





## SEC FORM – I-ACGR

### INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December 31, 2022**
2. SEC Identification Number **36190** 3. BIR Tax Identification No. **000-483-136-000**
4. Exact name of issuer as specified in its charter **OMICO CORPORATION**
5. **Philippines**  
Province, Country or other jurisdiction of  
incorporation or organization
6.  (SEC Use Only)  
Industry Classification Code:
7. **Suite 1109 East Tower, Tektite Towers, Exchange Road, Ortigas Center, Pasig City**  
Address of principal office  
Postal Code **1605**
8. **(02) 86376923**  
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
<b>The Board's Governance Responsibilities</b>			
<p><b>Principle 1:</b> The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.</p>			
<b>Recommendation 1.1</b>			
<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	Compliant	<p>The Board of Directors of Omico Corporation is composed of directors with collective working knowledge and experience that is relevant to the Company's industry/sector, appropriate mix of competence and expertise and are qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</p> <p>Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 and the Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting.</p> <p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a></p>	
<p>2. Board has an appropriate mix of competence and expertise.</p>	Compliant		
<p>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.</p>	Compliant		
<b>Recommendation 1.2</b>			
<p>1. Board is composed of a majority of non-executive directors.</p>	Compliant	<p>The Board is composed of seven (7) Directors with three (3) Executive</p>	

		<p>Directors and Four (4) Non-Executive Directors.</p> <p>Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 and the Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting.</p> <p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a></p>	
<b>Recommendation 1.3</b>			
<p>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</p>	Compliant	<p>The Company's New Manual on Corporate Governance adopted in June 2020 serves as the Board Charter which contains policy on the training of directors.</p> <p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 1 (Establishing a Competent Board) Section A (Composition of the Board).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	
<p>2. Company has an orientation program for first time directors.</p>	Compliant	<p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 1 (Establishing a Competent Board) Section A (Composition of the Board).</p>	

		<a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
3. Company has relevant annual continuing training for all directors.	Compliant	<p>The Company does not have training programs for directors however, all directors are encouraged to participate in relevant trainings.</p> <p>For the training and external courses attended by Directors and Senior Management for the past three (3) years, please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 and the Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting.</p> <p>Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a></p>	
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity.	Compliant	<p>The Company's New Manual on Corporate Governance contains policy on Board diversity.</p> <p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 1 (Establishing a Competent Board) Section B (Board Diversity).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	

		The Company's Board of Directors is composed of 6 male directors and 1 female director in 2022.	
<b>Optional: Recommendation 1.4</b>			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 1 (Establishing a Competent Board) Section B (Board Diversity).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Recommendation 1.5</b>			
1. Board is assisted by a Corporate Secretary.	Compliant	The Company's Board of Directors is assisted by a Corporate Secretary who is a separate individual from the Compliance Officer and is not a member of the Board of Directors.  Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 which contains the brief background of Ms. Maria Elena F. Alqueza, the Corporate Secretary.  Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a>  The Company's New Manual on Corporate Governance contains the duties and responsibilities of the Corporate Secretary.	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		

		<p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 1 (Establishing a Competent Board) Section E (The Corporate Secretary).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<p>The Corporate Secretary attends trainings on corporate Governance.</p> <p>Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 on the training/external courses attended by the Corporate Secretary for the past three (3) years.</p> <p>Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a></p>	
<b>Optional: Recommendation 1.5</b>			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	The Corporate Secretary endeavors to distribute materials for the board meeting at least five (5) business days before the scheduled meeting.	
<b>Recommendation 1.6</b>			
1. Board is assisted by a Compliance Officer.	Compliant	The Company's Board of Directors is assisted by a Compliance Officer who has the rank of Senior Vice President	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position	Compliant		

with adequate stature and authority in the corporation.		and is not a member of the Board of Directors.	
3. Compliance Officer is not a member of the board.	Compliant	<p>Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 which contains the brief background of Ms. Juana Lourdes M. Buyson, the Compliance Officer.</p> <p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a></p> <p>The Company's New Manual on Corporate Governance contains the duties and responsibilities of the Compliance Officer.</p> <p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 1 (Establishing a Competent Board) Section F (The Compliance Officer).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>The Compliance Officer attends trainings on corporate Governance.</p> <p>Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 on the training/external courses</p>	



		attended by the Compliance Officer for the past three (3) years.  Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a>	
--	--	--	--

**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	Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company. Matters requiring board approval are taken up in board meetings and supported by board resolutions.	
--	-----------	---	--

**Recommendation 2.2**

1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	The Board oversees the development, review and approval of the Company's business objectives and strategy.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	The Board reviews annually the Company's business objectives and strategy. The Board monitors their implementation, during quarterly Board meetings, in order to sustain the Company's long-term viability and strength.  Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 2 (Establishing Clear Roles	

		and Responsibilities of the Board) Section A (General Responsibility).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Supplement to Recommendation 2.2</b>			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	Company Website <a href="https://omico.com.ph/Mission,VisionandCorporateValues">https://omico.com.ph/Mission, Vision and Corporate Values</a>  The Board reviews the Company's mission, vision and core values at least once a year or when the need arises.  Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 2 (Establishing Clear Roles and Responsibilities of the Board) Section A (General Responsibility).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 2 (Establishing Clear Roles and Responsibilities of the Board) Section B (Duties and Responsibilities).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	

**Recommendation 2.3**

<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>Compliant</p>	<p>The Board is headed by a competent and qualified Chairperson, Mr. Tommy Kin Hing Tia.</p> <p>Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 on the brief background of Mr. Tia.</p> <p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a></p>	
<b>Recommendation 2.4</b>			
<p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p>	<p>Compliant</p>	<p>The Board is responsible for ensuring and adopting an effective succession planning program for directors, key officers and management to ensure growth and a continued increase in the shareholders' value. This includes adopting a policy on the retirement age for directors and key officers as part of management succession.</p>	
<p>2. Board adopts a policy on the retirement for directors and key officers.</p>	<p>Compliant</p>	<p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 2 (Establishing Clear Roles and Responsibilities of the Board) Section E (Other Duties and Responsibilities).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	
<b>Recommendation 2.5</b>			

1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a>	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 2 (Establishing Clear Roles and Responsibilities of the Board) Section E (Other Duties and Responsibilities).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	

**Optional: Recommendation 2.5**

1. Board approves the remuneration of senior executives.	Compliant	Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 and the Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting.  Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a>	
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	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 3 (Establishing Board Committees) Section C (Compensation and Remuneration Committee).	

