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ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

1. For the fiscal year ended: **December 31, 2024**
2. SEC Registration Number: **145111**
3. BIR Tax Identification Number: **000-449-918-000**
4. Exact Name of the Issuer as specified in its charter: **DIGITAL TELECOMMUNICATIONS PHILS., INC.**
5. Province, Country or other jurisdiction of incorporation or organization: **Philippines**
6. Address of Principal Office: **8003-A Matalino St., Diliman, Quezon City, Metro Manila**
7. Postal Code: **1101**
8. Issuer's telephone number, including area code: **+639285590433**
9. Former name, former address, and former fiscal year, if changed since last report
Not Applicable
10. Industry Classification Code (For SEC's use only)

DIGITAL TELECOMMUNICATIONS PHILS., INC.

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

\RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
THE BOARD'S GOVERNANCE RESPONSIBILITIES			
Principle 1. ESTABLISHING A COMPETENT BOARD			
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 growth in a manner consistent with its corporate objectives and the long-term best interests of its shareholders/members and other stakeholders.			
Recommendation 1.1			
1	Compliant	Definitive Information Statement for the year 2024 (SEC Form 20-IS 2024), Nominees for Election as Members of the Board of Directors, p. 7-11/244	
2	Compliant		
3	Compliant	Annual Report 2024 ("SEC Form 17-A 2024"), Item 9 – Directors and Executive Officers of the Registrant, pp 35-38/121. Manual on Corporate Governance ("CG Manual"), Sec 2.1.3 Board of Directors, Qualifications for or Disqualifications from Directorship and Annexes A, B, C, and D Board of Directors Charter ("Board Charter"); Structure and	

			<p>Qualifications Sec. 2.1-2.2 Qualifications, Disqualifications and Guidelines on the search, screening and selection of directors (Annexes A, B, C and D)</p> <p>The members of the Board have diverse expertise and competence, including in the field of finance, tax, education, management, sales and marketing, and ethics and governance. All members of the Board obtained bachelor's and/or postgraduate degrees from reputable universities in the Philippines and abroad.</p>	
Recommendation 1.2				
1	The Board is headed by a competent and qualified Chairperson.	Compliant	<p>SEC Form 17-A 2024, Item 9 – Directors and Executive Officers of the Registrant, pp 35-36/121</p> <p>General Information Sheet 2024 (“GIS 2024”) Directors / Officers</p> <p>CG Manual, Sec. 2.3 Chairman of the Board</p> <p>Chairperson is Mr. Manuel V. Pangilinan</p>	
Recommendation 1.3				
1	The company provides a policy on training directors.	Compliant	CG Manual; Sec. 2.1.9 Training and Access to Professional Advice, p. 10; Annex A, Sec. 6	

			Board Charter Sec. 5.2 Training	
2	The company has an orientation program for first-time directors.	Compliant	CG Manual; Sec. 2.1.9 Training and Access to Professional Advice, p. 10; Annex A, Sec. 6	
3	The company has relevant annual continuing training for all directors.	Compliant	Board Charter Sec. 5.2 Training 2024 ACGES Compliance Report of PLDT (“2024 ACGES Report of PLDT Group”) participated by Directors and Officers within the PLDT Group. The Annual Corporate Governance Enhancement Session [ACGES] was held on Sep. 27, 2024 on the topics “Become an Insurgent: Re-focus and Re-energize Your Business Strategy, Organization, and Culture for Success” by Mr. David Morey and “Building a Data-driven Business: Leveraging AI and Big Data for Growth” by Dr. Erika Fille T. Legara	
Recommendation 1.4				
1	The Board has a policy on board diversity.	Compliant	CG Manual, Sec. 2.1.1 Board of Directors Composition, p. 6; Annex D Guidelines on the Search, Screening and Selection of Directors	

			<p>SEC Form 20-IS 2024, Nominees for Election as Members of the Board of Directors, p. 7-11/244</p> <p>There is an appropriate mix and complementation of knowledge, skills, education, professional background and business experience in the Board with 1 of the 6 directors being female, and there is a combination of 2 independent, 4 non-executive, and 2 executive directors. The Board is likewise composed of professionals with diverse backgrounds, including finance, sales, management, and education.</p>
Recommendation 1.5			
1	The Board is assisted by a Corporate Secretary.	Compliant	SEC Form 17-A 2024, Item 9
2	The Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	Directors and Executive Officers of the Registrant, p. 38/121
3	The Corporate Secretary is not a member of the Board of Directors.	Compliant	<p>General Information Sheet 2024 (“GIS 2024”) Directors / Officers</p> <p>CG Manual Sec 2.5 Corporate Secretary and Assistant Corporate Secretary</p> <p>Corporate Secretary: Atty. Alex Erlito S. Fider (not a member of the Board)</p>

