

30 May 2022

**Securities & Exchange Commission**  
Secretariat Building, PICC Complex  
Roxas Blvd, Metro Manila

**Philippine Stock Exchange**  
Disclosure Department  
6/F PSE Tower, 28<sup>th</sup> Street corner 5<sup>th</sup> Avenue,  
BGC, Taguig City, Metro Manila

**Philippine Dealing & Exchange Corp.**  
29/F, BDO Equitable Tower,  
8751 Paseo de Roxas, Makati City

**Attention: Hon. Vicente Graciano P. Felizmenio, Jr.**  
Director, Market and Securities Regulation Department  
Securities & Exchange Commission

**Ms. Alexandra D. Tom Wong**  
Officer-in-Charge, Disclosure Department  
Philippine Stock Exchange

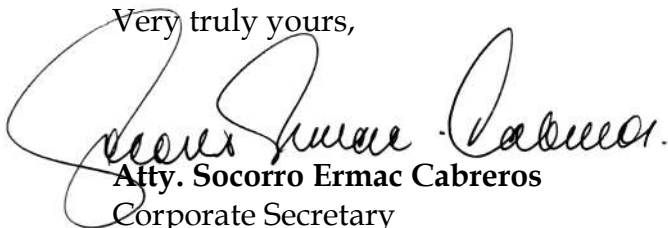
**Atty. Marie Rose M. Magallen-Lirio**  
Head - Issuer Compliance and Disclosure Department (ICDD)

**Sir and Mesdames:**

We are herewith submitting the Company's Integrated Annual Corporate Governance Report for the year 2021.

Thank you and warm regards.

Very truly yours,



**Atty. Socorro Ermac Cabreros**  
Corporate Secretary

SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended .....2021.....
2. SEC Identification Number ....A200207283.....
3. BIR Tax Identification No. 006-036-274 V
4. Exact name of issuer as specified in its charter **P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.**
5. ....Philippines.....  
Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only)  
Industry Classification Code:
7. Stella Hizon Reyes Road, Bo. Pampanga, Davao City. ....8000.....  
Address of principal office Postal Code
8. (082) 235-8888.....  
Issuer's telephone number, including area code
9. ....N/A.....  
Former name, former address, and former fiscal year, if changed since last report.

## INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

Recommended CG Practice/Policy	Compliant/ Non-Compliant	Additional Information	Explanation
<b>Principle 1: The Corporation shall be governed by a working, competent and effective Board of Directors</b>			
<b>Recommendation 1.1</b>			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the Company's industry/sector	Compliant	<p>All members of the Corporation's Board of Directors are expert possessing substantial experience and knowledge in their respective fields namely: Fuel, Finance, Food, Energy, Law and Education</p> <p>Please refer to the glossy Annual Report for 2021 and the BODs write-ups (p.78-83) on their respective working knowledge and experience which is relevant to the company's industry</p>	
2. Board has an appropriate mix of competence and expertise.	Compliant	<p><a href="https://www.phoenixfuels.ph/pdf/2021phoenixannualreport.pdf">https://www.phoenixfuels.ph/pdf/2021phoenixannualreport.pdf</a></p>	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfil their roles and responsibilities and respond to the needs of the organization	Compliant	<p>and further refer to company's <b>Definitive Information Statement</b></p> <p><a href="https://www.phoenixfuels.ph/wp-content/uploads/2022/05/5-23-DIS-2022-Complete_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2022/05/5-23-DIS-2022-Complete_compressed.pdf</a></p> <p>See also the company's Code of Corporate Governance: <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf</a> (principle 2-Roles and Responsibilities), providing qualifications standards.</p> <p>The Company submits an updated Certificate of Qualification for all its independent directors pursuant to the Notice of the Commission before the distribution of the company's Definitive Information Statement.</p>	
<b>Recommendation 1.2</b>			
1. Board is composed of a majority of non-executive directors	Compliant	<p>There are 3 members who are part of the management in the Company namely: Dennis A. Uy, Domingo T. Uy and Henry Albert R. Fadullon</p> <p>Non-Management members of the Board are as follows:</p> <p>Cherylyn C. Uy , Romeo B. De Guzman, Monico V. Jacob, J.V. Emmanuel A. De Dios, Stephen CuUnjieng, , Consuelo Ynares Santiago, Nicasio I. Alcantara, Minoru Takeda</p>	
<b>Recommendation 1.3</b>			
1. Company provide in its Charter and Manual on Corporate Governance a policy on training of director	Compliant	<p>Principle 1 Section1.4 of the Company's Corporate Governance Rules and Principles</p> <p>By practice, Company gives Annual Corporate Governance Seminar attended by all the directors of the Corporation including key management personnel conducted by a SEC-accredited training provider</p>	