		<a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy.	Compliant		
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 and the Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting.	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a>	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 2 Section E and Article 4 Principle 3 Section B.	
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	<a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		
<b>Optional: Recommendation to 2.6</b>			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or	Compliant	The Board had identified likely candidates through referrals and/or inviting likely candidates who are personally known to the existing Board	

<p>shareholder bodies) when searching for candidates to the board of directors.</p>		<p>of Directors without prejudice to the qualifications required of a Regular Director and an Independent Director.</p> <p>The Company's Nomination Committee shall review and evaluate the qualifications of all persons nominated to the Board and other appointments that require Board approval in accordance with the qualifications and disqualifications provided under the Company's MCG (2020), the Revised Corporation Code, Securities Regulation Code and other relevant laws.</p>	
---	--	--	--

**Recommendation 2.7**

<p>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.</p>	<p>Compliant</p>	<p>Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 and the Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting.</p>	
<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p>Compliant</p>	<p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a></p>	
<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>Compliant</p>	<p>Material RPT Policy and Other Company Policies</p> <p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 2 (Establishing Clear Roles</p>	

		and Responsibilities of the Board) Section E (Other Duties and Responsibilities).	
		<a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Supplement to Recommendations 2.7</b>			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	<p>Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 and the Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting.</p> <p>Annual Report (2022) <i>Item 12 Certain Relationships and Related Transactions</i></p> <p>Definitive Information Statement (2022) <i>Certain Relationships and Related Transactions</i></p> <p>Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a> Material RPT Policy Other Company Policies</p> <p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 2 (Establishing Clear Roles and Responsibilities of the Board) Section E (Other Duties and Responsibilities).</p>	

		<a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
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	<p>The Board of Directors adopts the provisions of the Revised Corporation Code on approvals involving related party transactions.</p> <p>All shareholders are given the opportunity to vote at stockholders' meetings. It is the practice of the Corporation to disclose all its related-party transactions in its Annual Report, which in turn is approved by the shareholders. At the stockholders' meeting, all shareholders are given the chance to raise questions or concerns regarding the matters disclosed in the Annual Report. The shareholders' approval serves as the ratification of the related party transactions so disclosed.</p>	
<b>Recommendation 2.8</b>			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 2 (Establishing Clear Roles and Responsibilities of the Board)	
2. Board is primarily responsible for assessing the performance of Management led by	Compliant		



the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).		Section E (Other Duties and Responsibilities).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Recommendation 2.9</b>			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 2 (Establishing Clear Roles and Responsibilities of the Board) Section E (Other Duties and Responsibilities).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant		
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 2 (Establishing Clear Roles and Responsibilities of the Board) Section E (Other Duties and Responsibilities).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant		
3. Board approves the Internal Audit Charter.	Compliant		
<b>Recommendation 2.11</b>			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify,	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4	

monitor, assess and manage key business risks.		Principle 2 (Establishing Clear Roles and Responsibilities of the Board)	
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	Section E (Other Duties and Responsibilities).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>  Company Website <a href="https://omico.com.ph/Enterprise Risk Management">https://omico.com.ph/Enterprise Risk Management</a>	
<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	The Company's New Manual on Corporate Governance adopted in June 2020 serves as the Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role and guides the directors in the performance of their functions.	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website.	Compliant	Article 4 Principle 1 Sections A, B, C & D Article 4 Principle 2 Sections A, B, C, E, F, G, H & I  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	Compliant	Company Website <a href="https://omico.com.ph/Other Company Policies">https://omico.com.ph/Other Company Policies</a>	

<b>Optional: Principle 2</b>			
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.	Compliant	Although the Company has no policy on granting loans to directors, it does not grant loans to directors.	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	The Board of Directors is guided by the Company's New Manual on Corporate Governance on how it shall arrive at its decisions.	
<b>Principle 3:</b> Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
<b>Recommendation 3.1</b>			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 3 (Establishing Board Committees).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>  Company Website <a href="https://omico.com.ph/Board-Committees">https://omico.com.ph/Board-Committees</a>	
<b>Recommendation 3.2</b>			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4	

<p>processes, and compliance with applicable laws and regulations.</p>		<p>Principle 3 Section A, Article 4 Principle 3 Section A(w)</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p> <p>It is the Audit Committee's responsibility to recommend to the Board the appointment and removal of the Company's external auditor.</p> <p>Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a> <i>Board Committee Charters - Audit Committee Charter</i></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>Compliant</p>	<p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 3 (Establishing Board Committees) Section A (Audit Committee).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p> <p>Please refer to the Disclosure on the results of the Organization Meeting of the Board of Directors held on May 27, 2022.</p> <p><a href="https://omico.com.ph/wp-content/uploads/2022/06/2022.05.27-OM-SEC-17-C-PSE-SEC-Disclosure-re-Results-of-ASM-Organizational-Meeting.pdf">https://omico.com.ph/wp-content/uploads/2022/06/2022.05.27-OM-SEC-17-C-PSE-SEC-Disclosure-re-Results-of-ASM-Organizational-Meeting.pdf</a></p>	