			Compliance Officer: Atty. Joel D. Peneyra (Also serves as Asst Corp Sec and Governance Officer. Not a member of the Board)
4	The Corporate Secretary attends annual training/s on corporate governance.	Compliant	2024 ACGES Report of PLDT Group The Corporate Secretary attended the annual training on corporate governance.
Recommendation 1.6			
1	The Board is assisted by a Compliance Officer.	Compliant	The Board is assisted by a Compliance Officer, but given the Company has ceased operating its fixed line telecommunications services and greatly reduced its size, the functions of the Compliance Officer and Governance Officer are held by one person who has adequate stature and authority in the corporation. The Company does not have an officer with the rank of SVP. CG Manual Sec 2.9 Chief Governance Officer; Sec 2.9.1.(d) Functions – including “collaborating with other responsible departments of the Company to (i) monitor, review, evaluate and ensure compliance with relevant laws and regulations; (ii) ensure integrity and accuracy of documentary
2	The Compliance Officer has a rank of Senior Vice-President or an equivalent position with adequate stature and authority in the corporation.	Compliant	
3	The Compliance Officer is not a member of the board.	Compliant	

			submissions to regulatory agencies; and (iii) address compliance issues.” Governance and Compliance Officer: Atty. Joel D. Peneyra (not a member of the Board)
4	The Compliance Officer attends annual training/s on corporate governance.	Compliant	2024 ACGES Report of PLDT Group The Compliance Officer attended the annual training on corporate governance.

Principle 2. ESTABLISHING CLEAR ROLES AND RESPONSIBILITIES OF THE BOARD

The fiduciary roles, responsibilities, and accountabilities of the Board, as provided under the law, the company’s articles of incorporation and bylaws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to shareholders/members and other stakeholders.

Recommendation 2.1

1	The Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company, shareholders and stakeholders.	Compliant	CG Manual, Sec. 2.1.5 Duties and Responsibilities of a Director Board Charter, Sec. 3.1.2 - Directors; Annex F – Duties and Responsibilities of the Board SEC Form 17-A 2024 – Item 9. Audit, Governance and Nomination, and Remuneration and Compensation Committees, Report of activities for 2024 pp. 39-40/121; Item 14, Exhibits and
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			Reports on Board actions reported on SEC Form 17-C, pp 44/121
Recommendation 2.2			
1	The Board oversees the development and approval of the company's business objectives and strategy.	Compliant	CG Manual Sec. 2.1.4.(e) and (f), Strategic Direction and Corporate Performance
2	The Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<p>SEC Form 17-A 2024 – Audit, Governance and Nomination, and Remuneration and Compensation Committees, pp. 39-41/121; Item 14, Exhibits and Reports on SEC Form 17-C, pp 44/121</p> <p>SEC Form 17-A 2024 – Notes to Consolidated Financial Statements, Note 21. Financial Risk Management Objectives and Policies, p. 100-104/121</p> <p>Board Charter, Sec. 3.1.2 - Directors; Annex F – Duties and Responsibilities of the Board</p>
Recommendation 2.3			
1	The Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	CG Manual Sec 2.1.3 (d) – Qualifications for or Disqualification from Directorship;
2	The Board adopts a policy for the retirement of directors and key officers.	Compliant	Sec. 2.2.3 Board Committees Purposes; Annex D – Guidelines on the Search, Screening and Selection of Directors; Annex F –

			<p>Governance and Nomination Committee – primary purposes; Annex G – Executive Compensation Committee – primary purposes</p> <p>SEC Form 17-A 2024 –Governance and Nomination and Remuneration and Compensation Committees – Principal functions, pp 40/121</p> <p>Governance and; Nomination Committee Charter; Annex – Schedule of Purposes, Functions and Duties of the Governance and Nomination Committee</p>	
Recommendation 2.4				
1	The Board aligns the remuneration of key officers and board members with the long-term interests of the company.	Compliant	CG Manual Sec 2.1.3 (d) – Qualifications for or Disqualification from Directorship;	
2	The Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	Sec. 2.2.3 Board Committees Purposes; CG Manual Sec 2.1.7 Compensation of Directors;	
3	The Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	Annex G – Executive Compensation Committee – primary purposes	
			SEC Form 17-A 2024 – Remuneration and Compensation Committee, p 41/121	

			<p>Executive Compensation Committee Charter</p> <p>Each of the independent and non-management directors of the Company is entitled to a director's fee of P=50,000 for each meeting of the Board of Directors attended. In addition, the independent directors and non-management directors who serve in the Audit Committee of the Board of Directors are entitled to a fee of P=30,000 for each meeting attended. Regular directors are not entitled to a director's fee.</p> <p>There are no special arrangements for officers of the registrant. Officers are given the same compensation package as rank-and-file employees such as monthly salary and 13th month bonus.</p>
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Recommendation 2.5

1	The Board has a formal and transparent board nomination and election policy.	Compliant	CG Manual Sec. 2.1.1 Board of Directors Composition; Sec. 2.1.2 Term of Office, and Sec. 2.1.3. (d) Qualifications for or Disqualifications from Directorship; Annex D - Guidelines on the Search, Screening and Selection of Directors
2	The Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	
3	The Board nomination and election policy includes how the company accepted nominations from shareholders/members.	Compliant	

