

COVER SHEET

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(Company's Full Name)

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(Business Address: No. Street/City/Province)

Brian N. Edang

Contact Person

571-5948 / 871-4001

Registrant Telephone
Number

1	2	3	1
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Month *Day*
Calendar Year

I-ACGR

FORM TYPE

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Month *Day*
Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles
Number/Section

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Total No. of
Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December 31, 2019**
2. SEC Identification Number **39587**
3. BIR Tax Identification No. **000-806-396-000**
4. Exact name of issuer as specified in its charter **VISTAMALLS, INC.**
5. **Philippines**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **Lower Ground Floor, Building B, EVIA Lifestyle Center, Vista City** **1747**
Daanghari, Almanza II, Las Piñas City Postal Code
Address of principal office
8. **(632) 8571-5948**
Issuer's telephone number, including area code
9. **STARMALLS, INC.**
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION																
The Board's Governance Responsibilities																			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.																			
Recommendation 1.1																			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A for the year 2019 through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php																	
2. Board has an appropriate mix of competence and expertise.	Compliant	Please refer to the Company's website for the directors' profile and qualifications through this link http://www.starmalls.com.ph/documents/board-of-directors.php																	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant																		
Recommendation 1.2																			
1. Board is composed of a majority of non-executive directors.	Compliant	<p>Out of the seven (7) directors, 4 are non-executives (2 are independent directors) and 3 directors hold the executive position.</p> <table border="0" data-bbox="1003 1038 1630 1329"> <thead> <tr> <th align="left">Director's Name</th> <th align="left">Type</th> </tr> </thead> <tbody> <tr> <td>Manuel B. Villar Jr</td> <td>Non- Executive</td> </tr> <tr> <td>Manuel Paolo A. Villar</td> <td>Executive</td> </tr> <tr> <td>Cynthia J. Javarez</td> <td>Executive</td> </tr> <tr> <td>Camille A. Villar</td> <td>Executive</td> </tr> <tr> <td>Adisorn Thananun-Narapool</td> <td>Non- Executive</td> </tr> <tr> <td>Joel L. Bodegon</td> <td>Independent Director</td> </tr> <tr> <td>Raul N. Esteban</td> <td>Independent Director</td> </tr> </tbody> </table>	Director's Name	Type	Manuel B. Villar Jr	Non- Executive	Manuel Paolo A. Villar	Executive	Cynthia J. Javarez	Executive	Camille A. Villar	Executive	Adisorn Thananun-Narapool	Non- Executive	Joel L. Bodegon	Independent Director	Raul N. Esteban	Independent Director	
Director's Name	Type																		
Manuel B. Villar Jr	Non- Executive																		
Manuel Paolo A. Villar	Executive																		
Cynthia J. Javarez	Executive																		
Camille A. Villar	Executive																		
Adisorn Thananun-Narapool	Non- Executive																		
Joel L. Bodegon	Independent Director																		
Raul N. Esteban	Independent Director																		

Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance item no. 2B through this link http://www.starmalls.com.ph/documents/uploads/ST_R_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. Company has an orientation program for first time directors.	Compliant	In compliance with the Company's Revised Manual on Corporate Governance, a first time director, before assuming such position, shall be required to attend a seminar on corporate governance conducted by a private or government institute.	
3. Company has relevant annual continuing training for all directors.	Compliant	Last 2019, except for the Chairman of the Board, all the directors and key officers of the Company have attended a seminar on Corporate Governance conducted by SEC's accredited training providers. Please see link for the directors and key officers' Certificate of Attendance with a report or circular numbers CR00229-2020 and CR00098-2020 for the year 2019, CR07701-2018 and CR07372-2018 for the year 2018, CR08078-2017 and CR08159-2017 for the year 2017. http://edge.pse.com.ph/companyDisclosures/form.do?cmpyid=147	<p>The Chairman seek an exemption for the attendance in the Seminar on Corporate Governance which was granted by SEC. Please see attached letter request and the SEC approval.</p>  <p>SECURITIES AND EXCHANGES COMMISSION CORPORATE GOVERNANCE AND FINANCE DEPARTMENT 12 December 2016</p> <p>Mr. Gerardo M. Santos Corporate Secretary Vista Land & Lifescapes, Inc. 2nd Level Commercial, Las Pinas City Station Annex Philam Life Village, Pasig City Las Pinas City 1716</p> <p>Re: Request for Exemption from Training Requirement for Mr. Manuel B. Villar, Jr.</p> <p>Gentlemen:</p> <p>This refers to your letter dated 15 November 2016 requesting exemption of Mr. Manuel B. Villar, Jr. from the annual Corporate Governance training requirement under SEC Memorandum Circular No. 20, Series of 2013.</p> <p>Please be informed that the Commission, in its en banc meeting on 06 December 2016, resolved to GRANT the said request. Mr. Manuel B. Villar, Jr. is granted an exemption from the 2016 training requirements.</p> <p>Very truly yours, Julius C. Chuaquigan Director</p>
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	The Nomination Committee reviews and evaluates all persons nominated and elected to the Board of Director in accordance with the qualifications, as provided by the Board of	