		<p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a>  <i>Board Committee Charters -  Audit Committee Charter</i></p>	
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>The members of the Audit Committee have relevant background, knowledge, skills and experience in the areas of accounting, auditing and finance.</p> <p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a>  <i>Board Committee Charters -  Audit Committee Charter</i></p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p>The Chairman of the Audit Committee, Atty. Ricardo R. Blancaflor, Independent Director, is not the Chairman of the Board or of any other committee.</p> <p>Please refer to the Disclosure on the results of the Organization Meeting of the Board of Directors held on May 27, 2022.</p> <p><a href="https://omico.com.ph/wp-content/uploads/2022/06/2022.05.27-OM-SEC-17-C-PSE-SEC-Disclosure-re-Results-of-ASM-Organizational-Meeting.pdf">https://omico.com.ph/wp-content/uploads/2022/06/2022.05.27-OM-SEC-17-C-PSE-SEC-Disclosure-re-Results-of-ASM-Organizational-Meeting.pdf</a></p> <p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a></p>	

		<i>Board Committee Charters - Audit Committee Charter</i>	
<b>Supplement to Recommendation 3.2</b>			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 3 (Establishing Board Committees) Section A (Audit Committee).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p> <p>Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a> <i>Board Committee Charters – Audit Committee Charter</i></p>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	<p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 3 (Establishing Board Committees) Section A (Audit Committee).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p> <p>Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a> <i>Board Committee Charters - Audit Committee Charter</i></p>	
<b>Optional: Recommendation 3.2</b>			

1. Audit Committee meet at least four times during the year.	Non-Compliant		In 2022, the Audit Committee held three (3) meetings with full Committee Members attendance. The Company will ensure compliance with the recommended number of Audit Committee meetings for the year 2023.
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 3 (Establishing Board Committees) Section A (Audit Committee).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>  Company Website <a href="https://omico.com.ph/Board-Committee-Charters-Audit-Committee-Charter">https://omico.com.ph/Board-Committee-Charters - Audit Committee Charter</a>	
<b>Recommendation 3.3</b>			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 3 (Establishing Board Committees) Section D (Corporate Governance Committee)  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>  Please refer to the Disclosure on the results of the Organization Meeting of the Board of Directors held on May 27, 2022.	

		<p><a href="https://omico.com.ph/wp-content/uploads/2022/06/2022.05.27-OM-SEC-17-C-PSE-SEC-Disclosure-re-Results-of-ASM-Organizational-Meeting.pdf">https://omico.com.ph/wp-content/uploads/2022/06/2022.05.27-OM-SEC-17-C-PSE-SEC-Disclosure-re-Results-of-ASM-Organizational-Meeting.pdf</a></p> <p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a>  <i>Board Committee Charters - Corporate Governance Committee Charter</i></p>	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Compliant	<p>The Corporate Governance Committee is composed of three (3) members, two (2) Independent Directors and one (1) Non-Executive Director.</p> <p>The Company has only seven (7) directors, two (2) of whom are independent directors which is compliant with SRC Rule 38 and in accordance with Section 22 of the Revised Corporation Code which states that the Board of corporations vested with public interest shall have independent directors constituting at least twenty percent (20%) of such board.</p>	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	<p>The Chairman of the Corporate Governance Committee, Mr. Jason Paul P. Malajacan, is an independent Director.</p> <p>Please refer to the Disclosure on the results of the Organization Meeting of</p>	



		<p>the Board of Directors held on May 27, 2022.</p> <p><a href="https://omico.com.ph/wp-content/uploads/2022/06/2022.05.27-OM-SEC-17-C-PSE-SEC-Disclosure-re-Results-of-ASM-Organizational-Meeting.pdf">https://omico.com.ph/wp-content/uploads/2022/06/2022.05.27-OM-SEC-17-C-PSE-SEC-Disclosure-re-Results-of-ASM-Organizational-Meeting.pdf</a></p> <p>Company Website  <a href="https://omico.com.ph/Board-Committee-Charters-Corporate-Governance-Committee-Charter">https://omico.com.ph/Board-Committee-Charters - Corporate Governance Committee Charter</a></p>	
<b>Optional: Recommendation 3.3.</b>			
1. Corporate Governance Committee meet at least twice during the year.	Non-Compliant		The Corporate Governance Committee met once during the year 2022. The Company will ensure compliance with the recommended number of Corporate Governance Committee meetings for the year 2023.
<b>Recommendation 3.4</b>			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	The Audit Committee performs the functions of a Board Risk Oversight Committee that should be responsible for the oversight of the Company's Enterprise Risk Management System to ensure its functionality and effectiveness.	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	Please refer to the Company's New Manual on Corporate Governance	

3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	adopted in June 2020 – Article 4 Principle 3 (Establishing Board Committees) Section A (Audit Committee).	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	<a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>  Company Website <a href="https://omico.com.ph/_Board%20Committee%20Charters-Audit%20Committee%20Charter">https://omico.com.ph/_Board Committee Charters - Audit Committee Charter</a>	
<b>Recommendation 3.5</b>			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	The Audit Committee performs the functions of a Related Party Transactions Committee which is tasked with reviewing all material related party transactions of the Company.	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 3 (Establishing Board Committees) Section A (Audit Committee).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>  Company Website <a href="http://www.omico.com.ph">www.omico.com.ph</a> Board Committee Charters - Audit Committee Charter	

Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 3 (Establishing Board Committees).	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	<a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
3. Committee Charters were fully disclosed on the company's website.	Compliant	<p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a>  <i>Board Committee Charters</i></p> <p>The New Manual on Corporate Governance adopted in June 2020 serves as guide on the duties and responsibilities of the Nomination Committee and the Compensation and Remuneration Committee</p> <p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 3 (Establishing Board Committees) Section B (Nomination Committee) and C (Compensation and Remuneration Committee).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	

**Principle 4:** To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

<b>Recommendation 4.1</b>			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 and the Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting.	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 4 (Fostering Commitment).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Recommendation 4.2</b>			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 4 (Fostering Commitment).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Recommendation 4.3</b>			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 4 (Fostering Commitment).	