4	The Board nomination and election policy includes how the board reviews the qualifications of nominated candidates.	Compliant	By-Laws, Secs. 4, 4.1, 4.2, 4.3, 4.4, Election of Directors
5	The Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement/removal of a director.	Compliant	Governance and Nomination Committee Charter (approved and adopted in May 29, 2023).
6	The Board has a process for identifying the quality of directors/trustees that is aligned with the strategic direction of the company.	Compliant	SEC Form 20-IS 2024, Nominees for Election as Members of the Board of Directors, p. 7-11/244
Recommendation 2.6			
1	The Board has overall responsibility in ensuring that there is a policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	CG Manual, Sec. 3.4 Related Party Transactions Audit Committee Charter
2	The RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Complaint	SEC Form 17-A 2024 – Item 12. Certain Relationships and Related Transactions, pp 43/121; Notes to Consolidated Financial Statements, Note 20. Related Party Transactions, pp 97-100/121
Recommendation 2.7			
1	The Board is primarily responsible for approving the selection of Management, led by the Chief Executive Officer (CEO) or his/her equivalent, and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	Compliant	CG Manual Sec. 2.1.4 (g) (h) Duties and Responsibilities of the Board, Management Oversight SEC Form 17-A 2024 – Item 9. Directors and Executive Officers of the Registrant, p. 35/121; Item 14. Exhibits and Reports on SEC Form 17-C, p. 44/121

			Pres & CEO: Manuel V. Pangilinan CFO: Jerone H. Tabanera Treasurer: Leo I. Posadas Corp. Secretary: Alex Erlito S. Fider	
2	The Board is primarily responsible for assessing the performance of Management, led by the CEO or his/her equivalent and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	Compliant	CG Manual Sec. 2.1.4 (f) (g) (h) (i) Duties and Responsibilities of the Board, Strategic Direction and Corporate Performance and Management Oversight; Sec 2.4.2 CEO and Management - Performance Management	
Recommendation 2.8				
1	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that Management's performance is on par with the standards set by the Board and Senior Management.	Compliant	CG Manual Sec. 2.1.4 (f) (g) (h) Duties and Responsibilities of the Board, Strategic Direction and Corporate Performance and Management Oversight; Sec 2.4.2 CEO and Management - Performance Management	
2	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that personnel's performance is on par with the standards set by the Board and Senior Management.	Complaint	Board Charter, Sec. 5.3 There are currently no rank-and-file employees employed by the Company	
Recommendation 2.9				
1	The Board ensures that an appropriate internal control system is in place.	Compliant	CG Manual Sec 2.1.4 (j) to (n) Duties and Responsibilities of the Board, Management Oversight	
2	The internal control system includes a mechanism for monitoring and managing potential/actual conflicts of interest of the board members/trustees, management and shareholders/members.	Compliant	Audit Committee Charter	

			Internal Audit Committee Charter SEC Form 17-A 2024 - Item 9. Directors and Executive Officers of the Registrant, Audit Committee report of activities 2023 p. 39-40/121; Item 13. Corporate Governance p. 43/121 Conflict of Interest Policy	
3	The Board adopts an Internal Audit Charter.	Compliant	SEC Form 17-A 2024 - Audit Committee, pp. 39-40/121 Internal Audit Charter (approved and adopted in March 2022; A Revised Internal Audit Charter was approved and adopted in Feb, 2025)	
Recommendation 2.10				
1	The Board ensures that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	CG Manual Sec. 2.1.4 (o) Duties and Responsibilities of the Board, Enterprise Risk Management; Sec 2.8 Enterprise Risk Management Functions	
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	SEC Form 17-A 2024 - Notes to Consolidated Financial Statements Note 21 Financial Risk Management Objectives and Policies, pp 100-104/121 Audit Committee Charter	
Recommendation 2.11				

1	The Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	Compliant	Board Charter (approved and adopted in May 29, 2023) Sec 3 – Powers, Duties and Responsibilities of the Board, Annex E – Powers of the Board, Annex G – Duties and responsibilities of the Board A copy of the Board Charter may be secured upon request to the Asst. Corporate Secretary (jdpeneyra@pldt.com.ph).
2	The Board Charter serves as a guide to the directors/trustees in the performance of their functions.	Compliant	
3	The Board Charter is publicly available.	Compliant	

Principle 3. ESTABLISHING BOARD COMMITTEES

The 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, compliance and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all the board committees should be contained in their respective board committee charters.