2. Company has an orientation program for first time directors	Compliant	The annual seminar is usually conducted just before the start of the term of the Board of Directors. Nominees to the Board of Directors are constantly invited and hence, this serves as the orientation for new directors	
3. Company has relevant annual continuing training for all directors	Compliant	<p>In accordance with SEC regulation, the company held an annual seminar on Corporate Governance for its directors and key officers conducted by a SEC-accredited training provider, ROAM, Inc., held last October 22, 2021 thru a virtual seminar with the following topics:</p> <ul style="list-style-type: none"> <li>I. Corp. Governance Regulatory Updates <ul style="list-style-type: none"> <li>• SEC Updates</li> <li>• IC Updates</li> <li>• BSP Updates</li> </ul> </li> <li>II. Corporate Governance in the Pandemic <ul style="list-style-type: none"> <li>• Covid-19 Stat and Forecasts</li> <li>• Crisis Mgt by Board in the pandemic</li> </ul> </li> <li>III. Strategic Planning for Boards in the Pandemic <ul style="list-style-type: none"> <li>• Reconfiguring the strategic plan to factor in Covid -19</li> </ul> </li> <li>IV. 2021 Global and Regional Trends in Corp Governance <ul style="list-style-type: none"> <li>• Asia-Pacific, America, Europe</li> </ul> </li> <li>V. RP Economic Statistics <ul style="list-style-type: none"> <li>• Key Statistics</li> <li>• Impact on Corporate Governance</li> </ul> </li> <li>VI. The Political Landscape, the 2022 Elections and Corporate Governance <ul style="list-style-type: none"> <li>• Probable presidential candidates and their probable impact on governance</li> </ul> </li> <li>VII. Competitive Impact Assessment of Business Practices under the Philippine Competition Act</li> </ul> <p><i>Lecturers: Benjamin Espiritu, Ph D. Leonora Vasquez-De Jesus, Ph D. Atty. Leah Jose-Sebastian</i></p>	
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity	Compliant	There is no express policy on board diversity but in practice and at current practice members of the board come from various field and hence, shares their personal expertise with the Company	
<b>Recommendation 1.5</b>			
1. Board is assisted by a Corporate Secretary	Compliant	<p>The current Corporate Secretary is Atty. Socorro Ermac Cabreros. Please refer to p. 19 of the company's latest Information Statement providing her qualifications:</p> <p><a href="https://www.phoenixfuels.ph/wp-content/uploads/2022/05/5-23-DIS-2022-Complete_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2022/05/5-23-DIS-2022-Complete_compressed.pdf</a></p>	

2. Corporate Secretary is a separate individual from the Compliance Officer	Non-Compliant		Currently, the position of Corporate Secretary and Compliance Officer is held by the same individual. Atty. Socorro Cabrerros is the Vice President for its Legal Department and is supported by competent legal and non-legal staff to ensure that her responsibilities as Corporate Secretary and Compliance Officer are performed well. By the said set-up, the company's maximizes its resources and finds it effective and efficient.
3. Corporate Secretary is not a member of the Board of Directors	Compliant	The Corporate Secretary is <b>Atty. Socorro Ermac Cabrerros</b> . She is a lawyer who has been doing the functions of corporate secretary for the Company since 2006. She is a member of the Bar and has none of the disqualification of a Corporate Secretary	
4. Corporate Secretary attends training/s on corporate governance	Compliant	The Corporate Secretary attends an Annual Seminars on Corporate Governance, the latest one was on 22 October 2021 provided by a SEC-accredited provider, ROAM Inc.	

Recommendation 1.6			
1. Board is assisted by a Compliance Officer	Compliant	The acting Compliance Officer is Atty. Socorro Ermac Cabreros, please refer to p. 19 of our Information Statement for her qualification: <a href="https://www.phoenixfuels.ph/wp-content/uploads/2022/05/5-23-DIS-2022-Complete_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2022/05/5-23-DIS-2022-Complete_compressed.pdf</a>	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the Corporation	Non-Compliant		Currently, the Corporation's Compliance Officer is also the Vice President for Corporate Legal, which position is of adequate stature and authority in the company.
3. Compliance officer is not a member of the Board	Compliant	The Atty. Socorro Ermac Cabreros is a member of the Bar and is not a member of the Board.	
4. Compliance Officer attends training/s on corporate governance	Compliant	The key officers including the Acting Compliance Officer attended the Seminars on Corporate Governance conducted last 22 October 2021 provided by a SEC-accredited provider, ROAM Inc, with topics provided in item 1.3.3 above	
Principle 2: Establishing Clear Roles and Responsibilities of the Board			
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	All corporate actions are approved on the basis of the Board Paper which must be presented to the Board by a proponent of a transaction, copy of the sample is herein attached and discussions during the board meetings are thoroughly deliberated by the Board.	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy	Compliant	Board attends regular and special meetings and is compliant with Section 2.2. of its Revised code of Corporate Governance, see: <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf</a>	
2. Board oversees and monitors the implementation of the company's business	Compliant	Further refer to Acts and Resolutions of the Board is found as Annex A to its latest Defintive Information Statement: <a href="https://www.phoenixfuels.ph/wp-content/uploads/2022/05/5-23-DIS-2022-Complete_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2022/05/5-23-DIS-2022-Complete_compressed.pdf</a>	

