

COVER SHEET

SEC Registration Number

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Company Name

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P	H	I	L	I	P	P	I	N	E	S		C	O	R	P	O	R	A	T	I	O	N		A	N	D		
S	U	B	S	I	D	I	A	R	Y																			

Principal Office (No./Street/Barangay/City/Town/Province)

O	r	t	i	g	a	s		A	v	e	n	u	e		E	x	t	e	n	s	i	o	n					
S	a	n		I	s	i	d	r	o	,		T	a	y	t	a	y	,		R	i	z	a	l				

Form Type

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Department requiring the report

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Secondary License Type, If Applicable

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INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

Company's Email Address

www.panasonic.com/ph

Company's Telephone Number/s

8635-2260 to 65

Mobile Number

N/A

No. of Stockholders

458

Annual Meeting
Month/Day

3 RD Friday of July

Fiscal Year
Month/Day

March 31 st

CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

Imelda Garcia

Email Address

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Telephone Number/s

(632) 8818 7739

Mobile Number

0917-5666472

Contact Person's Address

Ortigas Avenue Extension, San Isidro, Taytay, Rizal

Note: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended: **March 31, 2023**
2. SEC Identification Number : **23022**
3. BIR Tax Identification No.: **000-099-692-000**
4. Exact name of issuer as specified in its charter: **PANASONIC MANUFACTURING PHILIPPINES CORPORATION (PMPC).**
5. **PASAY CITY, METRO MANILA, PHILIPPINES**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **Panasonic Compound, Ortigas Extension Avenue, Barangay San Isidro, Taytay, Rizal** **1920**
Address of principal office Postal Code
8. **(632) 8 635-2260 to 65**
Issuer's telephone number, including area code
9. **N/A**
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	<p>Provide information or link/reference to a document containing information on the following:</p> <ol style="list-style-type: none"> <i>Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors</i> <i>Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance</i> <p><i>All duly elected directors have knowledge and experience relevant to the company's industry sector.</i></p> <ol style="list-style-type: none"> SEC Form 17-A - 1. Directors, including Independent Directors, and Executive Officers pp. 28, 29 & 30 Manual of CG –Qualifications & Disqualifications of Director pp. 5-7 	

2. Board has an appropriate mix of competence and expertise.	Compliant	<p><i>Mix of competence on board.</i></p> <ol style="list-style-type: none"> 1. <u>Manual of CG - Board Diversity p.17</u> 2. <u>SEC Form 17-A pp. 28, 29 & 30</u> 3. <u>SEC Form 17-A Board Diversity p.36</u> 	
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	<ol style="list-style-type: none"> 1. <u>Manual of CG – Board Governance – 2.1.3. Composition of the Board p.7</u> 2. <u>SEC Form 17-A pp. 28, 29 & 30</u> 3. <u>SEC Form 17- A – Corporate Governance – Board Composition p.35</u> 	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	<p>Identify or provide link/reference to a document identifying the directors and the type of their directorships.</p> <p><i>60% of the board is non-executive director.</i></p> <ol style="list-style-type: none"> 1. <u>SEC Form 17-A Directors, including Independent Directors, and Executive Officers A (p.28)</u> 2. <u>Manual of CG – Composition of the Board 2.1.2 p.7</u> 	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</p> <ol style="list-style-type: none"> 1. <u>Manual on CG – 20.2 Training p.34</u> 2. <u>PMPC Board Charter – Prior Training For First Time Director and Continuing Training For All Directors p.16</u> 	

2. Company has an orientation program for first time directors.	Compliant	<p>Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.</p> <ol style="list-style-type: none"> 1. <u>Manual on CG – 20.2 Training p.38</u> 2. <u>PMPC Board Charter – Prior Training for First Time Director and Continuing Training For All Directors p.16</u> 3. <u>SEC Form 20-IS Training And Continuing Education Program For The Directors And Officers p.47</u> 	
3. Company has relevant annual continuing training for all directors.	Compliant	<ol style="list-style-type: none"> 1. <u>Manual on CG – 20.2 Training p.34</u> 2. <u>SEC Form 20-IS Training And Continuing Education Program For The Directors And Officers p.47</u> 	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>Indicate gender composition of the board.</p> <p><u>Manual of CG – 4.6. Board Diversity p.21</u> <u>PMPC Board Diversity Policy.pdf</u></p>	

		<p><i>The Board has two (2) female independent directors: Ms. Elizabeth Gildore and Atty. Justina Callangan.</i></p> <p><u>SEC Form 17-A - Directors, including Independent Directors, and Executive Officers (p.30)</u></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	Compliant	<p>Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.</p> <p>1. <u>Manual of CG.- Board Diversity 4.6.2., p.21</u></p> <p>2. <u>Board Diversity Policy – Measurable Objectives pp.1-2</u></p> <p>Provide link or reference to a progress report in achieving its objectives.</p>	
Recommendation 1.5.17			
1. Board is assisted by a Corporate Secretary.	Compliant	<p>Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.</p> <p><i>The Board is always assisted by the Corporate Secretary.</i></p> <p><u>Manual of CG - The Corporate Secretary p.22</u></p>	

		<p><i>For the qualifications of the Corporate Secretary, Atty. Mamerto Mondragon, refer to SEC Form 17-A Executive Officers p.31</i></p>	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	<p><i>The Corporate Secretary is different and separate from the Compliance Officer. Atty. Mamerto Mondragon, PMPC's Corporate Secretary, does not hold any other position in the Company.</i></p> <p><i>Ms. Maria Virginia Arevalo, the compliance officer, has been duly appointed to take charge of the company's compliance program.</i></p> <p><i>SEC Form 17-A Executive Officers p.31</i></p>	
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	<p><i>The Corporate Secretary is not a member of the board.</i></p> <p><i>Refer to:</i></p> <p><i>SEC Form 17-A - Executive Officers p.31</i></p> <p><i>Manual of CG - The Corp Secretary p.22</i></p>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<p>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered.</p>	

		<u>SEC Form 17-A - Training And Continuing Education Program For The Directors And Officers p.47</u>	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting <u>Manual of CG – Management Responsibility for Information 18.1.1, p.18</u>	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions. 1. <u>Manual of CG – The Compliance Officer p.18</u> 2. <u>SEC Form 17-A – Executive Officers - Compliance Officer p.31</u>	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	<i>The duly elected compliance officer has the rank of an officer.</i> <u>SEC Form 17-A Executive Officers p.31</u>	

3. Compliance Officer is not a member of the board.	Compliant	<i>The compliance officer is not a member of the board but a Company's Officer.</i> <u>SEC Form 17-A Executive Officers p.31</u>	
4. Compliance Officer attends training/s on corporate governance.	Compliant	Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered. <u>Manual of CG – The Compliance Officer p.22</u>	
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	Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting) <u>Manual of CG – Board Role & Responsibilities p.7</u>	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Provide information or link/reference to a document containing information on how the directors performed this function (can include	

2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	board resolutions, minutes of meeting) Indicate frequency of review of business objectives and strategy <i>The board quarterly reviews the financial and operating performance of the company. The annual report is approved by the board.</i>	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	Indicate or provide link/reference to a document containing the company's vision, mission and core values <i>Refer to:</i> Panasonic Mission & Vision at panasonic.com.ph	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	Provide information on or link/reference to a document containing information on the strategy execution process. <i>Preparation and monitoring of Business Plan, including strategy, is by the Executive Management. A review of actual performance is implemented monthly including forecasts for the succeeding quarters.</i>	

Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications.</p> <ol style="list-style-type: none"> 1. <u>Manual of CG Chairman of the Board p.21</u> 2. <u>SEC Form 17-A Directors & Executive Officers of the Issuer p.28</u> 	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<p>Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation.</p> <ol style="list-style-type: none"> 1. <u>Manual of CG- Overseeing Board Succession Planning p.8</u> 2. <u>PMPC Director Succession Plan Policy.pdf (panasonic.com)</u> 	
2. Board adopts a policy on the retirement for directors and key officers.	Non-compliant		<p><i>Company has no formal and written retirement policy in place for its directors and key officers. For expat members, the parent company stockholder has the authority to change/transfer its representative. For the independent directors, the Committee on Nomination decides based on duly screened candidates.</i></p>

Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance. <u>Manual of CG - Remuneration of Directors and Officers p.13</u>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	<u>Manual of CG - Remuneration of Directors and Officers p.13</u>	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	<u>Manual of CG – 3.6 Remuneration of Directors and Officers par. 3.6.2. p.9</u>	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Non-compliant	Provide proof of board approval	<i>The remuneration of the senior executives is based on the company's internal policy in accordance with the standards set by Panasonic Corporation.</i>
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company. <i>The performance-based</i>	

		<i>remuneration of the executive directors and the senior executives follows a set of measurable standards, such as considering the profit situation of the company, in addition to the performance appraisal of individual executives.</i>	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	<p>Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.</p> <p>Provide proof if minority shareholders have a right to nominate candidates to the board Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</p> <p>1. <u>Manual of CG - Establishment of Formal Board Nomination and Election Process p.9</u></p> <p>2. <u>Nomination Committee Charter.pdf (panasonic.com)</u></p> <p>3. <u>Amended By-laws – Nomination and Election Title III Section 2. pp.5-6</u></p>	

2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	<u>Manual of CG - Establishment of Formal Board Nomination and Election Process p.9</u>	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	<u>PMPC Director Succession Plan Policy p.3 (panasonic.com)</u>	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	<u>Amended By-laws – Nomination and Election Title III Section 2. pp.5-6</u>	
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	<u>PMPC Director Succession Plan Policy p.2 (panasonic.com)</u>	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	<u>Manual of CG – Establishment of Formal Board Nomination and Election Process pp.5-7</u> <i>The nomination committee, and the corporate secretary consider the strategic direction of the Company and the minimum guidelines provided for by the SEC's Code of Corporate Governance when shortlisting candidates for directorship.</i>	

Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Non-Compliant	Identify the professional search firm used or other external sources of candidates	<i>PMPC does not use search firms.</i>
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	Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs <u>Material Related Party Transaction Policy.pdf (panasonic.com)</u> Identify transactions that were approved pursuant to the policy. <u>FY 2021 Audited Financial Statements pp.41-46</u>	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	<u>Material Related Party Transaction policy – C. Related Party Transaction Committee p.9</u>	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	<u>PMPC Related Party Transaction Policy – Title III. General Principles No. 2 pp.3-4</u>	
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according	Compliant	Provide information on a materiality threshold for RPT disclosure and approval, if any.	

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.		<u>Material Related Party Transaction – Title VII. Adjusted Materiality Threshold p.11</u> Provide information on RPT categories <u>Material Related Party Transaction – Title V Identification of Related Parties pp.6-7</u>	
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	Provide information on voting system, if any. 1. <u>Material Related Party Transaction Policy – B. Review and Approval of RPTs No. 6, 7, & 8 pp.14-15</u> 2. <u>PMPC Stockholders' Meeting Policy System and Procedures – Policy 1.3 -1.6 p.1</u>	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management. <u>Manual of CG – Board Roles and Responsibilities 3.2.1 H. p.4</u> Identify the Management team appointed.	

		<p><i>Appointed Management Team:</i></p> <p>Yasushi Kondo - President /CEO Atsushi Kozuma – Exec. Dir.Finance Satoshi Kono – Exec. Director for Sales and Marketing Angelo Tamayo – Director in charge of Sta. Rosa Plant</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	<p>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p><u>Manual of CG – Board Roles and Responsibilities 3.2.1 H. p.4</u></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.	Non- compliant	Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.	<i>Management Framework is based on Strategic Key Performance Indicators (KPI) for management set by Panasonic Head Office in Japan.</i>

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	<i>PMPC uses Panasonic Human Resource Global Performance Planning and Development Plan to assess the performance of employees.</i>	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	<p>Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system</p> <ol style="list-style-type: none"> <u>1. Manual on Corporate Governance – Internal Control Responsibilities of the Board pp. 7-8</u> <u>2. Board Charter – Role and Responsibilities of the Board iv, xiii & xiv pp. 6, & 8</u> 	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<ol style="list-style-type: none"> <u>1. Manual of CG – Conflict of Interest p.29</u> <u>2. Board Charter – Title XII Board and Conflict of Interest p.15</u> <u>3. Material Related Party Transaction policy – Title IX Identification and Prevention or Management of Potential or Actual Conflict of interest from Related Party Transaction p.12</u> <u>4. Conflict of Interest Policy</u> 	

		5. <i>Insider Trading policy</i>	
3. Board approves the Internal Audit Charter.	Compliant	<p>Provide reference or link to the company's Internal Audit Charter</p> <ol style="list-style-type: none"> 1. <i>Manual on Corporate Governance – Board Duties & Responsibilities 3.2.1. j. p.4</i> 2. <i>Manual on Corporate Governance – Audit Committee 4.1.1. a. p.10</i> 3. <i>Internal Audit Charter – Title II Organization no.1 p.1</i> 	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	<p>Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.</p> <ol style="list-style-type: none"> 1. <i>Manual on Corporate Governance – Board Duties & Responsibilities 3.2.1. k. p. 4</i> 2. <i>PMPC Risk Management Oversight Committee Charter – Title I Duties & Responsibilities p.1</i> 	

2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	Provide proof of effectiveness of risk management strategies, if any. <i>Risk Management Officer certifies that risk management strategies are in place and effectively being implemented.</i>	
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	Provide link to the company's website where the Board Charter is disclosed. <i>PMPC Board Charter – Roles and Responsibilities of the Board pp. 6-7</i>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	<i>PMPC Board Charter – Roles and Responsibilities of the Board pp. 6-7</i>	
3. Board Charter is publicly available and posted on the company's website.	Compliant	<i>PMPC Board Charter.pdf (panasonic.com)</i>	
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	Provide information on or link/reference to a document showing company's insider trading policy. <i>PMPC Insider Trading Policy</i>	
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.	Non- Compliant	Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.	<i>Even if there is no existing policy, there has never been an instance when a director borrowed from the company.</i>

2. Company discloses the types of decision requiring board of directors' approval.	Compliant	<p>Indicate the types of decision requiring board of directors' approval and where there are disclosed.</p> <p><u>PMPC Board Charter Annex 1 p.21</u></p>	
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Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