Recommendation 3.1

1	The Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	CG Manual Sec. 2.2; Board Committees SEC Form 17-A 2024 – Item 9. Directors and Executive Officers of the Registrant, Audit Committee pp. 39-40/121, Governance and Nomination Committee, p 40-41/121, and Remuneration and Compensation Committee p. 41/121
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Recommendation 3.2

1	The Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	<p>CG Manual Sec. 2.2, Board Committees. Charters; Annex E Audit Committee primary purpose;</p> <p>CG Manual Sec. 2.7 – Governance Structure; External Auditor “The AC shall select and appoint an External Auditor ... or remove and replace such External Auditor as the Audit Committee deems necessary.”</p> <p>SEC Form 17-A 2024 - Item 9. Directors and Executive Officers of the Registrant, Audit Committee composition and reports for 2024 pp. 39-40/121</p> <p>Audit Committee Charter</p>	
2	The Audit Committee is composed of at least three (3) qualified non-executive directors, the majority of whom, including the Chairperson, are independent directors.	Compliant	<p>SEC Form 17-A 2024 - Item 9. Directors and Executive Officers of the Registrant, Audit Committee composition p. 39/121</p> <p>GIS 2024 - Directors / Officers</p> <p>Audit Committee members (3):</p> <ol style="list-style-type: none"> 1. Emerlinda R. Roman – Ind; Chair AC 2. Oscar J. Hilado – Ind; Member AC 3. Lorenzo V. Tan – Member AC 	

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>SEC Form 17-A 2024 - Item 9. Directors and Executive Officers of the Registrant, Board of Directors background and business experience pp. 37-38/121</p> <p>Emerlinda R. Roman – Ind; Chair AC Oscar J. Hilado – Ind; Member AC Lorenzo V. Tan – Ind; Member AC</p>	
4	The Chairperson of the Audit Committee is not the Chairperson of the Board or of any other committee.	Compliant	<p>SEC Form 17-A 2024 – Item 9. Directors and Executive Officers of the Registrant, Audit Committee pp. 39/121, Governance and Nomination Committee, p 40/121, and Remuneration and Compensation Committee p. 41/121</p> <p>GIS 2024 - Directors / Officers</p> <p>Emerlinda R. Roman – Ind; Chair Audit Committee</p> <p>Oscar J. Hilado – Ind.; Chair Governance and Nomination Committee</p> <p>Manuel V. Pangilinan – Chair Executive Compensation Committee</p>	

Manuel V. Pangilinan – Chair BOD

Recommendation 3.3

1	The 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	CG Manual Sec. 2.2, Board Committees. Charters; Annex F Governance and Nomination Committee primary purpose; SEC Form 17-A 2024 – Item 9. Directors and Executive Officers of the Registrant, Governance and Nomination Committee, p 40-41/121. Governance and Nomination Committee Charter (approved and adopted in May 29, 2023).	
2	The Corporate Governance Committee is composed of at least three (3) members, majority of whom, including the Chairperson, should be independent directors.	Compliant	SEC Form 17-A 2024 – Item 9. Directors and Executive Officers of the Registrant, Governance and Nomination Committee, p 40/121 GIS 2024 – Directors / Officers Governance and Nomination Committee members (3): 1. Oscar J Hilado – Ind; Chair GNC 2. Emerlinda R. Roman – Ind; Member 3. Manuel V. Pangilinan - Member	

Recommendation 3.4

1	<p>The 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.</p>	<p>Non-compliant</p>	<p>Given the Company's reduced size and current limited operations after it ceased providing fixed line telecommunications services, the Company does not require a separate Board Risk Oversight Committee (BROC)</p> <p>The functions of a BROC are performed by the Company's Audit Committee which oversees risk management and is part of the parent company's Risk Committee.</p> <p>SEC Form 17-A 2024 – Item 9. Directors and Executive Officers of the Registrant, Audit Committee report of activities for 2024 pp. 39-40/121</p> <p>CG Manual, Sec. 2.1.4. (o) Duties and Responsibilities of the Board; Enterprise Risk Management – The Board oversees the implementation of a risk management framework and reviews Management's reports on major risk exposure and actions taken to monitor, minimize, control and manage risks</p>
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2	The BROC is composed of at least three (3) members, the majority of whom should be independent directors, including the Chairperson.	Non-compliant		<p>The Company does not have a separate BROC. The Company's Audit Committee oversees risk management, and is composed of 3 members, majority are independent directors including the Chairperson.</p> <p>GIS 2024 – Directors / Officers</p> <p>Emerlinda R. Roman – Ind; Chair AC Oscar J. Hilado – Ind; Member AC Lorenzo V. Tan – Member AC</p>
3	At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Non-compliant		<p>The Company does not have a separate BROC.</p> <p>SEC Form 17-A 2024 - Item 9. Directors and Executive Officers of the Registrant, Board of Directors background and business experience p 35-38/121</p>
Recommendation 3.5				
1	All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	Audit Committee Charter - Sec 2. Purposes, Duties and Powers (pp 5-6/20); Sec. 3 Committee Structure (p 6-7/20); Sec. 4. Committee Procedures (p7-10/20); Sec. 5. Remuneration of Members/Advisors (pp10-11/20); Sec. 6. Member's/Advisor's Interest (p 11/20); Schedule of	
2	The Committee Charters provide standards for evaluating the performance of a committee and its members.	Compliant		

Purposes and Duties and Powers
(pp 12-20/20)