		<a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Optional: Principle 4</b>			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 and the Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting.  Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a>	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	As per the Company's By-Laws, the Board of Directors' meetings shall be held no less than once every quarter of each year. The Board of Directors' meetings are scheduled before the start of the financial year.	
3. Board of directors meet at least six times during the year.	Compliant (per the Company By-Laws)	As per the Company's By-Laws, regular meetings of the Board of Directors shall be held frequently on such dates and at such times and places as the Chairman of the Board, or in his absence, the President, or the request of a majority of the directors may determine, but no less frequently than once every quarter of each year.  The Revised Corporation Code states that regular meetings of the board of directors of every corporation shall be	

		held monthly, unless the by-laws provide otherwise.  The Directors held four (4) board meetings in the year 2022.	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Compliant	As provided for in the Company's By-laws, a majority of the number of directors as fixed in the Articles of Corporation shall constitute a quorum for the transaction of corporate business, and every decision of at least a majority of the Directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.  However, the Company has an actual practice of requiring full attendance of all members for board meetings and therefore the minimum quorum of at least 2/3 for board decisions is always complied with.	

**Principle 5:** The board should endeavor to exercise an objective and independent judgment on all corporate affairs

**Recommendation 5.1**

1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	The Company has only seven (7) directors, two (2) of whom are independent directors which is compliant with SRC Rule 38 and in accordance with Section 22 of the	
--	-----------	--	--

		<p>Revised Corporation Code which states that the Board of corporations vested with public interest shall have independent directors constituting at least twenty percent (20%) of such board.</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p> <p>Please refer to the Disclosure on the Results of the Annual Stockholders' Meeting held on May 27, 2022.</p> <p><a href="https://omico.com.ph/wp-content/uploads/2022/06/2022.05.27-OM-SEC-17-C-PSE-SEC-Disclosure-re-Results-of-ASM-Organizational-Meeting.pdf">https://omico.com.ph/wp-content/uploads/2022/06/2022.05.27-OM-SEC-17-C-PSE-SEC-Disclosure-re-Results-of-ASM-Organizational-Meeting.pdf</a></p>	
<b>Recommendation 5.2</b>			
<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	<p>Compliant</p>	<p>Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 and the Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting for the brief background of each of the Independent Directors.</p> <p>Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a></p> <p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4</p>	

		Principle 5 (Reinforcing Board Independence.  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Supplement to Recommendation 5.2</b>			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	There are no shareholder agreements that may impact on the control, ownership and strategic direction of the Company.	
<b>Recommendation 5.3</b>			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Director Ricardo R. Blancaflor has been an Independent Director since May 27, 2022.	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	Director Jason Paul P. Malajacan has been and Independent Director since May 27, 2022.	
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	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 5 (Reinforcing Board Independence.  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Recommendation 5.4</b>			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Mr. Tommy Kin Hing Tia – Chairman Ms. Anna Mei Nga Tia – President & CEO	



2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	<p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 2 (Establishing Clear Roles and Responsibilities of the Board).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p> <p>Mr. Tommy Kin Hing Tia is the spouse of Ms. Anna Mei Nga Tia.</p>	
<b>Recommendation 5.5</b>			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	<p>The Chairman of the Board is not an independent director.</p> <p>Atty. Ricardo R. Blancaflor, Independent Director, was designated as the lead director among the independent directors.</p>	
<b>Recommendation 5.6</b>			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	No such transaction/s occurred during the year under reporting.	
<b>Recommendation 5.7</b>			
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	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 5 (Reinforcing Board Independence).	
2. The meetings are chaired by the lead independent director.	Compliant	<a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	

<b>Optional: Principle 5</b>			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	Ms. Anna Mei Nga Tia has served as President/CEO since May 2010 up to present.	
<b>Principle 6:</b> 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.			
<b>Recommendation 6.1</b>			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 6 (Assessing Board performance).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
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		<p>The Company's Board conducts an annual self-assessment of its performance. The involvement of an external facilitator is being explored by the Board should it feel the need.</p> <p>The Board conducts an annual assessment process, encompassing the performance of the board as a whole, its committees, individual director, and the CEO/President. This process provides directors with an opportunity to conduct a focused evaluation of board effectiveness and to make recommendations for improvement.</p>

**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	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 6 (Assessing Board performance).	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	

**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	Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a> <i>Code of Business Conduct and Ethics</i>	
---	-----------	--	--

2. The Code is properly disseminated to the Board, senior management and employees.	Compliant		
3. The Code is disclosed and made available to the public through the company website.	Compliant		
<b>Supplement to Recommendation 7.1</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a> <i>Code of Business Conduct and Ethics</i>	
<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 7 (Strengthening Board Ethics).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant		
<b>Disclosure and Transparency</b>			
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
<b>Recommendation 8.1</b>			
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	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 5 Principle 8 (Enhancing Company Disclosure Policies and Procedures).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	

<b>Supplement to Recommendations 8.1</b>			
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	Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a> <i>Company Disclosures</i>	
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023.  Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a>	
<b>Recommendation 8.2</b>			
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	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 5 Principle 8 (Enhancing Company Disclosure Policies and Procedures).	
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	<a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Supplement to Recommendation 8.2</b>			
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	Compliant	Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 and the Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting.	

<p>of its shares from the market (e.g. share buy-back program).</p>		<p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a></p> <p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 5 Principle 8 (Enhancing Company Disclosure Policies and Procedures).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	
<b>Recommendation 8.3</b>			
<p>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.</p>	<p>Compliant</p>	<p>Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 and the Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting.</p>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a></p> <p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 5 Principle 8 (Enhancing Company Disclosure Policies and Procedures).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	
<b>Recommendation 8.4</b>			
<p>1. Company provides a clear disclosure of its policies and procedure for setting Board</p>	<p>Compliant</p>		

remuneration, including the level and mix of the same.		Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 3 (Establishing Board Committees) Section C (Compensation and Remuneration Committee)	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	Article 5 Principle 8 (Enhancing Company Disclosure Policies and Procedures).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 and the Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting.  Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a>	
<b>Recommendation 8.5</b>			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 5 Principle 8 (Enhancing Company Disclosure Policies and Procedures).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	

