an enclosed environment. However, spraying on machines and terminals are strictly prohibited in order to avoid damage to the machines and terminals.
 - d. Always follow the manufacturer's instructions for all cleaning and disinfection products. Labels contain instructions for safe and effective use of the cleaning product including dilution information and precautions that shall be taken when

- applying the product, such as wearing gloves and having good ventilation during use of the product.
- e. While it is more advisable to mop or wipe surfaces directly, spraying of cleaning or disinfectant solution directly on a surface can be done with caution, and only when there is no other option of applying the same.
 - f. Disinfection can be done using household cleaners and disinfectants, diluted household bleach solutions or alcohol solutions with at least 70% alcohol – as appropriate for the surface. Check to ensure the product is not past its expiration date.
 - g. Any left-over bleach or disinfection solution shall be disposed of and remade every 24 hours.
3. Gaming machines/terminals, devices, chairs, and other ancillary equipment will be cleaned and disinfected after each player's use, as well as in a regular fashion at the start and end of a workday.
 4. All point of sale terminals shall be disinfected between uses and after each shift.
 5. Ensure the toilets and washrooms are cleaned daily and routinely with detergent and water. All washrooms shall have sufficient clean water and soap.
 6. Kitchens, pantries, and food contact surfaces shall likewise be routinely cleaned. Clean As You Go (CLAYGO) shall also be practiced.
 7. For soft (porous) surfaces such as carpeted floor, rugs, and drapes, remove visible contamination if present and clean with appropriate cleaners indicated for use on these surfaces. After cleaning:
 - a. Launder items as appropriate (or if possible) in accordance with the manufacturer's instructions. Use the warmest appropriate water setting and dry items completely, OR
 - b. Disinfect with an FDA-registered household disinfectant.
 8. Solid Waste Management procedures, based on existing government guidelines, shall be in place.
 9. Disinfect Company Vehicles every after use or at the end of each day
 - a. Clean the vehicle before disinfecting; Microfiber cloths and mops are recommended for removal of up to 99% of microbes.
 - b. Put on the PPE (as may be required), gloves and mask and do not touch face further.
 - c. Prepare bleach/disinfectant solution, according to the manufacturer's instructions. For a 70% chlorine solution (calcium hypochlorite), mix ten (10) tablespoons of twenty (20) liters of water. Stir well for 10 seconds or until the chlorine has dissolved. Wait 30 minutes before use.
 - d. Keep the windows and doors open for ventilation.
 - e. If disinfectants cannot be applied directly, it may be sprayed, with caution, on surfaces like walls, doors, windows, glass, floor, etc. (avoid electronics) from one end to another.
 - f. Remove the PPE and put into trash bag (infectious waste bin).
 - g. Wash hands with soap and water.

DOH's required frequency of cleaning and recommended cleaning and disinfecting materials shall be followed.

ANNEX H

Proper Handling of Food & Beverage

These guidelines will address considerations on how food and beverage offered at the branches shall be safely managed and delivered to the players, as well as key best practices in cleaning and sanitizing before and after handling food and beverage.

Food Handling and Storage

1. Wearing of face mask is necessary while on duty, especially and strictly while handling food.
2. Proper hand wash procedures will be followed. All employees shall wash hands with soap and water for at least 20 seconds, especially:
 - a. Before and after preparing food and beverage
 - b. Before and after going to the bathroom
 - c. After touching hair, face and body
 - d. After taking garbage, clearing tables/machines
 - e. Touching doorknobs, handrails, etc.
3. Frequent hand washing shall be recommended (e.g., every 30 minutes). If at a given time, soap and water are not readily available, an alcohol-based hand sanitizer shall be used.
4. Employees shall avoid touching things unnecessarily, including their own face, their cellphone, their clothing, containers for holding service items.
5. Disposable gloves shall be used to avoid direct bare hand contact when handling/preparing ready-to-eat foods.
6. Alcohol dispenser will be placed in food and beverage stations for ease of use.
7. Food shall be kept in clean environment and safe temperature. Proper holding time of food shall be observed. Hot foods can be held without temperature control for up to four (4) hours whereas cold foods for up to six (6) hours.
8. Stocked food and beverage items shall be monitored for perishability/expiration, and shall be served based on a first-in first-out (FIFO) policy.
9. Food items individually wrapped in foiled packs or plastics (e.g., coffee sachets, chips, biscuits), whether delivered by supplier or bought from supermarket, shall be sanitized.

Food Distribution

1. "No touch delivery" will be implemented. Each site shall establish designated pick-up zones or self-service stations instead, for players to easily get their own food and beverage.
2. Gaming sites shall discontinue buffet food set-up that require players to use common serving utensils or food containers.
3. A "Packed meal concept" will be arranged through our accredited food supplier. In the event the food has to be purchased in other food establishments, the same set-up shall be strictly followed. All food to be served shall be packed individually.
4. Disposable wares and utensils shall be used for food distribution. Coffee and water station will be supplied with disposable paper cups only. All washable cups, glasses and utensils will be removed.