Governance and Nomination
Committee Charter –
Sec. 2. Purposes, Duties and
Powers (p 3/20); Sec. 3
Committee Structure (pp 3-4/20);
Sec. 4. Committee Procedures (pp
4-7/20); 5. Remuneration of
Members/Advisors (pp 7/20);
Sec. 6. Member's /Advisor's
Interest (p 7-8/20); Schedule of
Purposes, Functions and Duties
(pp 9-13/20); Annex A
Qualifications for Directorship (p.
14/20); Annex B Grounds for
Disqualification from Directorship
(pp 15-17/20); Annex C
Independent Director (pp 18-
19/20); Annex D Guidelines on
the Search, Screening and
Selection of Directors (p 20/20)

Executive Compensation
Committee Charter -
Sec 2. Purposes, Duties and
Powers (pp 2-3/17); Sec. 3
Committee Structure (pp 3-4/17);
Sec. 4. Committee Procedures (pp
4-6/17); Sec. 5. Remuneration of
Members /Advisors (pp 6-7/17);
Sec. 6. Member's/Advisor's

Interest (p 7/17); Schedule of Purposes, Functions and Duties (pp 8-11/17); Annex A Qualifications for Directorship (p. 12/17); Annex B Grounds for Disqualification from Directorship (pp 13-15/17); Annex C Independent Director (pp 16-17/17)

Principle 4. FOSTERING COMMITMENT

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/members in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	CG Manual Sec. 2.1.6. Governance Structure, Board Meetings	
2	The Directors review meeting materials for all Board and Committee meetings.	Compliant	SEC Form 17-A 2024 - Item 14 Exhibit and Reports on SEC Form 17-C, p 44/121; Item 9 Directors and Executive officers of the Registrant; Audit Committee Reports for 2024, pp 39-40/121 SEC Form 20-IS 2025 - Attendance in Board Meetings in 2024 p 13/244; Material Matters approved pp 17-19/244	
3	The Directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	SEC Form 20-IS 2025 - Minutes of the Annual Meeting of Stockholders held on May 27, 2024, pp 17-18 and 25-33/244	

Recommendation 4.2			
1	<p>Non-executive directors concurrently serve in not more than ten (10) public companies and/or registered issuers. If concurrently sitting in at least three (3) publicly listed companies, the maximum concurrent directorships shall be five (5) public companies and/or registered issuers.</p>	<p>Non-compliant</p>	<p>CG Manual Sec. 2.1.8. (a) Directorships in Other Corporations</p> <p>The Company does not set a limit on the number of directorships in other corporations by a Director. The Company instead considers the ability of the Director to diligently and efficiently perform his /her duties and responsibilities as a director of the Company and at the same time ensures the stockholders' legal right to vote for and be voted as a director remain inviolable.</p> <p>The Company has policies and procedures in the screening of nominees for directors to ensure that the Company and its stockholders are able to elect directors who can contribute value to the Company. Using performance-based standards, the Board is able to determine a director's ability to diligently and effectively perform his duties as a director, considering attendance in the Board and Board Committee meetings and active</p>

participation in the independent decision making of said bodies,

Recommendation 4.3

1	The Directors notify the company's board before accepting a directorship in another company.	Compliant	CG Manual Sec. 2.1.8. (b) Directorships in Other Corporations Board Charter, Sec. 3.1.2 Powers, Duties and Responsibilities - Directors	
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Principle 5. REINFORCING BOARD INDEPENDENCE

The Board should endeavor to exercise an objective and independent judgment on all corporate affairs.

Recommendation 5.1

1	The Board is composed of a majority of non-executive directors who possess the necessary qualifications.	Compliant	GIS 2024 – Directors / Officers, p. 4/10 SEC Form 17-A 2024 – Item 9. Directors and Executive Officers of the Registrant, pp. 35-38/121 SEC Form 20-IS 2024 – Nominees for Election as Members of the Board of Directors, pp 7-11/244	
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Recommendation 5.2

1	The Board has at least two (2) independent directors or such number as to constitute one-third (1/3) of the board, whichever is higher.	Compliant	GIS 2024 – Directors / Officers, p. 4/10 SEC Form 17-A 2024 – Item 9. Directors and Executive Officers of the Registrant, pp. 35-38/121	
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			<p>SEC Form 20-IS 2024 – Nominees for Election as Members of the Board of Directors, pp 7-11/244</p> <p>Oscar J. Hilado – Ind. Director Emerlinda R. Roman – Ind. Director</p>	
Recommendation 5.3				
1	The independent directors possess all the qualifications and none of the disqualifications to hold the position.	Compliant	<p>CG Manual, Annex C Independent Director qualifications</p> <p>SEC Form 17-A 2024 - Item 9. Directors and Executive Officers of the Registrant, p. 35-38/121</p> <p>SEC Form 20-IS 2024 – Nominees for Election as Members of the Board of Directors, pp 7-11/244</p>	
Recommendation 5.4				
1	The company perpetually bars an independent director from serving in such capacity after the term limit of nine (9) years.	Non-compliant		<p>CG Manual, Sec 2.1.2 (b) Governance Structure, Board of Directors, Term of Office</p> <p>As a rule, an independent director shall only serve for a maximum of 9 consecutive years. However, in case stockholders desire to re-elect an independent director beyond the term limit for meritorious justifications, the Company shall uphold the stockholders' legal right.</p>