		Directors, which promotes diversity of experience, background and competencies. Board of Directors are composed of 5 males and 2 females.	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	The Company is committed to some principles in implementing board diversity which are discussed in its Revised Manual for Corporate Governance. The said document can be viewed through this link http://www.starmalls.com.ph/documents/uploads/ST_R_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	MA. NALEN SJ. ROSERO , Chief Information Officer and Corporate Secretary, graduated salutatorian from the San Beda College of Law in 1997. She is currently the Corporate Secretary and a Director of the following companies: Household Development Corporation, Brittany Corporation, Crown Asia Properties, Vista Residences, Inc., Communities Philippines, Inc., Camella Homes, Inc., Mandalay Resources, Inc., Prima Casa Land & Houses, Inc., Vista Leisure Club, Inc., and Brittany Estates Corporation. She is also a Director of Manuela Corporation and Masterpiece Properties, Inc., and the Corporate Secretary of Vistamalls, Inc. (formerly Starmalls, Inc.). From 1997 to 2000, she was an Associate in the Litigation Group of Angara Abello Concepcion Relaga & Cruz (ACCRA) Law Offices. Please refer to the Revised Manual on Corporate Governance for the duties and	
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		

		functions of the Corporate Secretary through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	In compliance to the Revised Manual on Corporate Governance, the Corporate Secretary have been attending seminars annually on Corporate Governance.	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	The Corporate Secretary distributes notice of meetings and relevant board meeting materials five days before the scheduled meeting through electronic mails.	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	JO MARIE LAZARO-LIM , Compliance Officer and Assistant Corporate Secretary, graduated from University of Sto. Tomas with a degree in Bachelor of Arts in Legal Management and she earned her law degree from San Beda College of Law. She joined Manuela Corporation in 2003. She is currently the Corporate Secretary of Manuela Corporation and Masterpiece Asia Properties, Inc., as well as the other affiliate companies of the group. Please refer to the Revised Manual on Corporate Governance for the duties and functions of the Compliance Officer through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3. Compliance Officer is not a member of the board.	Compliant		
4. Compliance Officer attends training/s on corporate governance.	Compliant	The Compliance Officer attended the Joint Forum on the Revised Corporation Code for the year 2019, 5 th SEC-PSE Corporate	

		Governance Forum for the year 2018, Parliamentary Procedures for Board Directors and Top Management for the year 2017 conducted by the training providers that are duly accredited by the Commission.	
Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	The members of the Board of Directors are provided with the relevant materials and information five days prior to the meeting for their reference and evaluation. Each item in the agenda that requires approval from the board are discussed and deliberated by the Board prior to the approval.	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	The quarterly and the annual financial statements and operating results of the Company are presented and discussed to the Audit Committee and to the Board of Directors for approval for filing to the relevant regulatory agencies. The annual budget and pipeline projects are also presented for the approval of the Board.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant		
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	Please refer to the Company's website through this link http://www.starmalls.com.ph/documents/index.php The Board formulated the Corporation's vision, mission, strategic objectives, policies and procedures that shall guide its activities, including the means to effectively monitor	