Recommendation 3.1

1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	<p>Provide information or link/reference to a document containing information on all the board committees established by the company.</p> <ol style="list-style-type: none"> 1. <u>Manual of Corporate Governance pp.9-15 - Board Committees</u> 2. <u>SEC Form 17-A – Board Committees pp.35-37</u> 3. <u>PMPC Board Charter – Section X. Effectiveness of the Board p.9-11</u> 	
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Recommendation 3.2

<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</p> <ol style="list-style-type: none"> 1. <u>Manual of CG – Audit Committee p.10</u> 2. <u>Audit Committee Charter – Responsibilities pp.5-7</u> <p>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</p> <p><i>It is the Audit Board Committee's responsibility to recommend the appointment and removal of the external auditor.</i></p> <p><u>Manual of CG – Audit Committee 4.1.1., I, p.11</u></p>	
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p>Non-Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.</p>	<p><i>The Audit Committee is currently composed of 2 non-executive directors and 1 executive director.</i></p> <p><i>The 2 / 3 share of the independent directors is sufficient to have a majority vote of the independent directors.</i></p>

3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</p> <p><u>SEC Form 17-A – Item 9 Directors and Executive Officers of the Issue pp.28-31</u></p>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee.</p> <p><i>Mr. Marlon Molano, the Chairman of the Audit Committee, does not chair any other committee.</i></p> <p><u>SEC Form 17- A – Independent Directors p.30</u></p>	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<p>Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.</p> <p><i>Authority To Do Business(ADB) No. FN-21-0308 Dated March 2, 2022. The ADB was reviewed and</i></p>	

		<p><i>approved by the Audit Committee. The Committee ensures that it reviews all non-audit services by the external auditor.</i></p> <p><u>SEC Form 20-IS – Accountability and Audit p.55</u></p>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	<p>Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.</p> <p><u>SEC Form 17-A Annual Corporate Governance Report – Accountability & Audit External Auditors, p.36</u></p>	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	<p>Indicate the number of Audit Committee meetings during the year and provide proof.</p> <p><u>SEC Form 20-IS - Director Attendance p.46</u></p>	
2. Audit Committee approves the appointment and removal of the internal auditor.	Non-compliant	<p>Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.</p> <p><u>Manual on Corporate Governance- Audit Committee paragraph c. p.10</u></p>	<i>The Audit Committee recommends the appointment of the internal audit head of the company.</i>

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>Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions</p> <p><u>Manual of CG- Corporate Governance Committee pp.11-12</u></p> <p><u>Corporate Governance Committee Charter pp.1-3</u></p> <p>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</p> <p><i><u>The Corporate Governance, Nomination Committees and Corporate Secretary had previous meetings in identifying prospective candidates to replace the outgoing director and to fill in the additional increase on the number of independent directors to align with the strategic direction of the company.</u></i></p>	
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2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Compliant	<p>Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.</p> <p>1. SEC Form 20-DIS p.38</p> <p>2. SEC Form 17-A – Directors, including Independent Directors, and Executive Officers p.30</p>	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.</p> <p><i>The Chairman of the Corporate Governance Committee is an independent director.</i></p> <p>1. SEC Form 20-DIS p.38</p> <p>2. SEC Form 17-A – Directors, including Independent Directors, and Executive Officers p.30</p>	
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.	Compliant	<p>Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.</p> <p><i>The Committee met at least 2 times in fiscal year 2022.</i></p> <p>SEC Form 20-IS – Directors' Attendance p.46</p>	

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>Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions.</p> <ol style="list-style-type: none"> 1. <u>SEC Form 20-IS - Board Risk Management Oversight Committee p.44</u> 2. <u>Manual of CG – Board Risk Management Committee p.12</u> 	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	<p>Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship</p> <ol style="list-style-type: none"> 1. <u>SEC Form 20-IS - Board Risk Management Oversight Committee p.44</u> 2. <u>SEC Form 17-A - Directors, including Independent Directors, and Executive Officers p.30</u> 3. <u>Manual of CG – Board Risk Management Committee p.12</u> 	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the BROC</p> <ol style="list-style-type: none"> 1. <u>SEC Form 20-IS - Board Risk Management Oversight Committee p.44</u> 2. <u>SEC Form 17-A – Risk Management Committee p.37</u> 	

4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC. <u>SEC Form 17-A – Item 9 Directors and Executive Officers of the Issuer p.30</u>	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions. 1. <u>Manual of CG – Board Related Party Transaction Committee pp.13-14</u> 2. <u>SEC Form 20-IS Board Related Party Transaction Committee p.44</u> 3. <u>Material Related Party Transaction Policy – Title IV Board Duties & Responsibilities p. 4</u>	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship. 1. <u>SEC Form 20-IS Board Related Party Transaction Committee p.44</u> 2. <u>SEC Form 17-A -Related Party Transaction Committee p.37</u>	

Recommendation 3.6

<p>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.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes</p> <p>https://www.panasonic.com/ph/corporate/profile/ir/pop-up4.html</p> <ol style="list-style-type: none"> 1. <u>PMPC Audit Committee Charter.pdf (panasonic.com)</u> 2. <u>Corporate Governance Committee Charter.pdf (panasonic.com)</u> 3. <u>Risk Management Oversight Committee Charter.pdf (panasonic.com)</u> 4. <u>Nomination Committee Charter.pdf (panasonic.com)</u> 5. <u>Compensation Committee Charter.pdf (panasonic.com)</u> 	
<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	<p>Compliant</p>	<p><u>PMPC Corporate Governance Committee Charter</u></p> <p><i>Only the Audit Committee Charter has a specific section on standards of performance evaluation.</i></p> <p><i>The performance standards of the other board committees are based on the duties and responsibilities as provided for by their respective board charters.</i></p>	

3. Committee Charters were fully disclosed on the company's website.	Compliant	Provide link to company's website where the Committee Charters are disclosed. https://www.panasonic.com/ph/corporate/profile/ir/pop-up4.html	
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	<p>Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings. Notice of Annual Stockholders' Meeting (July 15, 2022).pdf (panasonic.com)</p> <p>Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.</p> <p>1. SEC Form 20-IS-Definitive – Director Attendance p.41</p> <p>2. PMPC MINUTES OF ANNUAL STOCKHOLDERS MEETING JULY 15, 2022.pdf (panasonic.com)</p>	

2. The directors review meeting materials for all Board and Committee meetings.	Compliant	<i>Manual of CG – The Corporate Secretary, p18</i>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</p> <p><i>Board minutes of the meetings include questions raised, clarifications and explanations of the directors related to the agenda taken up.</i></p>	
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>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p><i>Manual of Corporate Governance – Board Seat Limit pp.16-17</i></p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies.</p> <p><i>PMPC Definitive 20-IS Annexes A1-A3 p.61</i></p>	

Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed. <u>Notice of new directorship</u>	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	<i>None. The Company has no executive director who serves in more than two boards of listed companies.</i>	.
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	<i>PMPC prepares the annual schedule of board meetings in advance prior to start of the fiscal year.</i>	
3. Board of directors meet at least six times during the year.	Compliant	Indicate the number of board meetings during the year and provide proof <u>SEC Form Definitive 20-IS – Director Attendance p.46</u> <u>Minutes of BOD meeting Jul 21,2022</u> <i>In addition to special meetings, the board meets quarterly.</i>	.