				<p>There are screening procedures for nominees for directors to ensure that the Company and its stockholders are able to elect directors who can contribute value to the Company.</p> <p>SEC Form 20-IS 2024 – Nominees for Election as Members of the Board of Directors, pp 7-8/244</p>
2	In the instance that the company retains an independent director in the same capacity after nine (9) years, the Board provides meritorious justification and seeks shareholders'/members' approval during the annual regular meeting.	Compliant	<p>CG Manual, Sec 2.1.2 Term of Office Sub sec (b)</p> <p>SEC Form 20-IS 2024 – Nominees for Election as Members of the Board of Directors, pp 7-11/244</p>	
Recommendation 5.5				
1	The positions of Chairperson of the Board and Chief Executive Officer (or its equivalent) are held by separate individuals.	Non-Compliant		<p>Mr. Manuel V. Pangilinan is Chairman of the Board and President and CEO of the Company.</p> <p>To ensure objective and independent judgment on all corporate affairs, the following checks and balances are in place: (a) the duties and responsibilities of the Chairman and the President and CEO are clearly defined in the CG Manual; (b) the Board is supported by the Audit Committee, composed of</p>

				independent and non-executive directors; (c) Company policies and procedures are in place to manage conflicts of interest
2	The Chairperson of the Board and Chief Executive Officer (or its equivalent) have clearly defined responsibilities.	Compliant	CG Manual, Sec 2.3.1 Chairman of the Board, Functions and Responsibilities, Sec. 2.4.1 CEO Functions and Responsibilities	
Recommendation 5.6				
1	The Board designates a lead director among the independent directors if the Chairperson of the Board is not an independent director.	Compliant	SEC Form 17-C May 28, 2024. In a meeting held on May 27, 2024, the Board designated Mr. Oscar J. Hilado (Independent Director) as the Company's lead director	
Recommendation 5.7				
1	The Directors/Trustees with material interest in a transaction affecting the corporation fully disclose his/her adverse interest, abstain from taking part in the deliberations for the same, and recuse from voting on the approval of transaction.	Compliant	CG Manual, Sec 3.3 (b) Code of Business Conduct and Ethics and Implementing Policies, Conflict of Interest Policy SEC Form 17-A 2024 - Item 13. Corporate Governance. Code of Business Conduct and Ethics Conflict of Interest Policy For 2024, none of the Company's Directors had any material interest in a transaction affecting the Company.	

Recommendation 5.8			
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 directors present.	Compliant	CG Manual, Sec 2.1.6 (d) Board Meetings
2	The meetings are chaired by the lead independent director, if applicable.	Compliant	SEC Form 17-A 2024; Item 9. Audit, Governance and Nomination, and Remuneration & Compensation Committees. Audit Committee report of activities for 2024. pp 39-40/121 Oscar J. Hilado – Lead Director The members of the Audit Committee are all non-executive directors. Emerlinda R. Roman – Ind; Chair AC Oscar J. Hilado – Ind; Member AC Lorenzo V. Tan – Member AC

Principle 6. ASSESSING BOARD PERFORMANCE

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	The Board conducts an annual self-assessment of its performance as a whole.	Compliant	CG Manual, Sec 2.1.10 Performance Evaluation
2	The Chairperson conducts an annual 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		
Recommendation 6.2				
1	The Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors/trustees and committees.	Compliant	CG Manual, Sec 2.1.10 Performance Evaluation	
2	The system allows for a feedback mechanism from the shareholders/members.	Compliant		
Principle 7. STRENGTHENING BOARD ETHICS				
The Board directors are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.				
Recommendation 7.1				
1	The 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 board members.	Compliant	SEC Form 17-A 2024 - Item 13 Corporate Governance, Board approval of Code of Business Conduct and Ethics, p. 43/121 Code of Business Conduct and Ethics.	
2	The Code is properly disseminated to the members of Board.	Compliant	SEC Form 17-A 2024 - Item 13 Corporate Governance, Board approval of Code of Business Conduct and Ethics, p. 43/121	
3	The Code is disclosed and made available to the public through the company website.	Compliant	Code of Business Conduct and Ethics Company website: https://digitel.ph/	
Recommendation 7.2				

1	The Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	CG Manual, Sec. 3.3 Code of Business Conduct and Ethics and Implementing Policies; Sec. 4.1 – Monitoring and Implementation – Compliance and Evaluation System Code of Business Conduct and Ethics	
DISCLOSURE AND TRANSPARENCY				
Principle 8. ENHANCING COMPANY DISCLOSURE POLICIES AND PROCEDURES				
The Board should establish corporate disclosure policies and procedures that are practical and in accordance with generally accepted best practices and regulatory expectations.				
Recommendation 8.1				
1	The Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders/members and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	CG Manual Sec 3.2 Disclosures 3.2.1 – Disclosure of Material Information; 3.2.2 Disclosure of Other Relevant Information SEC Form 17-A 2024 SEC Form 20-IS 2024	
Recommendation 8.2				
1	The company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within five (5) business days.	Compliant	CG Manual Sec 3.2.2 (b) Disclosure of Other Relevant Information	
2	The company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within five (5) business days.	Compliant	For 2024, there were no dealings by directors or officers involving the corporation's shares	
Recommendation 8.3				
1	The company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Manual on Corporate Governance	