		Management's performance which is subject to quarterly review together with the Manual on Corporate Governance unless the same frequency is amended by the Board.	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	The Board of Directors conducts their meeting on a regular basis to facilitate effective management performance that is attuned to the company's business environment, and culture.	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	MANUEL B. VILLAR JR. , Chairman, was Senator of the Philippines from 2001 to June 2013. He served as Senate President from 2006 to 2008. He also served as a Congressman from 1992 to 2001 and as Speaker of the House of Representatives from 1998 to 2000. A Certified Public Accountant, Mr. Villar graduated from the University of the Philippines in 1970 with the degree of Bachelor of Science in Business Administration and in 1973 with the degree of Masters in Business Administration. He founded Camella Homes in the early 1970s and successfully managed said company over the years, to become the largest homebuilder in the Philippines now known as the Vista Land Group. Mr. Villar is also Chairman of the Board of Vistamalls, Inc. (formerly Starmalls, Inc.), AllHome Corp., AllValue Holdings Corp. and Golden Bria Holdings, Inc. He is a member of the following organizations: Makati Business Club, Manila Golf Club, Management Association of the Philippines, Financial Executive Institute of the Philippines (FINEX), Philippine Institute of Certified Public Accountants, and the Villar Social Institute for Poverty Alleviation and Governance (SIPAG).	

Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	The Company's Board has established the following practices in terms of succession planning:	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	<ol style="list-style-type: none"> 1. Identify those individuals with the potential to assume greater responsibility in the organization 2. Define the competencies and motivational profile required to undertake those key roles 3. Provide critical development experiences to those that can move into those key roles 4. Engage the leadership in supporting the development of high potential leaders 5. Build a database that can be used to make better staffing decisions for key jobs 	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	The Company's remuneration policy and its implementation, including the relationship between remuneration and performance is discussed in its 2016 Annual Corporate Governance Report and the Revised Manual on Corporate Governance, both of which can be viewed and/or downloaded through https://www.starmalls.com.ph/documents/acgr.php	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	The Compensation and Remuneration Committee reviews and recommends to the Board for approval the remuneration of senior executives.	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	Please refer to the 2016 Annual Corporate Governance Report for his information and functions https://www.starmalls.com.ph/documents/acgr.php	

Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	<p>In accordance with the Company's Revised Manual on Corporate and Amended By-Laws, all nominations for election of director by the stockholder shall be submitted in writing to the Nominations Committee. The said committee pre-screens the qualifications of the nominees, and prepares the final list of candidates. Such final list is made available to the stockholders through sending out the information statement, pursuant to the SRC Rule 20. Only nominees in the final list will be eligible for election. The election of directors is held on the last Monday of June and at each annual meeting thereafter.</p> <p>Pursuant to the Revised Manual on Corporate Governance of the Company, directors must have the following qualifications:</p> <ol style="list-style-type: none"> 1. He/she should hold at least one (1) share of stock of the Corporation. 2. He/she shall be at least a college graduate or have sufficient experience in managing the business to substitute for such formal education. 3. He/she shall be at least twenty one (21) years old. 4. He shall have proven to possess integrity and probity. 5. He shall be assiduous. <p>A minority shareholder of the Company nominates the candidate for independent directors. Please refer to the Definitive Information Statement SEC Form 20-IS of the Company filed this year 2020 through this link</p>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		

		http://www.starmalls.com.ph/documents/sec-information-statement.php	
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.			
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	The Company has a Material Related Party Transactions Policy to ensure that the RPTs are conducted in a manner that will protect the Company and all its stakeholders from conflict of interest which may arise from such transactions, that the RPTs are entered into arms-length or at terms at least comparable to those available to unrelated third parties, and that these transactions shall be disclosed, reviewed, approved in accordance with this Policy and consistent with the principles of transparency and fairness.	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	Please refer to the Company's Policy on Material Related Party Transactions through this link. https://www.starmalls.com.ph/documents/uploads/S-TR-Material%20RPT%20Policy_26Oct2019.pdf	

Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	Please refer to the Company's Policy on Material Related Party Transactions through this link. https://www.starmalls.com.ph/documents/uploads/S-TR-Material%20RPT%20Policy_26Oct2019.pdf	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Compliant	Manner of voting is provided for the Information Statement for each meeting of shareholders.	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive	Compliant	Please refer to the Company's Revised Manual on Corporate Governance and specifically on the minutes posted on the Company's website on June 24, 2019 which includes the various board committees formed for the year. Among those committees is the Management Committee, which is composed of the following: Manuel Paolo A. Villar Cynthia J. Javarez Camille A. Villar Brian N. Edang Rowena B. Bandigan	