4. Company requires as minimum quorum of at least 2/3 for board decisions.	Compliant	Indicate the required minimum quorum for board decisions 1. <i>PMPC Amended By-Laws – Article III Directors Section 6 Quorum p.6</i> 2. <i>Manual of CG – Board Meetings and Quorum Requirement p.16</i>	
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	Provide information or link/reference to a document containing information on the number of independent directors in the board, <i>SEC Form 17-A – Item 9 Directors and Executive Officers of the Issuer p.28</i>	
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Provide information or link/reference to a document containing information on the qualifications of the independent directors. 1. <i>SEC Form 17-A – Independent Directors p.30</i>	
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	Provide link/reference to a document containing information that directors are not constrained to vote independently. <i>The company has no existing arrangement/policy that constraints</i>	

		<p><i>the ability of any director to vote independently in PMPC.</i></p> <p><i>However, the aforementioned provision is not written in any of PMPC's governance policies.</i></p>	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<p>Provide information or link/reference to a document showing the years IDs have served as such.</p> <p><u>SEC Form 20-IS – Board Composition p.40</u></p>	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	<p>Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director</p> <p><u>Manual of Corp. Govt.- Term Limit of Independent Directors 5.3.1 p. 20</u></p>	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	<p>Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.</p> <p><i>There is no Independent Director in the Company whose term exceeded the maximum term of nine (9) years.</i></p> <p><u>Manual of CG – Term Limit of Independent Director p.20</u></p>	

Recommendation 5.4

1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Non-Compliant	<p>Identify the company's Chairman of the Board and Chief Executive Officer.</p> <p><i>The Company's Chairman of the Board and President/CEO for FY22 is Mr. Yasushi Kondo.</i></p>	<i>The position of the Chairman of the Board and CEO is currently held by same person.</i>
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	<p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <p>1. <u>Manual of Corp Gov – Chairman of the Board and President/CEO p.21</u></p> <p>2. <u>Board Charter – Title V Chairman of the Board and Chief Executive Officer pp. 4-5</u></p>	
		<p>Identify the relationship of Chairman and CEO.</p> <p><i>The Shared Relationship Responsibilities of Chairman and CEO:</i></p> <p>1. <i>Commit to act in the best interests of the firm.</i></p> <p>2. <i>Build close but independent relationships.</i></p> <p>3. <i>Establish precise expectations.</i></p> <p>4. <i>Establish distinct roles and</i></p>	

		<p>responsibilities.</p> <p>5. <i>Demonstrate humility, self-awareness and a "low-ego approach limitations.</i></p> <p>6. <i>Demonstrate honesty, trust, respect and transparency.</i></p>	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Non- Compliant	<p>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</p> <p>Indicate if Chairman is independent.</p>	<p><i>The Chairman of the Board is not an Independent Director. However, the Board is considering the appointment of a lead director from the ranks of independent directors to strengthen the board independence.</i></p>
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	<p>Provide proof of abstention, if this was the case.</p> <p><u>Manual of Corp. Gov. – Conflict of Interest and Related Party Transaction pp.29-30</u></p> <p><i>Board members are required to abstain from participating in the board discussion on a particular agenda when they are conflicted. During the past two years, no transaction was undertaken by the Company in which any director, executive officer, beneficial owner, or any member of their immediate</i></p>	

		<i>family had a direct or indirect material interest.</i>	
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	Provide proof and details of said meeting, if any. Minutes of meeting	
2. The meetings are chaired by the lead independent director.	Non-compliant		<i>The Board is considering the appointment of a lead director from the ranks of independent directors to strengthen the board independence.</i>
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	Provide name/s of company CEO for the past 2 years Company CEO 1. Masatoshi Sasaki 2. Yasushi Kondo	
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	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees.	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		

4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Non-compliant	Identify the external facilitator and provide proof of use of an external facilitator.	<i>No external facilitator was hired to facilitate the assessment of the Board.</i>
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees,including a feedback mechanism from shareholders <u>Corporate Governance Committee Charter pp.1-3</u>	
2. The system allows for a feedback mechanism from the shareholders.	Compliant		
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Provide information on or link/reference to the company's Code of Business Conduct and Ethics. <u>Company Code of Business Conduct and Ethics.pdf (panasonic.com)</u>	

2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees. <i>The legal section of the Company uses E-learning as communication tools to disseminate the Company's Code of Ethics and business conduct.</i>	
3. The Code is disclosed and made available to the public through the company website.	Compliant	Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed. <u>Panasonic Group Code of Ethics and Compliance</u>	
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	Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery. 1. <u>PMPC_Fraud_Statement_Policy_Revision.pdf (panasonic.com)</u> 2. <u>Conflict of Interest Policy.pdf (panasonic.com)</u>	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies. <i>Strict observance of the Panasonic Group Code of Ethics and Compliance is mandated in all employee transactions and dealings with</i>	

		<p>customers, suppliers, and business partners of the company as well as with the government. These external parties are required to sign clean business dealings of the company. Employees are also required to sign annually the Company's no conflict of interest document. Various policies such as Whistleblower, Anti-Corruption, Insider Trading, and Conflict of Interest are prepared to complement the Code of Ethics and Compliance policy.</p> <p><u>SEC Form Definitive 20-IS Training and Continuing Education Program For The Directors And Officers p.39</u></p> <p>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</p> <p><i>Executive Management, Middle Management and Rank & File Employees are all required to comply with the Company's Code of Business Conduct. In FY 2020 there were no reported findings of non-compliance with the Code of Business Conduct.</i></p>	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	<p><u>PMPC Compliance Program Policy – Compliance Program Governing Board Responsibility p.6</u></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 complete picture of a company's financial condition, results and business operations.	Compliant	Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders 1. PMPC Disclosure Rule Policy and Procedure.pdf (panasonic.com) 2. PMPC Investor Relation Policy and Program.pdf (panasonic.com)	
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Supplement to Recommendations 8.1

1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Compliant	Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively. <i>Consolidated Financial Statements are published within ninety (90) days from the end of fiscal year in March. While the Quarterly Financial Statements are published within forty-five (45) days from the end of the first 3 quarters. Also, the report is published (or uploaded in the Company's website) fifteen (15) trading days prior to annual stockholders' meeting.</i>	
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2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	<p>Provide link or reference to the company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"> 1. <i>Principal risks to minority shareholders associated with the identity of the company's controlling shareholders;</i> 2. <i>Cross-holdings among company affiliates; and</i> 3. <i>Any imbalances between the controlling shareholders' voting power and overall equity position in the company.</i> <p>SEC Form 17-A - 3. Holders p.17</p>	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	<p>Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.</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	<p>Manual of Corp. Gov. – Disclosure and Transparency 14.3 p.28</p> <p>Board Charter- Title XII Board and Conflict of Interest No.2 p.15</p> <p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p> <p><i>There was no dealing of company shares for Fiscal Year 2021 by any of the company's directors.</i></p>	

Supplement to Recommendation 8.2

1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g., share buy-back program).	Compliant	<p>Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.</p> <p><u>SEC Form 17-A - Security Ownership of Certain Beneficial Owners And Management p.33</u></p> <p>Provide link or reference to the company's Conglomerate Map.</p> <p><u>Conglomerate Structure (panasonic.com)</u></p>	
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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>Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p><u>SEC Form 17-A – Directors, including Independent Directors and Executive Officers p.28</u></p>	
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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>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p><u>SEC Form 17-A - 1. Directors, including Independent Directors, and Executive Officers pp.28-31</u></p> <p><u>SEC Form 17-A - Security Ownership of Certain Beneficial Owners And Management p.33</u></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.	Non- compliant	Disclose or provide link/reference to the company policy and practice for setting board remuneration.	
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	Disclose or provide link/reference to the company policy and practice for determining executive remuneration.	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-compliant	Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.	<i>The compensation of Directors and Executive Management is disclosed on aggregate amount only due to security reason.</i>

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

Disclose or provide reference/link to company's RPT policies

[Manual of CG – Material Related Party Transaction p.30](#)

Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.