<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a>  <i>Other Company Policies</i></p> <p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 –  Article 4 Principle 2 Section E  Article 5 Principle 8</p> <p>Annual Report (2022)  <i>Item 12 Certain Relationships and Related Transactions</i></p> <p>Definitive Information Statement (2022)  <i>Certain Relationships and Related Transactions</i></p>	
<b>Supplement to Recommendation 8.5</b>			
<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>Compliant</p>	<p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 –  Article 4 Principle 2 Section C(a).</p>	
<b>Optional : Recommendation 8.5</b>			
<p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p>	<p>Compliant</p>	<p>Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 and the Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting.</p> <p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a></p>	



<b>Recommendation 8.6</b>			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 and the Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting.	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	<p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a></p> <p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 5 Principle 8 (Enhancing Company Disclosure Policies and Procedures).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	
<b>Supplement to Recommendation 8.6</b>			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	<p>There are no shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership and strategic direction of the Company.</p> <p>Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 and the Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting.</p> <p>Company Website</p>	

		<a href="https://omico.com.ph/">https://omico.com.ph/</a>	
<b>Recommendation 8.7</b>			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a> <i>Corporate Governance/New Manual on Corporate Governance (June 2020)</i>	
2. Company's MCG is submitted to the SEC and PSE.	Compliant	The New Manual on Corporate Governance (June 2020) was submitted to the SEC and PSE on July 13, 2020.	
3. Company's MCG is posted on its company website.	Compliant		
<b>Supplement to Recommendation 8.7</b>			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a> <i>Corporate Governance/New Manual on Corporate Governance (June 2020)</i>	
		The New Manual on Corporate Governance (June 2020) was submitted to the SEC and PSE on July 13, 2020.	
<b>Optional: Principle 8</b>			
1. Does the company's Annual Report disclose the following information:			
a. Corporate Objectives	Compliant		Annual Report - Item 6
b. Financial performance indicators	Compliant		Annual Report - Item 6
c. Non-financial performance indicators	Compliant		Annual Report - Item 6

d. Dividend Policy	Compliant	Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023  Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a>	Annual Report - Item 5
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		Annual Report - Item 9
f. Attendance details of each director in all board meetings held during the year	Compliant		Annual Report - Item 13
g. Total remuneration of each member of the board of directors	Compliant		Annual Report - Item 10
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	Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023  Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a>	Annual Report – Item 13
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	Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023  Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a>	Annual Report – Item 13
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	The Board of Directors required a Management Attestation Statement from the CEO and Compliance Officer containing representations, among others, that a sound internal control and compliance system is in place and working effectively.	Annual Report – Item 13

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	Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023  Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a>	Annual Report – Item 1 Section A(2)
--	-----------	---	-------------------------------------

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

**Recommendation 9.1**

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 5 Principle 9 (Strengthening the External Auditor's Independence and Improving Audit Quality).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>  Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a> <i>Board Committee Charters - Audit Committee Charter</i>	
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		
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		

**Supplement to Recommendation 9.1**

1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 2 (Establishing Clear Roles and Responsibilities of the Board) Section G (Accountability and Audit).	
--	-----------	--	--

		<a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Recommendation 9.2</b>			
1. Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> <li>i. assessing the integrity and independence of external auditors;</li> <li>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</li> <li>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</li> </ul>	Compliant	Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a> <i>Board Committee Charters - Audit Committee Charter</i>	
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	Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a> <i>Board Committee Charters - Audit Committee Charter</i>	
<b>Supplement to Recommendations 9.2</b>			
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	Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a> <i>Board Committee Charters - Audit Committee Charter</i>	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a> <i>Board Committee Charters - Audit Committee Charter</i>	

<b>Recommendation 9.3</b>			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	<p>The external auditor of the Company currently does not perform non-audit services.</p> <p>Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 (Item 8).</p> <p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a></p>	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	<p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 3 (Establishing Board Committees) Section A (Audit Committee).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	
<b>Supplement to Recommendation 9.3</b>			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p>The external auditor of the Company currently does not perform non-audit services.</p> <p>Please refer to the Company's Annual Report for the year 2022 under SEC Form 17-A submitted on April 12, 2023 (Item 8).</p> <p>Company Website</p>	

		<a href="https://omico.com.ph/">https://omico.com.ph/</a>	
<b>Additional Recommendation to Principle 9</b>			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>Chester Nimitz F. Salvador Partner CPA Certificate No. 0129556 SEC Accreditation No. 1812-A Valid until July 23, 2023</p> <p>R. R. Tan &amp; Associates, CPAs SEC Accreditation No. 0394-F Valid until July 23, 2023</p> <p>Unit 1705, Antel Global Corporate Center, Doña Julia Vargas Ave., Ortigas Center, Pasig City</p>	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	<p>The Company's external auditor, R. R. Tan &amp; Associates CPAs, have been subjected to SOAR inspection from September 20 to October 01, 2021.</p> <p>The members of the engagement team inspected by the SEC are the following:</p> <p>Chester Nimitz F. Salvador – Engagement Partner Domingo A. Daza, Jr. – Engagement Quality Control Review Partner Hazel Ann Balderama – Audit Associate</p>	

**Principle 10:** The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

**Recommendation 10.1**

<p>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.</p>	<p>Compliant</p>	<p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 5 Principle 10 (Increasing Focus on Non-Financial and Sustainability Reporting).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>Compliant</p>	<p>Please refer to the Company's Sustainability Report for 2022 which forms part of the Company's Annual Report for the year 2022 submitted on April 12, 2023.</p> <p>Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a></p>	

**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**

<p>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.</p>	<p>Compliant</p>	<p>Please refer to the Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a></p>	
--	------------------	--	--

**Supplemental to Principle 11**

<p>1. Company has a website disclosing up-to-date information on the following:</p>	<p>Compliant</p>	<p>Please refer to the Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a></p>	
---	------------------	--	--



a. Financial statements/reports (latest quarterly)	Compliant		
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		
d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		
<b>Additional Recommendation to Principle 11</b>			
1. Company complies with SEC-prescribed website template.	Compliant	Please refer to the Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a>  The Company complies with SEC-prescribed website template.	
<b>Internal Control System and Risk Management Framework</b>			
<b>Principle 12:</b> To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
<b>Recommendation 12.1</b>			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 6	