objectives and strategy.			
<b>Supplement to Recommendation 2.2</b>			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	Board is fully aware of the Vision Mission of the Company. Please refer to the corporate website particularly on the sections pertaining to Mission and Vision and Core Values. <a href="https://www.phoenixfuels.ph/vision-mission-and-values/">https://www.phoenixfuels.ph/vision-mission-and-values/</a>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment and culture	Compliant	The Board is aware that management has a annual corporate target by which all respective business units aims for its respective targets and these are by end of the year the basis for performance evaluation of each employee and business units. Source: <a href="#">corporate target for 2021</a> and <a href="#">sample pace pro.</a>	
<b>Recommendation 2.3</b>			
1. Board is headed by a competent and qualified Chairperson	Compliant	The Chairman for April 2021 to June 2022 is held by Mr. Dennis Uy. Mr. Uy, Filipino, 47 years old, is the founder of the Company and has served as President and Chief Executive Officer since inception. He is the Chairman and President of Udenna Corporation, the parent company, which has businesses in the shipping, logistics, distribution, real estate, and service industries..	
<b>Recommendation 2.4</b>			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management	Non-compliant		In its first step in adopting an effective succession planning program for directors, key officer and management, the Board adopted the revised Code of Corporate Governance (CG) See Revised CG <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf</a>
2. Board adopts a policy on the retirement for directors and key officers	Compliant	The Board has approved a retirement program for its key officers but there are no retirement programs for directors as they are not receiving any regular compensation but honoraria.	
<b>Recommendation 2.5</b>			
1. Board aligns the remuneration of key officers and board members with long-term interests in the Company	Not Applicable		Since the inception of the Corporation until the present, it has been the practice of the Corporation that members of the Board of Directors as well as key corporate officers do not receive regular

			<p>compensation except honoraria which is given based on their attendance specifically given to non-management directors. Corporate key officers who are likewise employees and part of executive or senior management only receive their salaries.</p>
<p>2. Board adopts a policy specifying the relationship between remuneration and performance</p>	Compliant	<p>The system of pancepro is an acceptable documentation of the policy. In practice, the Company has followed and observed through the years the said system, remuneration is given on a regular basis such as salaries and wages and benefits. The Board on the other hand has approved performance evaluation implemented in mid-year to evaluate performance of the previous year and the basis for paying out performance bonuses.</p>	
<p>3. Directors do not participate in discussions or deliberations involving his/her own remuneration</p>	Not Applicable		<p>Since the inception of the Corporation until the present, it has been the practice of the Corporation that members of the Board of Directors as well as key corporate officers do not receive regular compensation except honoraria which is given based on their attendance specifically given to non-management directors. Corporate key officers who are likewise employees and part of executive or senior management only receive their salaries.</p>



<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy	Compliant	The nomination and election process of the Company is provided in the Company's By-Laws: <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/10/PPPI-Amended-By-Laws-Oct.-15-2020_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/10/PPPI-Amended-By-Laws-Oct.-15-2020_compressed.pdf</a>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance	Compliant	The Corporate Governance Committee shall have the responsibility in assisting the Board in the performance of and compliance with corporate governance responsibilities including the functions that belongs to the Nomination and Remuneration Committee. See <a href="https://www.phoenixfuels.ph/board-committees/">https://www.phoenixfuels.ph/board-committees/</a> See <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/08/PPPI-Corporate-Governance-Committee-Charter.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/08/PPPI-Corporate-Governance-Committee-Charter.pdf</a>	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders	Compliant	The Corporations nomination and election which was approved by the Board is also incorporated in its Code of Corporate Governance.  Currently, the Corporation follows the procedure provided under the Company's Bylaws in receiving nomination and screened by the nominations committee regardless of the status or classification of the nominator as well as replacement of directors	
4. Board nomination and policy includes how the board shortlists candidates	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director	Compliant		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the Company.	Compliant	The nominations of members of the Board of Directors are referred and approved by the Nominations Committee that is aligned with the strategic direction of the company.	

<b>Recommendation 2.7</b>			
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	<p>The company's Revised Code of Corporate Governance (Sec 2.7) provides that the Board shall be responsible for ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.</p> <p style="text-align: center;">See</p> <p><a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf</a></p>	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	<p>Please refer to the company's policy on RPT: <a href="https://www.phoenixfuels.ph/wp-content/uploads/2019/10/Related-Party-Transactions-Policy.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2019/10/Related-Party-Transactions-Policy.pdf</a></p>	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	<p>Section 3.5 of the company's Code of CG, subject to the Board's assessment and approval, the RPT committee shall be primarily tasked to review all material related party transactions of the Corporations.</p> <p>The duties and responsibilities of the RPT Committee are set forth in its RPT Committee Charter. Please refer to section 3.1. to 3.6 of <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/08/PPPI-Related-Party-Transactions-Committee-Charter.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/08/PPPI-Related-Party-Transactions-Committee-Charter.pdf</a></p>	
4. 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		

5. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Compliant		
<b>Recommendation 2.8</b>			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>The Board adopts Section 2.8 of its Code of Corporate Governance for approving and selection of Management led by B+CEO and the heads of the other control functions.</p> <p>See  <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf</a></p> <p>In its organizational meeting last April 30, 2021, the board elected the ff:  Execom Committee, Audit Committee, Nominations and Governance Committee, Board Risk Oversight Committee and Related Party Transaction Committee</p> <p>See  <a href="https://www.phoenixfuels.ph/board-committees/">https://www.phoenixfuels.ph/board-committees/</a></p>	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant		
<b>Recommendation 2.9</b>			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>Annually, the Company launches and conducts the company-wide Performance And Career Development Program (PACEPro) on all employees including senior management.</p> <p>Each business unit sets their respective Key Results Area and Key Performance Indicators based on the Corporate KRA and KPI as their targets. This will be the basis of their PACEPro the following year.</p> <p>This PACEPro will be the basis for grant of bonuses among others.</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		
<b>Recommendation 2.10</b>			