Interested directors and officers are required to abstain from discussion, approval and management of such transaction or matter affecting the company.

[Material Related Party Transaction – Title IX. Identification and Prevention or Management of Potential or Actual Conflict of Interest from Related Party Transactions Policy \(p.12\)](#)

<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> 1. name of the related counterparty; 2. relationship with the party; 3. transaction date; 4. type/nature of transaction; 5. amount or contract price; 6. terms of the transaction; 7. rationale for entering into the transaction; 8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and 9. other terms and conditions <p><u>SEC Form AFS - Note No. 20 Related Party Transactions Notes to Audited Financial Statements pp.51-56</u></p>	
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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>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p><i>An interested Director has the duty to make disclosure by way of written notice to all Board members and the Company Secretary:</i></p> <ul style="list-style-type: none"> i. <i>as soon as practicable after being aware of his interest in the material transaction or arrangement; and</i> ii. <i>of the material transaction or arrangement is being deliberated at a Board meeting, before the commencement of that deliberation</i> <p><u>Material Related Party Transaction – Title IX. Identification and Prevention or Management of Potential or Actual Conflict of Interest from Related Party Transactions Policy (p.12)</u></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.	Compliant	<p>Provide link or reference where this is disclosed, if any</p> <ul style="list-style-type: none"> 1. <u>SEC Form 17- A -Transaction with Related Parties paragraph 3, p.9</u> 2. <u>Note 20 Notes to Audited Financial Statements paragraph 2, p.51</u> 	
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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	Provide link or reference where this is disclosed. <u>Manual of Corp. Gov. – Disclosure and Transparency No. 14.7, p.28</u>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	Identify independent party appointed to evaluate the fairness of the transaction price. Disclose the rules and procedures for evaluating the fairness of the transaction price, if any. <i>The company shall utilize the services of third-party service provider or consultant to evaluate or appraise the value of Company's acquisition or disposal of assets when such transaction occurs.</i>	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	Provide link or reference where these are disclosed. <u>SEC Form 17-A – Voting Trust Holders of 5% or more p.34</u>	

Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Provide link to the company's website where the Manual on Corporate Governance is posted. Investor Relations (IR) Panasonic Manufacturing Philippines Corporation - Corporate Profile - About Us - Panasonic Philippines	
2. Company's MCG is submitted to the SEC and PSE.	Compliant	MCG submitted to SEC & PSE PMPC - MANUAL ON CORPORATE GOVERNANCE 2020.pdf (panasonic.com)	
3. Company's MCG is posted on its company website.	Compliant	Investor Relations (IR) Panasonic Manufacturing Philippines Corporation - Corporate Profile - About Us - Panasonic Philippines	
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	<p>Provide proof of submission. PMPC - MANUAL ON CORPORATE GOVERNANCE 2020.pdf (panasonic.com)</p> <p><i>Changes in any provision of manual on corporate governance, if any is reported to SEC & PSE. In FY 2021, there were no changes made to the MCG that required re-submission to the regulatory bodies.</i></p> <p><i>An acknowledgement receipt is usually received by the Company from PSE & SEC as proof of submission.</i></p>	

Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		Provide link or reference to the company's Annual Report containing the said information.	
a. Corporate Objectives	Compliant	<u>SEC Form 17-A - Business and General Information (p. 5)</u>	
b. Financial performance indicators	Compliant	<u>SEC Form 17-A- Part II – Operational and Financial Information (pp. 15-27)</u>	
c. Non-financial performance indicators	Compliant	<u>SEC Form 17-A – Sustainability Reporting pp.1-48</u>	
d. Dividend Policy	Compliant	<u>SEC Form 17-A – Dividends p. 16</u>	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	<u>SEC Form 17-A - 1. Directors, including Independent Directors, and Executive Officers pp. 28-31</u>	
f. Attendance details of each director in all directors meetings held during the year	Compliant	<u>SEC Form 20-IS- Director's Attendance p.40</u>	
g. Total remuneration of each member of the board of directors	Compliant	<u>SEC Form 17-A - Directors and Executive Officers Compensation (p.32)</u>	
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	Provide link or reference to where this is contained in the Annual Report <u>SEC Form 17-A - Measure To Fully Comply With Corporate Governance p.34</u>	

3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	Provide link or reference to where this is contained in the Annual Report PMPC FY2021 SEC 17-A Board Governance p.34	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	Provide link or reference to where this is contained in the Annual Report SEC Form 17-A Annual Corporate Governance Report - Audit Committee, 3rd paragraph pp.36-37	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e., financial, operational including IT, environmental, social, economic).	Compliant	Provide link or reference to where these are contained in the Annual Report SEC Form 17-A - Risk Management Objectives and Policies p.37	

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	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor. Manual of CG - External Auditor's Independence and Improving Audit Quality paragraph 6.1 pp.22-23 Independence of External Auditors Policy and Procedures.pdf (panasonic.com)	
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2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	<p>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</p> <p><i>85.10% of the shareholders ratified the reappointment of the external auditor. Annual Corporate Governance Report (p.21)</i></p>	
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	<p>Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.</p> <p><i>Manual of Corp Gov. - External Auditor's Independence and Improving Audit Quality No.6.1. p.26</i></p>	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	<p>Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years.</p> <p><i>Manual of Corp. Gov – Accountability and Audit No.19.3 v., pp.32-33</i></p> <p><i>PMPC Assessment of Suitability and Independence of External Auditor Policy and Procedures No. 6 Rotation of external audit engagement partner, p. 4</i></p>	

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 monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	Compliant	Provide link/reference to the company's Audit Committee Charter <u>Audit Committee Charter – External Auditor p. 9</u>	
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	Provide link/reference to the company's Audit Committee Charter. <u>Audit Committee Charter – External Auditor p. 9</u>	
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	Provide link/reference to the company's Audit Committee Charter <u>Audit Committee Charter – External Auditor p. 9</u>	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Provide link/reference to the company's Audit Committee Charter <u>Audit Committee Charter – External Auditor p. 9</u>	

Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	Disclose the nature of non-audit services performed by the external auditor, if any. None	
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	Provide link or reference to guidelines or policies on non-audit services <u>Manual of Corp. Gov. - External Auditor's Independence and Improving Audit Quality No. 6.2.- 6.3, pp.22-23.</u>	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	Provide information on audit and non-audit fees paid. <i>No non-audit services performed by the external auditor</i>	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	Provide information on company's external auditor, such as: <ol style="list-style-type: none"> 1. Name of the audit engagement partner; 2. Accreditation number; 3. Date Accredited; 4. Expiry date of accreditation; and 5. Name, address, contact number of the audit firm. <i>External Auditor Information:</i> <ol style="list-style-type: none"> 1. Juan Carlos B. Maminta 2. Accreditation No. 115260-SEC (Group A) 	