<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Compliant</p>	<p>Principle 12 (Internal Control System and Risk Management Framework).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p> <p>Company Website Enterprise Risk Management <a href="https://omico.com.ph/wp-content/uploads/2019/05/OMICO-RISK-MANAGEMENT-SYSTEM.pdf">https://omico.com.ph/wp-content/uploads/2019/05/OMICO-RISK-MANAGEMENT-SYSTEM.pdf</a></p>	
<p><b>Supplement to Recommendations 12.1</b></p>			
<p>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.</p>	<p>Compliant</p>	<p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 1 (Establishing a Competent Board) Section F (The Compliance Officer).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	
<p><b>Optional: Recommendation 12.1</b></p>			
<p>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.</p>	<p>Compliant</p>	<p>The Company has developed a Business Continuity Plan on how to respond to events that significantly disrupt the Company's business. Since the timing and impact of disasters and disruptions is unpredictable, the Company will have to be flexible in responding to actual events as they occur.</p>	

<b>Recommendation 12.2</b>			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	The Internal Audit function is outsourced.  Internal Auditor: Ederlinda F. Vanta	
<b>Recommendation 12.3</b>			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	Ms. Juana Lourdes M. Buyson is the Chief Audit Executive appointed by the Board.	
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	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 6 Principle 12 (Internal Control System and Risk Management Framework).	
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	<a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 4 Principle 2 (Establishing Clear Roles and Responsibilities of the Board) Section B (Duties and Responsibilities).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>  Risk management is a fundamental part of the Company's strategy and	

		<p>effective corporate governance. The Board and the Audit Committee are responsible for determining the Company's risk profile, overseeing the Company's risk management framework, reviewing the Company's key risks mitigation strategies and ensuring effectiveness of risk management policies and procedures.</p> <p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a>  <i>Board Committee Charters -  Audit Committee Charter</i></p>	
<b>Supplement to Recommendation 12.4</b>			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	The Board of Directors, the Audit Committee and Management meet regularly to identify key risk areas and performance indicators and monitor these factors with due diligence to enable the Company to anticipate and prepare for possible threats to its operational and financial viability.	
<b>Recommendation 12.5</b>			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	The Board of Directors, the Audit Committee and Management meet regularly to identify key risk areas and performance indicators and monitor these factors with due diligence to enable the Company to anticipate	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant		

		and prepare for possible threats to its operational and financial viability.	
<b>Additional Recommendation to Principle 12</b>			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	The Board of Directors required a Management Attestation Statement from the CEO and Compliance Officer containing representations, among others, that a sound internal control and compliance system is in place and working effectively.	
<b>Cultivating a Synergic Relationship with Shareholders</b>			
<b>Principle 13:</b> The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
<b>Recommendation 13.1</b>			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 7 Principle 13 (Promoting Shareholders' Rights).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a>	
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share.	Compliant	Please refer to the Company's Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting (Item 4).  Company Website	

		<a href="https://omico.com.ph/">https://omico.com.ph/</a>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	<p>Please refer to the Company's Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting (Item 4).</p> <p>Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a></p> <p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 7 Principle 13 (Promoting Shareholders' Rights).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	
3. Board has an effective, secure, and efficient voting system.	Compliant	<p>Please refer to the Company's Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting (Item 19).</p> <p>Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a></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.	Compliant	<p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 7 Principle 13 (Promoting Shareholders' Rights).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	

5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 7 Principle 13 (Promoting Shareholders' Rights).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant		
7. Company has a transparent and specific dividend policy.	Compliant		
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	Stock Transfer Service, Inc.	
<b>Recommendation 13.2</b>			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	The Notice of Annual Stockholders' Meeting together with the Company's Information Statement/Annual Report were distributed through the following methods:  1) By the publication of the Notice of the Meeting in the Daily Tribune and Malaya Business Insight on May 3 and May 4, 2022, in both print and online formats; 2) By disclosure to the PSE resulting in the posting of the Notice of the Meeting, Information Statement and the other relevant materials on the PSE EDGE disclosure portal; and	

	<p>3) By uploading the same documents on the Company website.</p> <p>These methods were in compliance with the Notice of the SEC dated April 20, 2020, which was issued in order to provide publicly-listed companies an alternative mode of complying with the requirements for the distribution to its stockholders of notices and materials for their respective annual meeting.</p> <p>The Notice of the Meeting and other relevant materials were released on May 6, 2022 which is at least 21 days prior to the meeting date of May 27, 2022, in accordance with the Revised Corporation Code and applicable SEC regulations.</p> <p>Through the Notice of the Annual Meeting, stockholders were informed that the meeting would be conducted online by remote communication in lieu of physical meeting. The Information Statement included the <i>Procedures for Participating in the Meeting and for Voting Through Remote Communication or in Absentia</i>.</p> <p>The Company's disclosure on the actual date, time and place of the annual stockholders' meeting is</p>	
--	---	--



		<p>submitted to the PSE and SEC more than 28 days before the annual meeting.</p> <p>Any corporate decisions for approval by the stockholders are included in the Notice/Agenda for the annual stockholders' meeting.</p> <p>Please refer to the Company's Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting.</p> <p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a></p>	
--	--	---	--