1. Board oversees that an appropriate internal control system is in place.	Compliant	The Company has a policy on <a href="#">Conflict of Interest</a> as well as an approved <a href="#">Internal Audit Charter</a> .	
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		
<b>Recommendation 2.11</b>			
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.	Non-Compliant		The Company has yet to formulate and put in place an Enterprise Risk Management. Currently, each business unit handles respective risk which is evaluated by the Executive Committee
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.	Non-Compliant		
<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	The Board is fully aware of its roles, responsibilities and accountabilities. The Manual of Corporate Governance fully defines and clarifies their role in the Company and the same is posted in the Company's website <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf</a>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website.	Compliant		

4. The Board has a clear inside trading policy	Compliant	The Company has an existing Inside Trading Policy See <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/05/Insider-Trading-Policy.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/05/Insider-Trading-Policy.pdf</a>	
<b>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.</b>			
<b>Recommendation 3.1</b>			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	Please refer to the company's Board of Committees and its Charters <a href="https://www.phoenixfuels.ph/board-committees/">https://www.phoenixfuels.ph/board-committees/</a>	
<b>Recommendation 3.2</b>			
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	The Board has an existing audit committee which reviews the internal and external control audit processes Please see: <a href="#">Audit Charter</a>	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	The members of the Audit Company are non-executive members namely: Justice Consuelo Ynares-Santiago, Chairman Domingo T. Uy, Member Monico V. Jacob, Member Nicasio I. Alcantara, Member Minoru Takeda, Member  See: <a href="https://www.phoenixfuels.ph/board-committees/">https://www.phoenixfuels.ph/board-committees/</a>	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	Both members, Mr. Nicasio I. Alcantara and Minoru Takeda are experienced and engaged in their respective businesses (not related to the Company) and have substantial experience and knowledge as far as audit, accounting and finance are concerned while Justice Santiago is a respected lawyer being a former member of the Supreme Court who always exercises her independent judgment	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	The Chairman of the Audit Committee is Ret. Just. Santiago as disclosed on 30 April 2021.	
<b>Supplement to Recommendation 3.2</b>			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Audit recommends to the Board all non-audit services conducted by the external auditor	

2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	The Audit Committee conducts regular meeting every quarter with the Company's Internal Audit Team and twice a year with the External Audit Team, in all instance without the presence of management  See: <a href="#">Minutes of Audit Committee Meetings 2021</a>	
<b>Recommendation 3.3</b>			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	In 2019 the Board just formed the Nominations & Corporate Governance Committee.  The newly elected Nominations and Corporate Governance Committee for 2021-2022 are:  Nicasio I. Alcantara, Chairman Justice Consuelo Ynares-Santiago, Member Cherylyn C. Uy, Member Romeo B. De Guzman, Member  Two of whom (Mr. Alcantara and Justice Santiago) are Independent Directors.  See: <a href="https://www.phoenixfuels.ph/board-committees/">https://www.phoenixfuels.ph/board-committees/</a>	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non Compliant		The Board has approved the appointment of Mr. Nicasio Alcantara who hsa NO interest, holdings whatsoever in the Company except his seat in the Board.
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	Mr. Nicasio Alcantara chairs the Nominations & Corporate Governance Committee who is also an independent director	
<b>Recommendation 3.4</b>			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	The Board has recently organized the Board Risk Oversight Committee	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Non-Compliant		The BROC is composed of 4 members. Since Company has only 3 independent directors, 2 of the independent directors are members of the BROC with Mr. De Dios and Mr. Dennis Uy who fills in as the 3 <sup>rd</sup> and 4 <sup>th</sup> member:

			<p>Minoru Takeda, Chairman Nicasio I. Alcantara, Member J.V. Emmanuel A. de Dios, Member Dennis A. Uy, Member</p> <p>See: <a href="https://www.phoenixfuels.ph/board-committees/">https://www.phoenixfuels.ph/board-committees/</a></p>
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	The Chairman of the BROC is independent Director Minoru Takeda and is not a chairman of any other committee.	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	All members of the committee are knowledgeable and have relevant experience on risk and risk management	
<b>Recommendation 3.5</b>			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	<p>The RPT committee is composed of the ff:</p> <p>Justice Consuelo Ynares-Santiago, Chairman, Nicasio I. Alcantara, Member, Stephen T. CuUnjieng, Member and Henry Albert R. Fadullon, Member</p> <p>The Chairman is a non-executive and an Independent director of the Board. The Chairman and 2<sup>nd</sup> member are all independent directors while the 3<sup>rd</sup> member is also a non-executive director.</p>	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant		
<b>Recommendation 3.6</b>			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	<p>All established committees have a committee charter.</p> <p>Board Committees are set up to support effective performance of the board's functions. Please refer further to Section 3 of the Company's CG <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf</a></p> <p>Committee Charters are posted in the company's website:  <a href="https://www.phoenixfuels.ph/board-committees/">https://www.phoenixfuels.ph/board-committees/</a></p>	