		3. Year Accredited 2020 4. Expiry Year of Accredited 2024 5. Sycip, Gorres, Velayo & Co. 6760, Ayala Avenue, Makati City. Tel. No. 8891-0307	
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	Provide information on the following: 1. Date it was subjected to SOAR inspection, if subjected; 2. Name of the Audit firm; and 3. Members of the engagement team inspected by the SEC. <i>SGV is not exempted from SEC's Oversight Assurance Review.</i> <i>SGV Engagement Partner: Mr. Juan Carlo Maminta</i>	
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	Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues. <u>Manual of Corp. Gov. - 7. Non-Financial and Sustainability Reporting p.23</u>	

2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Provide link to Sustainability Report, if any. Disclose the standards used. <i>The Company adopted the Global Reporting Initiatives (GRI) to disclose its EESG in FY 2020.</i> PMPC SEC 17-A FY2020.pdf (panasonic.com)	
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	Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any. Investor Relations (IR) Panasonic Manufacturing Philippines Corporation - Corporate Profile - About Us - Panasonic Philippines	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:		Provide link to company website	
a. Financial statements/reports (latest quarterly)	Compliant	<i>Panasonic Philippines website</i> PMPC SEC 17-Q (Sept 30 2022).pdf (panasonic.com)	

b. Materials provided in briefings to analysts and media	Compliant	<i>Panasonic Philippines website</i> https://www.panasonic.com/ph/corporate/profile/ir.html	
c. Downloadable annual report	Compliant	<i>Panasonic Philippines website</i> PMPC SEC 17-A FY2021.pdf (panasonic.com)	
d. Notice of ASM and/or SSM	Compliant	<i>Panasonic Philippines website</i> Notice of Annual Stockholders' Meeting (July 15, 2022).pdf (panasonic.com)	
e. Minutes of ASM and/or SSM	Compliant	Panasonic Philippines website PMPC Minutes of Annual Stockholders Meeting July 15, 2022.pdf (panasonic.com)	
f. Company's Articles of Incorporation and By-Laws	Compliant	Amended Articles of Incorporation Nov 18 2021 (panasonic.com) Amended By Laws (Dec. 6, 2021).pdf (panasonic.com)	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	Investor Relations (IR) Panasonic Manufacturing Philippines Corporation - Corporate Profile - About Us - Panasonic Philippines	<i>The Company's website is not exactly the same as the prescribed format of SEC; however, all required information is included therein.</i>

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

List quality service programs for the internal audit functions.

Periodic Seminars in Internal Auditing conducted by Institute of Internal Auditors Philippines (IIA)

Indicate frequency of review of the internal control system.

*The Company's Internal Control System (internal control over financial reporting) is being reviewed **annually** using the Sarbanes Oxley (SOX) Self-Assessment Check Sheets for ten (10) business cycle facilitated by PA Panasonic in Singapore.*

<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Compliant</p>	<p>Identify international framework used for Enterprise Risk Management.</p> <p><i>The company uses and annually reviews the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Risk Management Framework</i></p> <p><u>PMPC Risk ManagementFramework Policy.pdf (panasonic.com)</u></p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> 1. Company's risk management procedures and processes <u>Manual of CG – 9.3 Risk Management Framework & Process p.25</u> 2. Key risks the company is currently facing <u>SEC Form 17-A – Risk Management Objectives and Policies pp.12-15</u> 3. How the company manages the key risks <u>SEC Form 17-A – Risk Management Objectives and Policies pp.12-15</u> <p>Indicate frequency of review of the enterprise risk management framework.</p> <p><i>Risk Management Framework is reviewed annually or as the circumstance dictates.</i></p>	
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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>Provide information on or link/ reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p> <p><u>PMPC Compliance Program Policy.pdf (panasonic.com)</u></p> <p>Indicate frequency of review. <i>The compliance program policy is reviewed annually.</i></p>	
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	<p>Provide information on IT governance process.</p> <p><i>The Company has internal policies on Information Security Management (ISM), IT Disaster Recovery Plan Policy, Cyber Security and Business Continuity Management(BCM) Policy.</i></p>	
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	<p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p> <p><i>The Internal Audit of the Company is In-house.</i></p> <p><u>Manual of Corp. Gov. – The Internal Audit 9.1, pp. 23-24</u></p>	

Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities. <u>Manual of CG – Chief Audit Executive p.24</u>	
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	<u>Manual of CG – Chief Audit Executive p.24</u>	
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	Identify qualified independent executive or senior management personnel, if applicable. <i>The internal audit activity is not an outsourced activity.</i>	.
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Provide information on company's risk management function. <u>Manual of Corp. Gov. – Chief Risk Officer p.25</u>	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	Identify source of external technical support, if any. <i>External professional technical support can be obtained from</i>	

		<p>Sycip, Gorres, Velayo & Co. (SGV), the Company's External Auditor.</p> <p>Manual of CG – Management Responsibility for Information 18.1.4., pp.31-32</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>Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.</p> <p><i>The Chief Risk Officer is Mr. Atsushi Kozuma.</i></p> <p>PMPC - MANUAL ON CORPORATE GOVERNANCE 2020.pdf (panasonic.com) p. 29</p>	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	<p><i>Mr. Atsushi Kozuma, an executive director, is the Chief Risk Officer of the Company.</i></p>	
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.	Non-compliant	<p>Provide link to CEO and CAE's attestation.</p>	<p><i>No attestation disclosed. However, the company conducts an internal control assessment annually.</i></p>

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	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed. <u>Manual of CG – Promoting Shareholder Right Paragraph 10.2 p.26</u>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Provide link to company's website <i>Disclosure of shareholder rights are in the Company's Manual of Corporate Governance and Annual Report.</i> <u>Manual of CG – Promoting Shareholder Right Paragraph 10.2 p.26</u> <u>SEC Form 20-IS Shareholder Rights p. 47</u>	

Supplement to Recommendation 13.1

1. Company's common share has one vote for one share.	Compliant	<u>SEC Form 20-IS Shareholder Rights p. 47</u>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	Provide information on all classes of shares, including their voting rights if any. <u>PMPC By-Laws - Section 5 Voting p.3</u> <u>Manual of Corp. Gov. – Promoting Shareholders Rights p.26</u>	

3. Board has an effective, secure, and efficient voting system.	Compliant	<p>Provide link to voting procedure. Indicate if voting is by poll or show of hands.</p> <p><u>PMPC Amended By-laws – Section 2 Nomination and Election pp.5-6</u></p> <p><i>Voting procedure is by poll.</i></p> <p><u>SEC Form 20-IS - Stockholder Meeting and Voting Procedures p.47</u></p>	
4. Board has an effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.	Non-Compliant	<p>Provide information on shareholder voting mechanisms such as supermajority or “majority of minority”, if any.</p>	<i>The Board will consider establishing a system on shareholder voting mechanisms to protect minority shareholders against actions of controlling shareholders, should there be a need in the future.</i>
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	<p>Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)</p> <p><i>PMPC is subject to SEC Rules and Regulations including SEC Memo Cir. on these 2 shareholders’ rights.</i></p>	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	<p>Provide information or link/reference to the policies on treatment of minority shareholders.</p> <p><u>Manual of CG- Promoting Shareholders Rights p.26</u></p>	
7. Company has a transparent and specific dividend policy.	Compliant	<p>Provide information on or link/reference to the company’s dividend Policy.</p> <p><u>1. PMPC Amended By-Laws – Article VII Dividends p.9</u></p>	