**Supplemental to Recommendation 13.2**

1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	<p>Company Website  <a href="https://omico.com.ph/notice-of-annual-or-special-stockholders-meeting/">https://omico.com.ph/notice-of-annual-or-special-stockholders-meeting/</a>  <i>Notice of Annual Stockholders' Meeting</i></p>	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	<p>Please refer to the Company's Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting (Item 5).</p> <p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a></p>	
b. Auditors seeking appointment/re-appointment	Compliant	<p>Please refer to the Company's Definitive Information Statement in</p>	

		connection with the 2022 Annual Shareholders Meeting (Item 7).  Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a>	
c. Proxy documents	Compliant	Company Website <a href="https://omico.com.ph/notice-of-annual-or-special-stockholders-meeting/">https://omico.com.ph/notice-of-annual-or-special-stockholders-meeting/</a> <i>Notice of Annual Stockholders' Meeting</i>	
<b>Optional: Recommendation 13.2</b>			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Please refer to the Company's Definitive Information Statement in connection with the 2022 Annual Shareholders Meeting (Rationale for Agenda Items).  Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a>	
<b>Recommendation 13.3</b>			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	The Results of the Annual Stockholders Meeting held on May 27, 2022 was disclosed on the same day.	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	Company Website <a href="https://omico.com.ph/wp-content/uploads/2022/06/OMICO-MINUTES-of-ASM-2022.05.27.pdf">https://omico.com.ph/wp-content/uploads/2022/06/OMICO-MINUTES-of-ASM-2022.05.27.pdf</a>	

		<i>Minutes of Annual Stockholders' Meeting</i>	
<b>Supplement to Recommendation 13.3</b>			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	Messrs. Domingo A. Daza, Jr. and Chester Nimitz F. Salvador of R. R. Tan & Associates CPAs, the Company's external auditor, were present at the Annual Stockholders' Meeting held on May 27, 2022.	
<b>Recommendation 13.4</b>			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	The following is the alternative dispute resolution adopted by the Company in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities:  Disputes between the Company and the stockholders, stakeholders and regulators, if any, are resolved by negotiation and mediation. Through negotiation and mediation, the Company can strive for conflict prevention rather than conflict resolution.	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 7 Principle 13 (Promoting Shareholders' Rights).	

		<a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	The Company's Investor Relations Officer (IRO) is:  Atty. Emilio S. Teng Tel. No. 8813-6827 Fax No. 8817-9865 tnclawoffice@gmail.com	
2. IRO is present at every shareholder's meeting.	Compliant	Atty. Emilio S. Teng was present during Annual Stockholders' Meeting held on May 27, 2022.	
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 7 Principle 13 (Promoting Shareholders' Rights).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	As of December 31, 2022, the total number of shares owned by the public is 887,835,590 or 84.52% of the total issued and outstanding shares of the Company of 1,050,461,673 shares.	

**Optional: Principle 13**

1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 7 Principle 13 (Promoting Shareholders' Rights).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 7 Principle 13 (Promoting Shareholders' Rights).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	

**Duties to Stakeholders**

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

**Recommendation 14.1**

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 8 Principle 14 (Respecting Rights of Stakeholders and Effective Redress for Violation of Stakeholder's Rights).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
---	-----------	--	--

**Recommendation 14.2**

<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>Compliant</p>	<p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 8 Principle 14 (Respecting Rights of Stakeholders and Effective Redress for Violation of Stakeholder's Rights).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	
--	------------------	---	--

**Recommendation 14.3**

<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>Compliant</p>	<p>The Board shall adopt a transparent framework and process that allow stakeholders to communicate with the Company and obtain redress for the violation of their rights.</p> <p>The Company's stakeholders play a role in its growth and long-term viability. As such, it is crucial for the Company to maintain open and easy communication with its stakeholders. This can be done through stakeholder engagement touch points in the Company such as the Investor Relations Officer, Office of the Corporate Secretary and Customer Relations Office</p> <p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 8 Principle 14 (Respecting Rights of Stakeholders and Effective Redress for Violation of Stakeholder's Rights).</p>	
---	------------------	--	--

		<p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p> <p>Provide information on whistleblowing policy, practices and procedures for stakeholders</p> <p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a>  <i>Code of Business Conduct and Ethics</i>  <i>Other Company Policies</i></p>	
<b>Supplement to Recommendation 14.3</b>			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	<p>Compliant</p>	<p>The following is the alternative dispute resolution adopted by the Company in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities:</p> <p>Disputes between the Company and the stockholders, stakeholders and regulators, if any, are resolved by negotiation and mediation. Through negotiation and mediation, the Company can strive for conflict prevention rather than conflict resolution.</p> <p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 8 Principle 14 (Respecting Rights of</p>	

		Stakeholders and Effective Redress for Violation of Stakeholder's Rights).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Additional Recommendations to Principle 14</b>			
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	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 8 Principle 14 (Respecting Rights of Stakeholders and Effective Redress for Violation of Stakeholder's Rights).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
2. Company respects intellectual property rights.	Compliant	<a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Optional: Principle 14</b>			
1. Company discloses its policies and practices that address customers' welfare	Compliant	Offer products and services that meet clients' needs and expectations in a fair and professional manner.  For the Company's Sta. Rosa Homes real estate project, the housing units are delivered to buyers in the quality, time and price agreed upon.  Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 8 Principle 14 (Respecting Rights of Stakeholders and Effective Redress for Violation of Stakeholder's Rights).	



		<a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	<p>Conduct business affairs with suppliers, creditors and other counterparties according to contracted trading terms and conditions in a fair and ethical manner. Avoid any dishonest actions that may infringe upon the rights of counterparties as established by law or through mutual agreements.</p> <p>The Company's suppliers and contractors are paid promptly.</p> <p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 8 Principle 14 (Respecting Rights of Stakeholders and Effective Redress for Violation of Stakeholder's Rights).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	
<b>Principle 15:</b> A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
<b>Recommendation 15.1</b>			
1. Board establishes policies, programs and procedures that encourage employees to	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 8	

actively participate in the realization of the company's goals and in its governance.		Principle 15 (Encouraging Employees Participation).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Supplement to Recommendation 15.1</b>			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	During the Annual Stockholders' Meeting held on April 27, 2007, the stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock approved the allocation of ten percent (10%) of the Company's outstanding capital stock for the grant of stock options to the Company's deserving employees, officers and board members which rules shall be determined by the Compensation Committee and approved by the Board of Directors. The terms and conditions governing the proposed stock option plan still has to be determined by the Company's Compensation Committee and approved by the Board of Directors.	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	The Company recognizes its duties as an employer to ensure the health, safety and welfare of all its employees.  The employees are provided with office uniforms allowance, annual medical checkup, medicines, transportation and lodging for out-of-	

		town trips. Employees are given financial medical assistance.	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>The Company encourages its employees to attend trainings/seminars related to their job functions.</p> <p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 8 Principle 15 (Encouraging Employees Participation).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	
<b>Recommendation 15.2</b>			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	<p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 8 Principle 15 (Encouraging Employees Participation).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p> <p>Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a> <i>Code of Business Conduct and Ethics</i> <i>Other Company Policies</i></p>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 8	