2	The company's MCG is submitted to the SEC.	Compliant	Submitted to the SEC on Sep 29, 2020; SEC Form 17-A 2024 p 43/121 Company website: https://digitel.ph/
3	The company's MCG is posted on the company website.	Compliant	

Recommendation 8.4

1	The company's corporate governance policies and practices and all relevant information are disclosed in its Annual Corporate Governance Report (ACGR).	Compliant	This ACGR is being submitted covering year 2024
2	The company's ACGR is submitted to the SEC.	Compliant	SEC Form 20-IS 2024, p. 51/244.
3	The company's ACGR is posted on the company website.	Compliant	The Company submitted to the SEC on June 27, 2024, its Annual Corporate Governance Report for the year ended Dec 31, 2023 Annual Corporate Governance Report Company website: https://digitel.ph/

Principle 9. STRENGTHENING EXTERNAL AUDITOR'S INDEPENDENCE AND IMPROVING AUDIT QUALITY

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	The Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of external auditors.	Compliant	CG Manual Sec 2.7.1 External Audit – Selection, Appointment, Resignation. Dismissal, Fees SEC Form 17-A 2024 – Item 9. Audit Committee Report of activities 2023 pp. 39-40/121
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			Audit Committee Charter	
2	The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and the shareholders/members.	Compliant	SEC Form 20-IS 2024; Minutes of the Annual Meeting of Stockholders, Item VI Appointment of External Auditor – approved by 99.62% of total outstanding voting shares, pp 31-32/244	
3	For the removal of external auditor, the reasons for such removal or change are disclosed to the SEC, the shareholders/members, and the public through the company website and required disclosures.	Compliant	CG Manual Sec 2.7 External Auditor Selection, Appointment, Resignation, Dismissal, Fees There was no removal or change of external auditor in 2024	
Recommendation 9.2				
1	The 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	SEC Form 17-A 2024 – Item Audit Committee Report of activities 2024 pp. 39-40/121 CG Manual, Sec. 2.7.1 (b) External Audit; Selection, Appointment, Resignation, Dismissal, Fees	
2	The Audit Committee Charter contains the Committee’s responsibility on reviewing and monitoring the external auditor’s suitability and effectiveness on an annual basis.	Compliant	Audit Committee Charter	

Recommendation 9.3			
1	The company discloses the nature of non-audit services performed by its external auditor in the Annual Report to manage potential conflict of interest cases.	Compliant	SEC Form 17-A 2024 – Item Audit Committee Report of activities 2024 pp. 39-40/121 CG Manual, Sec. 2.7.2 (c) External Audit; Functions and Restrictions; Sec. 3.2.1 Disclosure of Material Information; Sec. 3.2.2 Disclosure of Other Relevant Information Audit Committee Charter
2	The 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	
Principle 10. INCREASING FOCUS ON NON-FINANCIAL AND SUSTAINABILITY REPORTING			
The Board should ensure that the company discloses material and reportable non-financial and sustainability issues.			
Recommendation 10.1			
1	The Board has a clear and focused strategy on the disclosure of non-financial information.	Compliant	CG Manual Sec 3.2.1 Disclosure of Material Information; Sec. 3.2.2 Disclosure of Other Relevant Information
2	The company discloses to all shareholders/members and other stakeholders the company’s strategic and operational objectives with emphasis on the management of environmental, economic, social and governance (EESG) issues of its business which underpin sustainability.	Compliant	CG Manual Sec 3.5 Corporate Social Responsibility and Sustainability SEC Form 17-A 2024

Principle 11. PROMOTING A COMPREHENSIVE AND COST-EFFICIENT ACCESS TO RELEVANT INFORMATION

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

Recommendation 11.1

1	The company has a website to ensure a comprehensive, cost-efficient, transparent and timely manner of disseminating relevant information to the public.	Compliant	Company website: https://digitel.ph/	
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INTERNAL CONTROL AND RISK MANAGEMENT FRAMEWORKS

Principle 12. STRENGTHENING INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS

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 system.

Recommendation 12.1

1	The company has an adequate and effective internal control system in the conduct of its business.	Compliant	CG Manual Sec 2.6.1 Internal Audit Function; Sec 2.6.2 (c) Internal Audit Head; Quarterly / Annual report	
2	The company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	CG Manual Sec 2.8.1 Enterprise Risk Management Function SEC Form 17-A 2024, Notes to Consolidated Financial Statements, Note 21 Financial Risk Management Objectives and Policies, p 100-104/121 SEC Form 17-A 2024 – Item Audit Committee Report of activities 2024 p. 39-40/121	