		<p>2. SEC17-A – Dividends p.16</p> <p>Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration</p> <p><i>The Company declared dividends on May 20, 2022. Dividend was paid 24 days after the date of declaration.</i></p> <p>PMPC SEC 17-A – Dividends p.16</p>	
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Optional: Recommendation 13.1

1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	<p>Identify the independent party that counted/validated the votes at the ASM, if any.</p> <p><i>The Office of the Corporate Secretary facilitated the vote canvassing. SGV was appointed as Independent Party to validate the votes.</i></p>	
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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/ Non-compliant	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out.</p> <p><i>The Notice and Agenda of the Annual Stockholders' Meeting was sent 29 days prior to the meeting.</i></p> <p><u>Notice of Stockholders Meeting (July 15, 2022)</u></p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p> <p><u>PMPC SEC 20-IS Definitive 2022</u></p>	<i>Approval of remuneration or any changes was not included in the agenda.</i>
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	<p>Provide link or reference to the company's notice of Annual Shareholders' Meeting</p> <p><i>Notice of Annual Stockholders' Meeting</i></p> <p><u>Notice of Stockholders Meeting (July 15, 2022)</u></p>	

a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	SEC 20-IS Definitive pp.14-16 SEC 17-A Directors And Executive Officers Of The Issuer pp.28-30	
b. Auditors seeking appointment/re-appointment	Compliant	Notice of Stockholders Meeting (July 15, 2022) SEC 20-IS Definitive – Independent Public Accountant p.21	
c. Proxy documents	Compliant	Attached to the Notice of Stockholders' Meeting, SEC Form 20-IS Proxy Form / Documents 2022	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Provide link or reference to the rationale for the agenda items Notice of Stockholders Meeting (July 15, 2022)p.3	<i>There was no item in the agenda that required the provision for rationale.</i>
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	Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM. MINUTES OF ANNUAL STOCKHOLDERS MEETING JULY 15, 2022 SEC Form 20-IS Definitive Item 19. Voting Procedures p.26	

<p>2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.</p>	<p>Compliant</p>	<p>Provide link to minutes of meeting in the company website. MINUTES OF ANNUAL STOCKHOLDERS MEETING JULY 15, 2022.pdf (panasonic.com)</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes. SEC Form 20-IS - Voting Result p.54. Voting procedure: Poll</p> <p>Include whether there was opportunity to ask question and the answers given, if any <i>Time was allotted to shareholders to ask question during the ASM.</i> MINUTES OF ANNUAL STOCKHOLDERS MEETING JULY 15, 2022.pdf (panasonic.com)</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>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting. <i>External Auditors attended the ASM to answer shareholders' questions.</i></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>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes. Alternative Dispute Resolution Policy – 6. Dispute Resolution System p.4-5</p>	

2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Complaint	Provide link/reference to where it is found in the Manual on Corporate Governance. <u>PMPC Manual on Corporate Governance - Alternative Dispute Resolution p. 26</u>	
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 2. Telephone number 3. Fax number 4. E-mail address <i>The Finance Officer is the Investor Relations Officer.</i> <i>Name: Imelda Garcia</i> <i>Contact No. 02 86352260</i> <u>imelda.garcia@ph.panasonic.com</u>	
2. IRO is present at every shareholder's meeting.	Compliant	Indicate if the IRO was present during the ASM. <i>Ms. Imelda Garcia was present during the ASM in 2022.</i> <u>MINUTES OF ANNUAL STOCKHOLDERS MEETING JULY 15, 2022.pdf (panasonic.com)</u>	

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	Provide information on how anti-takeover measures or similar devices were avoided by the board, if any. <i>The possibility of takeover is remote. PMPC is 80% owned by Panasonic Corporation of Japan.</i>	.
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-Compliant	Indicate the company's public float. <i>PMPC's free-float share is only 15.8%.</i>	<i>Due to significant investment and controlling interest of Panasonic Head Office in Japan, PMPC's free-float share is only 15.8%.</i>
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM. <u>Manual of CG – Rights of Stakeholders p.27</u>	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	Disclose the process and procedure for secure electronic voting in absentia, if any. <u>SEC Form 20-IS Stockholders' Meeting and Meeting Procedures p.52</u>	

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	Identify the company's stakeholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders. 1. <u>Manual of Corp. Gov. – Rights of Stakeholders p.27</u> 2. <u>SEC Form 17-A – Sustainability Report</u>	
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Recommendation 14.2

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Identify policies and programs for the protection and fair treatment of company's stakeholders 1. <u>Whistle-blowing Policy.pdf (panasonic.com)</u> 2. <u>PMPC Fraud Statement Policy Revised.pdf (panasonic.com)</u> 3. <u>Insider Trading Policy.pdf (panasonic.com)</u> 4. <u>Conflict of Interest Policy.pdf (panasonic.com)</u> 5. <u>Material Related Party Transaction Policy.pdf (panasonic.com)</u> 6. <u>PMPC Disclosure Rule Policy and Procedure.pdf (panasonic.com)</u>	
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		<p>7. PMPC Investor Relation Policy and Program.pdf panasonic.com</p> <p>8. PMPC Alternative Dispute Resolution Policy.pdf (panasonic.com)</p>	
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>Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.</p> <p>Name: Imelda Garcia Contact No. 02 86352260 imelda.garcia@ph.panasonic.com</p> <p>Name: Atty. Mamerto Mondragon Contact No. 02 88187739 mzmlaw@yahoo.com Whistleblower Hotline: 02 86352260 loc. 2426 andrei.tibi@ph.panasonic.com</p> <p>Provide information on whistleblowing policy, practices and procedures for stakeholders Whistle-blowing Policy.pdf (panasonic.com)</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	Provide information on the alternative dispute resolution system established by the company. PMPC Alternative Dispute Resolution Policy.pdf (panasonic.com)	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	Disclose any requests for exemption by the company and the reason for the request. <i>PMPC strives to comply with all the regulation of SEC's Corporate Governance. It has not sought any exemption from compliance with the law, rules or regulations relative to good corporate practices.</i>	
2. Company respects intellectual property rights.	Compliant	Provide specific instances, if any. PMPC Code of Conduct. <i>PMPC has never been involved in any case relative to a violation of a person's IP right.</i>	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same. SEC Form 17- A – Sustainability Reporting, Customer Management pp.41-46.	