2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		
3. Committee Charters were fully disclosed on the company's website.	Compliant		
<b>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.</b>			
<b>Recommendation 4.1</b>			
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	All members of the Board substantially attend the board meetings, shareholders meetings conducted by the Company	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	Minutes of the Meetings are regularly submitted for the boards review, consideration and approval before the start of the meeting	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>Before a transactions or corporate action is approved, a proponent is tasked to submit a board paper containing the executive summary, background, recommendation, level of risk, the corporate governance compliance which is submitted at least a week before the actual meeting.</p> <p>During the meeting, the proponent is task to present and discussion on the matter ensues before the board votes on the proposal</p>	
<b>Recommendation 4.2</b>			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	Each non-executive directors concurrently serve an average of 3 publicly listed companies	



Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Non-Compliant		Currently, there is no duty on the part of each director of the Company to inform the latter of other new nominations or directorship from other Companies before acceptance but they usually update their CVs and other Certificate issuances
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	The company has 3 independent directors, namely, Justice Consuelo Santiago, Nicasio Alcantara and Minoru Takeda <a href="https://www.phoenixfuels.ph/board-of-directors-management-team/">https://www.phoenixfuels.ph/board-of-directors-management-team/</a>	
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	The Independent Directors of the Company possess all the qualifications and none of the disqualification. They do not have any transactions or dealings with the Company nor are they involve in any management. Moreover, they do not own shares in the Company See <a href="https://www.phoenixfuels.ph/board-of-directors-management-team/">https://www.phoenixfuels.ph/board-of-directors-management-team/</a>	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant		
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	There are no independent directors serving more than 9 years in the Company	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	The Company has sought the approval last 15 March 2018 to allow former independent director Monico V. Jacob to serve as regular director for 2018-2019 term and stockholders approved the same during the annual meeting.  For term 2019-to present Monico Jacob serves as a regular director.	

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 of the Board is Dennis Uy while the President is Henry Albert Fadullon See <a href="https://www.phoenixfuels.ph/board-of-directors-management-team/">https://www.phoenixfuels.ph/board-of-directors-management-team/</a>	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	The roles of Chairman and President are separate and distinct. Chairman heads the Board and is not involved in the management of the Company while President manages the Company	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Non-Compliant		The Chairman is not an independent director and is the Chairman of the Executive Committee and member of the management of the Company. Each independent director of the Company has her respective roles and assignment and hence, there is no designated lead independent director in the Company
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	Currently, there are no directors with material interest in any transaction. It is the procedure of the Company that in any substantial related party transactions, directors do not vote or participate in the deliberations on the transactions	
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.	Non-Compliant	.	Currently, only the Audit Committee who are mostly non-executive members meet the external and internal auditors. But other non-executive directors are not precluded from meeting with the external and internal auditors should they request.
2. The meetings are chaired by the lead independent director.	Non-Compliant		

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.	Non-Compliant		<p>The Board have yet to appoint a facilitator to assist in formulating an self-assessment process for the performance of each member of the Board including the entire Board itself.</p> <p>Currently, only the Audit Committee has conducted an annual self-assessment for its performance.</p>
2. The Chairman conducts a self-assessment of his performance.	Non-Compliant		
3. The individual members conduct a self-assessment of their performance.	Non-Compliant		
4. Each committee conducts a self-assessment of its performance.	Non-Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant		
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Non-Compliant		<p>The Board has yet to appoint and approve a self-assessment method through the assistance of a facilitator.</p>
2. The system allows for a feedback mechanism from the shareholders.	Non-Compliant		
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			

1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	<p>Upon approval of the Board, the Company's Revised a Code of Conduct prescribing for the conduct and ethics, both professional and business practices acceptable and unacceptable to the Company. These code and other business policies are properly disseminated with proper orientation to all employees and other business units of the Company. It is likewise made available in the Company's website</p> <p><a href="https://www.phoenixfuels.ph/wp-content/uploads/2018/12/Phoenix-Code-of-Conduct.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2018/12/Phoenix-Code-of-Conduct.pdf</a></p>	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant		
3. The Code is disclosed and made available to the public through the company website.	Compliant		
4. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant		<p>The Company has a policy on penalizing bribes which is made available in the Company's website</p> <p>See <a href="#">Anti-Corruption and Bribery Policy</a></p>
<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	<p>Upon approval of the Board, the Company has an independent disciplinary committee that hears disciplinary cases filed against erring employees which include management</p>	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant		
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
<b>Recommendation 8.1</b>			

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	<p>Compliant</p>		
<p>2. 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>The Company is compliant with the implementing rules and regulation of the SEC's Securities and Regulation Code (SCR) and timely reports to shareholders. It regularly discloses annual and quarterly reports containing the Comprehensive Financial Statements of the Company in a particular period.</p> <p>All company disclosures are found in PSE Edge.</p>	
<p>3. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>Compliant</p>		
<p>Recommendation 8.2</p>			
<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Compliant</p>	<p>All disclosures pertaining to the Directors' respective transactions involving the Company including trading of company shareholdings are coursed through the Office of the Corporate Counsel and the latter makes the disclosures in a timely manner.</p>	