Recommendation 12.2

1	The 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	CG Manual Sec 2.6.1 Internal Audit Function Internal Audit function is performed in-house Internal Audit Charter	
CULTIVATING A SYNERGIC RELATIONSHIP WITH SHAREHOLDERS/MEMBERS				
Principle 13. PROMOTING SHAREHOLDER/MEMBER RIGHTS				
The company should treat all shareholders/members fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.				
Recommendation 13.1				
1	The Board ensures that basic shareholder/member rights are disclosed in the Manual on Corporate Governance.	Compliant	CG Manual Sec. 3.1.1 Stakeholder Engagement, Stockholders	
Recommendation 13.2				
1	The Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders'/Members' Meeting with sufficient and relevant information at least twenty-one (21) days before the meeting.	Compliant	SEC Form 20-IS 2024 pp. 4 and 5/272 The Notice of Annual Stockholders Meeting was published in 2 newspapers of general circulation for 2 consecutive days in print and online formats 24 days before the meeting (sent out May 3 and 4, 2024; ASM was on May 27, 2024).	
Recommendation 13.3				
1	The Board encourages active shareholder/member participation by making the result of the votes taken during the most recent Annual or Special Shareholders'/Members' Meeting publicly available the next working day.	Non-Compliant		SEC Form 17-A 2024, Item 14. Exhibits and Reports on SEC Form 17-C p. 44/121 The result of the votes taken during the most recent Annual or

				Special Shareholders' Meeting is not publicly available in the next working day, but shareholders may secure information upon request to the Asst. Corporate Secretary jdpeneyra@pldt.com.ph
2	The minutes of the Annual and Special Shareholders'/Members' Meetings were made available on the company website within five (5) business days from the date of the meeting.	Non-compliant		The minutes of the Annual or Special Shareholders' Meeting may be secured upon request to the Asst. Corporate Secretary jdpeneyra@pldt.com.ph
Recommendation 13.4				
1	The Board makes available, at the option of a shareholder/member, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	CG Manual Sec. 3.1.1 (b) and (e) Stockholder Engagement - "The Company shall observe applicable laws and regulations in resolving intra-corporate disputes with stockholders, including the applicable rules on alternative dispute mechanisms to resolve such disputes in an amicable and effective manner."	
Recommendation 13.5				
1	The Board establishes an Investor Relations Office (IRO) or Customer Relations Office (CRO) or its equivalent to ensure constant engagement with its shareholders/members.	Compliant	Due to the reduced size and current status of the Company, the functions of an Investor Relations Officer or Customer Relations Officer is performed by our Treasurer.	

			SEC Form 17-A 2024 – Item 9. Directors and Executive Officers of the Registrant, pp. 38/121 GIS 2024 – Directors / Officers, p. 4 Treasurer is Leo I. Posadas liposadas@pldt.com.ph	
2	The IRO or CRO or its equivalent is present at every shareholders'/members' meeting.	Compliant	The company's Treasurer has been present in all ASMs.	
DUTIES TO STAKEHOLDERS				
Principle 14. RESPECTING RIGHTS OF STAKEHOLDERS AND EFFECTIVE REDRESS FOR VIOLATION OF STAKEHOLDER'S RIGHTS				
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	The Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	CG Manual, Sec 3.1 Governance Policies and Processes, Stakeholder Engagement, Sec 3.1.1 Stockholders, Sec 3.1.2 Other Stakeholders Stockholders, customers, employees, suppliers, investors, creditors, the community in which the Company operates, government and regulators	
Recommendation 14.2				
1	The Board establishes clear policies and programs to provide a mechanism on the fair treatment, protection and enforcement of the rights of stakeholders.	Compliant	CG Manual, Sec 3.1 Governance Policies and Processes,	
Principle 15. ENCOURAGING EMPLOYEES' PARTICIPATION				

A mechanism for employee participation should be developed to create a symbiotic working environment consistent with the realization of the company's objectives and good corporate governance goals.

Recommendation 15.1				
1	The 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	CG Manual, Sec 3.1.2 (b) Governance Policies and Processes, Stakeholder Engagement, Other Stakeholders	
Recommendation 15.2				
1	The Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Business Conduct and Ethics.	Compliant	CG Manual, Sec. 3.3 Code of Business Conduct and Ethics and Implementing Policies SEC Form 17-A 2024, Item 13 Corporate Governance, p 43/121 Code of Business Conduct and Ethics	
2	The Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	The policies and programs are posted on the Group-wide intranet and disseminated to employees via email.	
Recommendation 15.3				
1	The Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.	Compliant	SEC Form 17-A 2024, Item 13 Corporate Governance, p 43/121	
2	The Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	Expanded Whistleblowing Policy includes protection from retaliation. CGOhotiline@pldt.com.ph	

3	The Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	CG Manual, Sec 2.9.1 (c) Chief Governance Officer Functions	
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Principle 16. ENCOURAGING SUSTAINABILITY AND SOCIAL RESPONSIBILITY

The company should be socially responsible in all its dealings with the communities in which it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

Recommendation 16.1

1	The company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	CG Manual, Sec. 3.5 Governance Policies and Processes, Corporate Social Responsibility and Sustainability The Company's officers, who are mainly from PLDT, also participate in PLDT's CSR programs. PLDT Sustainability Report	
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