2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	<p>Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.</p> <p><i>2021 Annual Sustainability Report Selection and development of local suppliers in consideration of Global standards. The Company supports and develops local suppliers. Zero tolerance for corruption Fraud Training and awareness Whistleblower System Fraud Statement Policy</i></p> <p><u>SEC Form 17-A Sustainability Report – Procurement Practices -pp. 12-15</u></p>	
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Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

Recommendation 15.1

1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	<p>Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.</p> <p>1. <u>Manual of CG – Employee's Participation p.27</u></p> <p>2. <u>SEC Form 17-A Code of Business Conduct & Ethics p.26</u></p>	
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Supplement to Recommendation 15.1

1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	<p>Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.</p> <p><u>SEC Form 17-A Sustainability Report -Employee Hiring & Benefits p.33</u></p>	<i>The Company has a reward/ compensation policy which states reward system for employees (e.g. midyear, Christmas, appreciation bonuses, annual salary increase among others)</i>
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<p>Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</p> <p><u>Policy and Data Relating to Health, Safety and Welfare of Employees</u></p> <p><u>SEC Form 17-A Sustainability Report - Workplace Conditions, Labor Standards, And Human Rights Occupational Health And Safety p.37</u></p>	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended.</p> <p><u>Policy and Data Relating to Health, Safety and Welfare of Employees including Company sponsored trainings</u></p>	

Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	<p>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption.</p> <ol style="list-style-type: none"> 1. Whistle-blowing Policy.pdf (panasonic.com) 2. PMPC Fraud Statement Policy Revised.pdf (panasonic.com) 3. Conflict of Interest Policy.pdf (panasonic.com) 	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	<p>Identify how the board disseminated the policy and program to employees across the organization.</p> <p><i>The Legal Team facilitates the trainings on Fraud Statement Policy, Bribery Policy and Anti-Fraud Program by way of in-house training and e-trainings program. Updates and developments are made through emails signed and approved by management.</i></p>	
Supplement to Recommendation 15.2			
Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	<p>Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices.</p> <p>Panasonic Group Code of Ethics and Compliance.pdf (panasonic.com)</p>	

		<p>Include any finding of violations of the company policy.</p> <p><i>There was no case of employee/s involved in offering, paying and receiving bribes.</i></p>	
Recommendation 15.3			
<p>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</p>	Compliant	<p>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees.</p> <p>Whistle-blowing Policy.pdf (panasonic.com)</p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.</p> <p><i>The policy includes a provision protecting an employee in good faith against reprisal, discrimination or harassment.</i></p> <p>Whistleblower Policy D. Protection of Whistleblower p.3</p> <p>Provide contact details to report any illegal or unethical behavior.</p> <p><i>Whistleblowing Hotline: Legal or Internal Audit at 8635-2260 local 2426</i></p>	

<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.</p>	<p>Compliant</p>	<p><i>Any employee may report to the Audit Committee or Internal Audit openly, confidentially, or anonymously any report of wrongdoing, fraud or allegations. The allegations can be made orally or in writing to the Audit Committee or Internal Audit.</i></p> <p>1. <u>Manual of CG – Employee's Participation p.27</u></p> <p>2. <u>Whistleblower Policy – Paragraph F p. 3</u></p>	
<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compliant</p>	<p>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <p><i>The following were put in place to ensure implementation of Whistleblowing framework:</i></p> <ol style="list-style-type: none"> 1. <i>The Board through its Audit Committee oversees and ensures the enforcement of Whistleblowing framework.</i> 2. <i>Board approved the whistle blowing policy & procedures which include reporting procedures and protection of whistleblowers.</i> 3. <i>Legal is the assigned section to facilitate the implementation of whistleblower policy.</i> 4. <i>Establishment of whistleblowing hotlines.</i> 5. <i>Appointment of Compliance Officer also to oversee the implementation of the</i> 	

		<p><i>whistleblower policy and compliance.</i></p> <p>6. <i>Compliance Program Policy and Procedures.</i></p> <p><u>Manual of CG – 12. Employee Participation 12.3 p.27</u></p>	
<p>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.</p>			
<p>Recommendation 16.1</p>			
<p>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.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</p> <p><u>SEC Form 17-A – Annex A (President and Mgt. Report) p10</u></p>	

Optional: Principle 16

<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>	<p>Compliant</p>	<p>Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.</p> <p><i>Panasonic works towards creation and more efficient utilization of energy which exceeds the amount of energy used:</i></p> <ol style="list-style-type: none"> <i>1. Reduces CO2 emissions by various efforts, including products, production activities, logistics, and at offices</i> <i>2. Contributes to a sustainable society through Recycling-oriented Manufacturing to conserve limited resources for the future.</i> <i>3. Works to develop water- saving product as well as conservation of water resources in production activities</i> <i>4. Manages chemical substances of the supply chain to protect customers and the environment</i> <i>5. Works to conserve biodiversity in three key areas: Products, Procurement and Land Use</i> <p><u>SEC Form 17-A Sustainability Reporting – Environment pp.17-33</u></p>	
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<p>2. Company exerts effort to interact positively with the communities in which it operates.</p>	<p>Compliant</p>	<p>Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.</p> <p><u>SEC Form 17-A – Annex A Sustainability Report- Relationship with Community p.40</u></p>	
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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 **TAYTAY, RIZAL** on May **MAY 30 2023**



KAZUYA HIGAMI

Chairman of the Board / CEO



ELIZABETH GILDORE

Independent Director



ATTY. JUSTINA CALLANGAN

Independent Director



MARLON MOLANO

Independent Director



ATTY. ANGEL ENRICO MIRA

Corporate Secretary



MARIA VIRGINIA AREVALO

Compliance Officer

SUBSCRIBED AND SWORN to before me this **MAY 30 2023** the day of May 2023, affiant(s) exhibiting to me their _____, as follows:

NAME / NO.	DATE OF ISSUE/ EXPIRY	PLACE OF ISSUE
1. Kazuya Higami / Passport No. TT2127269	May 20, 2032	Japan
2. Atty. Justina Callangan / TIN No. 116-240-934		
3. Elizabeth Gildore / Driver License No. D-16-89-018765	October 19, 2023	Pasig City
4. Marlon Molano / Drivers License No. D-04-95-084904	September 2, 2023	Sta. Rosa City, Laguna
5. Atty. Angel Enrico Mira /Passport No. P4199585B	December 11, 2029	Antipolo, Rizal
6. Maria Virginia Arevalo / Driver License No. D-16-94-100979	June 28, 2032	Cainta, Rizal.



NOTARY PUBLIC
ATTY. JOHN KENNETH T. MORENO

Notary Public

Roll No. 35640

IBP No. 257589 - 02 Jan. 2023

PTR No. 18620946 - 03 Jan. 2023

MCLE No. VII - 0011285 - 14 April 2025

Appt. No. 22-26 - 30 June 2022

Until Dec. 31, 2023

For Antipolo City, Taytay, Cainta
Province of Rizal

Doc No. B8
Page No. 29
Book No. X1
Series of 2023

RENZ DIMACULANGAN

From: Philippine Stock Exchange <no-reply@pse.com.ph>
Sent: Wednesday, 31 May 2023 8:10 AM
To: aeemiea@gmail.com; aeemira@gmail.com; Imelda Garcia
<imelda.garcia@ph.panasonic.com>; disclosure@pse.com.ph
Subject: Integrated Annual Corporate Governance Report

Dear Sir/Madam:

Your disclosure was approved as Company Report. Details are as follows:

Company Name: Panasonic Manufacturing Philippines Corporation Reference Number: 0019196-2023 Date and Time: Wednesday, May 31, 2023 08:09 AM Template Name: Integrated Annual Corporate Governance Report Report Number: CR03987-2023

Best Regards,
PSE EDGE

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The Philippine Stock Exchange, Inc., 6th to 10th Floors, PSE Tower, 5th Avenue corner 28th Street, Bonifacio Global City, Taguig City, Philippines 1634