2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant		
<b>Recommendation 8.3</b>			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Members of the Board of Directors of the Company are transparent in any dealings that will affect the Company. However, so far except for the shares some members trade and disclose there are no other transactions, material information that would contain any conflict of interest or any potential thereof.	
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		
<b>Recommendation 8.4</b>			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Non-Compliant		There are no clear policy setting Board remuneration because as a matter of practice, there are no regular remuneration given to the directors except for honorarium based on attendance
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		
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	The Company has standardized remuneration on an individual basis including retirement packages	
<b>Recommendation 8.5</b>			

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>The company's RPT Policy is published in its website. See <a href="https://www.phoenixfuels.ph/wp-content/uploads/2019/10/Related-Party-Transactions-Policy.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2019/10/Related-Party-Transactions-Policy.pdf</a></p> <p>Further refer to Sections. 3.5 and 8 of the Code of CG <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf</a></p>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant		
<b>Recommendation 8.6</b>			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occurs, 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	<p>The Company disclosed all material transactions to the Exchange and Commission particularly on acquisitions and disposal of assets. For the record, for the past year, the Company has timely disposed of about 3 acquisitions already and 1 joint ventures. Disclosures contain the name of the parties, price per share, rationale of the transaction, method of determining the consideration</p>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant		
<b>Recommendation 8.7</b>			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	<p>All Manual on Corporate Governance including any revisions thereof, have been fully disclosed and submitted to the PSE and SEC <a href="https://www.phoenixfuels.ph/corporate-governance/">https://www.phoenixfuels.ph/corporate-governance/</a></p>	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant		
<b>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.</b>			

Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	The Audit Committee Charter Section 6	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	<a href="https://www.phoenixfuels.ph/wp-content/uploads/2018/12/030614-PPPI-Audit-Committee-Charter001.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2018/12/030614-PPPI-Audit-Committee-Charter001.pdf</a>	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	Removal of the external auditor and its reason is disclosed as part of the unstructured disclosure as well as of the corporate actions disclosed in the Definitive Information Sheet. Nonetheless, the company has no disclosures yet as it has not removed its external auditor from the past years.	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Part of the responsibilities of the Audit Committee is to ensure that the Corporation's External Auditor is rotated or that the handling partner is changed every five (5) years or earlier.  See 6.1 page 3 of Audit Committee Charter <a href="https://www.phoenixfuels.ph/wp-content/uploads/2018/12/030614-PPPI-Audit-Committee-Charter001.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2018/12/030614-PPPI-Audit-Committee-Charter001.pdf</a>	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on:  i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and	Compliant	The <a href="#">Audit Committee Charter</a> Section 6 (6.4)	



monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.			
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	The <a href="#">Audit Committee Charter</a> – Section Section 6 (6.5)	
<b>Recommendation 9.3</b>			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	The audit and other services performed by the external auditors are disclosed in the Annual report.  See page 53-54 of the <a href="#">Annual Report</a> (SEC Form 17-A with SR)	There are no express statements as to any conflicts of interest or any potentials thereof in the 2021 Annual Report for period submitted to the Commission and Exchange considering that there are actually NO conflicts of interest of any nature that exists for all transactions covered until period ended 31 December 2021
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant		
<b>Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.</b>			
<b>Recommendation 10.1</b>			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	Please refer to the following: Integrated Management System Policy - <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/10/Integrated-Management-System-Policy.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/10/Integrated-Management-System-Policy.pdf</a> Revised CG Manual - <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf</a> Sustainability Section of the Corporation's Website - <a href="https://www.phoenixfuels.ph/environment/">https://www.phoenixfuels.ph/environment/</a>	

		Sustainability Report as Exhibit 3 in the Company's Annual Report (SEC Form 17A) <a href="https://drive.google.com/file/d/184cZK09Xvp2wSAO06rOM3aeRUBEtEBvg/view">https://drive.google.com/file/d/184cZK09Xvp2wSAO06rOM3aeRUBEtEBvg/view</a>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	The company followed Global Reporting Initiative (GRI) in identifying the material topics for the sustainability report.  See Company's Annual report Exhibit 3. p.1, notes part <a href="https://drive.google.com/file/d/1TvfiWJAwMqt5yLXNRYvOwNkI13pjc3t4/view">https://drive.google.com/file/d/1TvfiWJAwMqt5yLXNRYvOwNkI13pjc3t4/view</a>	

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

**Recommendation 11.1**

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	The Company make regular press releases and allows media interviews pertaining to material and relevant information to the public and our investors. Analyst briefings are occasionally scheduled	
1. Company has a website disclosing up-to-date information on the following:	Compliant	Please refer to the company's website: <a href="https://www.phoenixfuels.ph/">https://www.phoenixfuels.ph/</a>	
a. Financial statements/reports (latest quarterly)	Compliant		
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		
d. Notice of ASM and/or SSM	Compliant	<a href="https://www.phoenixfuels.ph/company-disclosures/">https://www.phoenixfuels.ph/company-disclosures/</a>	
e. Minutes of ASM and/or SSM	Compliant	<a href="https://www.phoenixfuels.ph/company-disclosures/">https://www.phoenixfuels.ph/company-disclosures/</a>	
f. Company's Articles of Incorporation and By-Laws	Compliant	See: <a href="https://www.phoenixfuels.ph/articles-of-incorporation-and-by-laws/">https://www.phoenixfuels.ph/articles-of-incorporation-and-by-laws/</a>	