		Principle 15 (Encouraging Employees Participation).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>	
<b>Supplement to Recommendation 15.2</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	<p>Company Website <a href="https://omico.com.ph/">https://omico.com.ph/</a> <i>Code of Business Conduct and Ethics</i> <i>Other Company Policies</i></p> <p>Zero tolerance. The Company is committed to the highest level of ethical behavior and compliance with laws and regulations. The Company expects that all employees and business partners will conduct themselves in accordance with the Company's values, policies and procedures and the laws relating to bribery and corruption.</p> <p>No director, officer or employee shall solicit or accept gifts, payments, loans, services or any form of compensation from suppliers, customers, competitors or others seeking to do business with the Company.</p>	
<b>Recommendation 15.3</b>			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 8	

<p>illegal or unethical practices, without fear of retaliation</p>		<p>Principle 15 (Encouraging Employees Participation).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p> <p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a>  <i>Code of Business Conduct and Ethics</i>  <i>Other Company Policies</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>The employees are encouraged to freely communicate their concerns about illegal or unethical practices to the Board and their rights should not be compromised for doing so. Any such report may be made anonymously. Confidentiality will be maintained, to the extent permitted by law.</p> <p>Company Website  <a href="https://omico.com.ph/">https://omico.com.ph/</a>  <i>Code of Business Conduct and Ethics</i>  <i>Other Company Policies</i></p>	
<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compliant</p>	<p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 8 Principle 15 (Encouraging Employees Participation).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p> <p>Company Website</p>	

		<a href="https://omico.com.ph/">https://omico.com.ph/</a> <i>Code of Business Conduct and Ethics</i> <i>Other Company Policies</i>	
<b>Principle 16:</b> The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
<b>Recommendation 16.1</b>			
1. Company recognizes and places importance on the interdependence between business and society and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 8 Principle 16 (Encouraging Sustainability and Social Responsibility).  <a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a>  Company Website <a href="https://omico.com.ph/corporate-social-responsibility/">https://omico.com.ph/corporate-social-responsibility/</a> <a href="https://omico.com.ph/corporate-social-responsibility/">https://omico.com.ph/</a> <i>Corporate Social Responsibility</i>	
<b>Optional: Principle 16</b>			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	The Company aims to achieve consistently high standards of behavior towards society and the environment and adhere to the safety and pollution control standards in business operations.	

		<p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 8 Principle 16 (Encouraging Sustainability and Social Responsibility).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	<p>Please refer to the Company's New Manual on Corporate Governance adopted in June 2020 – Article 8 Principle 16 (Encouraging Sustainability and Social Responsibility).</p> <p><a href="https://omico.com.ph/manual-on-corporate-governance/">https://omico.com.ph/manual-on-corporate-governance/</a></p>	

**OMICO CORPORATION**

**Integrated Annual Corporate Governance Report (I-ACGR)**

December 31, 2022

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of \_\_\_\_\_ on \_\_\_\_\_, 20\_\_.

**SIGNATURES**

  
TOMMY KIN HING TIA  
(Signature over Printed Name)

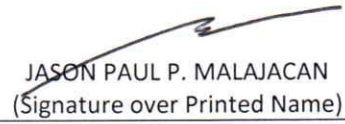
**Chairman of the Board**

  
ANNA MEI NGA TIA  
(Signature over Printed Name)

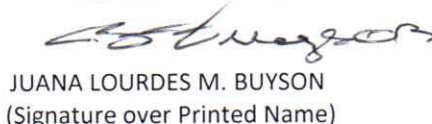
**Chief Executive Officer**

  
RICARDO R. BLANCAFLOR  
(Signature over Printed Name)

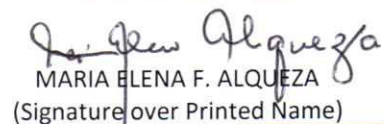
**Independent Director**

  
JASON PAUL P. MALAJACAN  
(Signature over Printed Name)

**Independent Director**

  
JUANA LOURDES M. BUYSON  
(Signature over Printed Name)

**Compliance Officer**

  
MARIA ELENA F. ALQUEZA  
(Signature over Printed Name)

**Corporate Secretary**

**MAY 26 2023**

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_, affiant(s) exhibiting to me their competent evidence of identity as follows:

NAME	Tax Identification No. (TIN)
TOMMY KIN HING TIA	105-834-884
ANNA MEI NGA TIA	103-915-047
RICARDO R. BLANCAFLOR	102-325-805
JASON PAUL P. MALAJACAN	233-836-859
JUANA LOURDES M. BUYSON	131-482-310
MARIA ELENA F. ALQUEZA	147-626-896

**NOTARY PUBLIC**

Doc No. 341  
Page No. 70  
Book No. 125  
Series of 2023

**FERDINAND D. AYAHAO**  
*Notary Public*  
For Pasig City, Valeros and San Juan City  
Appointment No. 108 (2022-2023) valid until 12/31/2023  
MCLE Exemption No. VII-BE003719 valid until 04/14/25  
Rol No. 46377; BFP LRN 07459, CR 555886; 06/21/2001  
TIN 123-011-785, EFR 0161665; 01/06/23; Pasig City  
Unit 5, West Tower FSE, Exchange Road  
Ortigas Center, Pasig City Tel. +632-86314090