<b>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.</b>			
<b>Recommendation 12.1</b>			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	To ensure adequate and effective internal control system within the organization, the company established its foundation of sound internal control through directed leadership, shared core values and a culture that emphasizes accountability for control. Top risks faced by the company are identified and assessed periodically at all levels and within all functions in the organization. Also, policies and processes are designed to address and mitigate the significant risks. Further, information critical to meeting the company's objectives is communicated in various media across the company. Lastly, the entire system of internal control is monitored continuously for effectiveness and efficiency.	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Non-Compliant		The Company has yet to formulate and the board to approve a comprehensive ERM policy and framework. Currently the practice is that each business unit and the Executive Committee assesses their respective risk and manages the same
<b>Recommendation 12.2</b>			
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 an internal audit group which is functionally reporting to the Board of Directors, specifically to the Audit Committee.	
<b>Recommendation 12.3</b>			

1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant		
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	The company's Internal Audit is a functioning business unit in the Company and is headed by its Audit Head, VP Chonabeth Nazario, who is a seasoned Finance Executive who held different positions in the fields of Accounting and Audit such as AVP for Controller of Fil-Estate Ecocentrum Corporation and Finance Head, Treasurer, and member of the Board of Directors of San Miguel Properties Inc. and its subsidiaries.	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant		
<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Non-Compliant		The company is in the process of drafting the Enterprise Risk Management Policy, which will be subject to the company's board approval once completed and the proper disclosure made at the appropriate time.
<b>Recommendation 12.5</b>			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	The Company has announced the appointment of its Corporate Risk Officer, Hendra Nagunta.  Please refers to disclosure below:	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	<a href="https://www.phoenixfuels.ph/wp-content/uploads/2022/03/3-16-PNX_-Appointment-of-Corporate-Risk-Officer_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2022/03/3-16-PNX_-Appointment-of-Corporate-Risk-Officer_compressed.pdf</a>	

**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	The Revised Corporate Governance Manual, Section 13 discussed the rights of the shareholders  <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf</a>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant		
3. Company's common share has one vote for one share.	Compliant		
4. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant		
5. Board has an effective, secure, and efficient voting system.	Compliant	A discussion of the voting procedure of the Company is found on page 6 [Item 4 (c) ] of the Definitive Information Statement  <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/05/3-2020-SEC-FORM-20-IS-Definitive-Information-Statement_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/05/3-2020-SEC-FORM-20-IS-Definitive-Information-Statement_compressed.pdf</a>	
6. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	In approving Related Party Transactions (RPT), all individual material RPTs shall be approved by the majority vote of the board of directors and shareholders (Ref.: RPT Policy page 4, <a href="https://www.phoenixfuels.ph/wp-content/uploads/2019/10/Related-Party-Transactions-Policy.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2019/10/Related-Party-Transactions-Policy.pdf</a>  Also see CG Manual, Principle 14.2 page 4, <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/08/8-3-Revised-Code-of-Corporate-Governance-30Jul2020_compressed.pdf</a>	
7. 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	Article II, Section 2 of the By-laws provides for such. Please refer to the company's By Laws: <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/10/PPPI-Amended-By-Laws-Oct-15-2020_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/10/PPPI-Amended-By-Laws-Oct-15-2020_compressed.pdf</a>	

8. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	The Company's Dividend policy is to declare Dividends of up to 20% of the company's net income of the previous year after appropriation	
9. Company has a transparent and specific dividend policy.	Compliant	<a href="https://www.phoenixfuels.ph/wp-content/uploads/2021/05/2021-SEC-Form-20-IS-Definitive-Information-Statement.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2021/05/2021-SEC-Form-20-IS-Definitive-Information-Statement.pdf</a>	
<b>Recommendation 13.2</b>			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	The Company sends <a href="#">Notice of Annual Meeting</a> to all shareholders in accordance with the Securities Regulation Code (SRC), sends to all shareholder via registered mail, email and publication in Company's website and in 2 newspapers of general publication	
<b>Recommendation 13.3</b>			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Please refer to <a href="https://www.phoenixfuels.ph/company-disclosures/">https://www.phoenixfuels.ph/company-disclosures/</a> <a href="https://www.phoenixfuels.ph/wp-content/uploads/2022/05/Minutes-of-PNX-ASM-April-30-2021_compressed.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2022/05/Minutes-of-PNX-ASM-April-30-2021_compressed.pdf</a>	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant		
<b>Recommendation 13.4</b>			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Non-Compliant		The Company has yet to formulate an alternative dispute mechanism for intra corporate dispute considering that there are nor has there been any intra-corporate disputes experience at any time.

2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Non-Compliant		
<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	The Company has an active IRO which is under the Office of the Treasurer and Corporate Finance. IRO is always present in Company events relating to investors and shareholders meetings	
2. IRO is present at every shareholder's meeting.	Compliant		
<b>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.</b>			
<b>Recommendation 14.1</b>			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	The Company is fully aware of its stakeholders. There are programs that ensure substantial communication and cooperation such as dealers' dialogues for its customers, funds managers and investors through regular road shows, etc.	
<b>Recommendation 14.2</b>			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Stakeholders of the Company are varied. For the main stakeholders who are identified as dealers, contracts and policies are in place to assist them in the management of their stations; for employees, code of conducts and other policies regulating acceptable behaviour are in place to guide employees, etc.	
<b>Recommendation 14.3</b>			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	Grievance Policy is in place for stakeholders to communicate with the Company.  See Grievance policy under <a href="#">Other Company Policies</a> .	
2. 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	Compliant	There are no applications for any exemptions lodged by the company to exempt the same from any rule or law particularly on Corporate Governance. However, the Company is still in the process of complying best practices required under Corporate Governance such as qualifying and hiring of an experienced Compliance Officer and Risk Officer	


the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.			
3. Company respects intellectual property rights.	Compliant	The Company respects intellectual properties	
<b>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.</b>			
<b>Recommendation 15.1</b>			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	<p>To work on one objective, direction, the Company sets its annual Corporate targets where all BUs based their annual targets and thereafter, each employee based their individual targets. A regular townhall meeting is conducted to inform everyone about targets and it is in this town hall meetings that employees are informed if the corporate target is likewise achieved.</p> <p>One of the target common to all BU's is the Safety, health and development target of each BU. See <a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/05/Health-Safety-Environment-Policy.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/05/Health-Safety-Environment-Policy.pdf</a></p>	
2. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant		
3. Company has policies and practices on health, safety and welfare of its employees.	Compliant		
4. Company has policies and practices on training and development of its employees.	Compliant		
<b>Recommendation 15.2</b>			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	The Company in integrity and honesty in the performance of its functions. The Company has an existing Code of Conduct implemented to all employees, regardless of status, management regulating behaviour and conducts in the performance of their jobs. The code emphasizes honesty and integrity and prohibits the practice of corruption	



2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant		
<b>Recommendation 15.3</b>			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	<p>The Company has an existing policy of whistleblowing.</p> <p><a href="https://www.phoenixfuels.ph/wp-content/uploads/2020/05/Whistleblowing-Policy.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2020/05/Whistleblowing-Policy.pdf</a></p> <p>Policies and the Code of Conduct are implemented and monitored by the Company's Human Resources Department (HR)</p> <p><a href="https://www.phoenixfuels.ph/wp-content/uploads/2018/12/Phoenix-Code-of-Conduct.pdf">https://www.phoenixfuels.ph/wp-content/uploads/2018/12/Phoenix-Code-of-Conduct.pdf</a></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		
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant		
<p><b>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.</b></p>			
<b>Recommendation 16.1</b>			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	<p>The Company has a Foundation independent of the Company that is the Corporate Social Responsibilities (CSR) arm of the Company.</p> <p><i>please refer to</i></p> <p><a href="https://www.phoenixfuels.ph/outreach-programs/">https://www.phoenixfuels.ph/outreach-programs/</a>  <a href="https://www.phoenixfuels.ph/education/">https://www.phoenixfuels.ph/education/</a>  <a href="https://www.phoenixfuels.ph/environment/">https://www.phoenixfuels.ph/environment/</a>  <a href="https://www.phoenixfuels.ph/health-drives-medical-derental-missions/">https://www.phoenixfuels.ph/health-drives-medical-derental-missions/</a></p>	

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized in the City of Davao on 30 May, 2022.

  
**DENNIS A. UY**  
 Chairman and Chief Strategy Officer

  
**HENRY ALBERT R. FADULLON**  
 President and CEO

  
**CONSUELO YNARES SANTIAGO**  
 Independent Director

  
**MINORU TAKEDA**  
 Independent Director

  
**NICASIO I. ALCANTARA**  
 Independent Director

  
**SOCORRO ERMAC CABREROS**  
 Acting Compliance Officer / Corporate Secretary

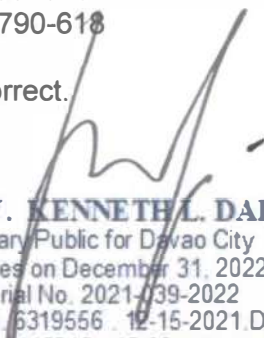
**SUBSCRIBED AND SWORN** to before me on **30 MAY 2022** in Davao City, Philippines. Affiants have confirmed their identities by presenting competent evidence of identity, viz:

<b>Name</b>	<b>Competent Evidence of Identity</b>
Dennis A. Uy	TIN 172-020-135
Henry Albert R. Fadullon	TIN 121-511-156
Nicasio I. Alcantara	TIN 105-252-527
Consuelo Ynares Santiago	TIN 118-014-893
Minoru Takeda	TZ0832390
Socorro Ermac Cabreros	111-790-618

And that they further attest that the same are true and correct.

Doc. No. 401 ;  
 Page No. 82 ;  
 Book No. 126 ;  
 Series of 2022



  
**ATTY. KENNETH L. DABI**  
 Notary Public for Davao City  
 Expires on December 31, 2022  
 Serial No. 2021-039-2022  
 PTR No. 6319556 . 12-15-2021.D.C.  
 IBP No. 148216 . 12-02-2021.D.C.  
 Roll of Attorneys No. 47866  
 Km. 7, Lanang, Davao City