2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	The Board assesses management on an annual basis. Refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
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		
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	The control environment of the Corporation consists of (a) the Board which ensures that the Corporation is properly and effectively managed and supervised; (b) a Management that actively manages and operates the corporation in a sound and prudent manner; (c) the organizational and procedural controls supported by effective management information and risk management reporting systems; and (d) an independent audit mechanism to monitor the adequacy and effectiveness of the Corporation's governance, operations, and information systems, including the reliability and integrity of financial and operational information, the effectiveness and efficiency of operations, the	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant		

		<p>safeguarding of assets, and compliance with laws, rules, regulations and contracts.</p> <p>Please refer to Section G – Internal Audit and Control of the Company's 2016 Annual Corporate Governance Report which can be viewed and/or downloaded through this link https://www.starmalls.com.ph/documents/acgr.php</p>	
3. Board approves the Internal Audit Charter.	Compliant	<p>The Board approves the Internal Audit Charter which can be viewed and/or downloaded through this link http://www.starmalls.com.ph/documents/uploads/a-cc-201504-1.pdf</p>	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	<p>Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf</p>	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant		
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	<p>Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf</p>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website.	Compliant		

Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	The Company has a clear insider trading policy which can be viewed through its website http://www.starmalls.com.ph/documents/company-policies.php	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	The Company has established various board committees. For more details and information of those established committees, please refer to Section E of the Company's 2016 Annual Corporate Governance Report, Revised Manual on Corporate Governance, and the Company's website for the existing board committees of the Company including the members thereof which can be viewed through these links: https://www.starmalls.com.ph/documents/acgr.php http://www.starmalls.com.ph/documents/board-committees.php	

Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	Information regarding the Audit Committee including its functions are discussed in the Company's 2016 Annual Corporate Governance Report and Revised Manual on Corporate Governance, which can be viewed through this link https://www.starmalls.com.ph/documents/acgr.php	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	Please refer to the Company's 2016 Annual Corporate Governance Report which can be viewed through this link https://www.starmalls.com.ph/documents/acgr.php and http://www.starmalls.com.ph/documents/board-committees.php for the information on the members of the Audit Committee, including their qualifications and type of directorship.	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A for the year 2019 through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php Please refer to the Definitive Information Statement SEC Form 20-IS of the Company filed this year 2020 through this link http://www.starmalls.com.ph/documents/sec-information-statement.php	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Non-Compliant	RAUL N. ESTEBAN , graduated from the Ateneo de Manila University with a degree of Bachelor of Science in Management Engineering. He became a brand manager of Unilever Philippine from 1983 to 1986. He was the Country Representative of PPF (A Subsidiary of Unilever) from 1986 to 1988. He was Founding Partner of AGB-Nielsen Philippines and was Chairman until 2012. He held various positions	While Mr. Esteban is also the chairman of other committee specifically the Board Risk Oversight Committee (BROC), we believe that it won't hinder his optimum performance for both committees since Audit Committee and BROC have interrelated functions. For a long

		in the Advertising Board of the Philippines, Advertising Congress, MORES (Marketing & Opinion Research Society of the Philippines) and ESOMAR (World Association of Marketing, Social, and Opinion Research) from 2000 to present. Currently, he is the Managing Director of Philippine Survey and Research Center Inc.	time prior to establishing BROCC, the members of the Audit Committee have been performing the functions of BROCC.
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	The Company's Revised Corporate Governance Manual provides that the audit committee shall, among other activities, (i) evaluate significant issues reported by the external auditors in relation to the adequacy, efficiency and effectiveness of policies, controls, processes and activities of the Company; (ii) ensure that other non-audit work provided by the external auditors are not in conflict with their functions as external auditors; and (iii) ensure the compliance of the Company with acceptable auditing and accounting standards and regulations.	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	Quarterly and Annual Financial Statements are presented to the Audit Committee prior to presentation to the Board of Directors for approval.	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	Quarterly and Annual Financial Statements are presented to the Audit Committee prior to presentation to the Board of Directors for approval. Audit Committee met four times during the year.	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	

Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	The Board established the Corporate Governance Committee to assist the Board in the performance of its corporate governance responsibilities. Information regarding the committee including its functions are discussed in the Revised Manual on Corporate Governance which can be viewed through this link http://www.starmalls.com.ph/documents/uploads/ST_R_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non-Compliant	The composition of the Corporate Governance Committee is as follows:	The Company currently has two (2) independent directors, consistent with the Implementing Rules and Regulations of the Securities Regulation Code and the Company's By-Laws.
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	Joel L. Bodegon (Independent Director) – Chairman Raul N. Esteban (Independent Director) – Member Manuel B. Villar, Jr. - Member	
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.	Compliant	The Corporate Governance Committee met twice during the year. The I-ACGR is one of the agenda of one of the meetings of Corporate Governance Committee.	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	The Board established the Corporate Governance Committee to assist the Board in the performance of its corporate governance responsibilities. Information regarding the committee including its functions are discussed in the Revised Manual on Corporate Governance which can be viewed through this link http://www.starmalls.com.ph/documents/uploads/ST_R_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	While Mr. Esteban is also the chairman of other committee specifically the Audit Committee, we believe that it won't hinder his optimum performance for both committees since Audit Committee and BROC have interrelated functions. For a long time prior to establishing BROC, the members of the Audit
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant		

3. The Chairman of the BROCC is not the Chairman of the Board or of any other committee.	Non-Compliant	The composition of the Board Risk Oversight Committee is as follows: Raul N. Esteban (Independent Director) – Chairman Joel L. Bodegon (Independent Director) – Member Manuel Paolo A. Villar - Member	Committee have been performing the functions of BROCC.
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	Compliant	The members of the BROCC have relevant thorough knowledge and experience on risk and risk management.	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	The Board established the Related Party Transactions Committee which is tasked with reviewing all material related party transactions of the company. Information regarding the committee including its functions are discussed in the Revised Manual on Corporate Governance which can be viewed through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant		
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 Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		
3. Committee Charters were fully disclosed on the company's website.	Compliant	Please refer to this link http://www.starmalls.com.ph/documents/board-committees.php	

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

Recommendation 4.1

<p>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.</p>	<p>Compliant</p>	<p><i>Attendance in Board Meetings</i></p> <p>Attendance of each director if the Corporation in Board meetings held during the year 2019 as follows:</p> <table border="1" data-bbox="1010 424 1621 624"> <thead> <tr> <th></th> <th><i>Apr 08</i></th> <th><i>May 02</i></th> <th><i>May 14</i></th> <th><i>Jun 24</i></th> <th><i>Jul 19</i></th> <th><i>Aug 13</i></th> <th><i>Sep 30</i></th> <th><i>Oct 17</i></th> <th><i>Nov 13</i></th> </tr> </thead> <tbody> <tr> <td>Manuel B. Villar Jr.</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> </tr> <tr> <td>Manuel Paolo A. Villar</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> </tr> <tr> <td>Benjaminarie Therese N. Serrano</td> <td>P</td> <td>P</td> <td>P</td> <td>A</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Cynthia J. Javarez</td> <td>-</td> <td>-</td> <td>-</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> </tr> <tr> <td>Camille A. Villar</td> <td>P</td> <td>P</td> <td>P</td> <td>A</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> </tr> <tr> <td>Adisorn Thananan-Narapool</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Joel L. Bodegon</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> </tr> <tr> <td>Raul Juan N. Esteban</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> <td>P</td> </tr> </tbody> </table> <p>Refer to the Definitive Information Statement SEC Form 20-IS of the Company filed this year 2020 through this link http://www.starmalls.com.ph/documents/sec-information-statement.php</p>		<i>Apr 08</i>	<i>May 02</i>	<i>May 14</i>	<i>Jun 24</i>	<i>Jul 19</i>	<i>Aug 13</i>	<i>Sep 30</i>	<i>Oct 17</i>	<i>Nov 13</i>	Manuel B. Villar Jr.	P	P	P	P	P	P	P	P	P	Manuel Paolo A. Villar	P	P	P	P	P	P	P	P	P	Benjaminarie Therese N. Serrano	P	P	P	A	-	-	-	-	-	Cynthia J. Javarez	-	-	-	P	P	P	P	P	P	Camille A. Villar	P	P	P	A	P	P	P	P	P	Adisorn Thananan-Narapool	-	-	-	-	-	-	-	-	-	Joel L. Bodegon	P	P	P	P	P	P	P	P	P	Raul Juan N. Esteban	P	P	P	P	P	P	P	P	P	
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<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>Compliant</p>	<p>It is a practice embodied by all the members of the board of directors and committee members of the Company to devote time and attention necessary to properly and effectively perform their duties and to familiarize themselves with the Company's business. For this purpose, the Corporate Secretary of the Company ensures that all the materials for board and committee meetings shall be distributed at least five business days prior the scheduled meeting.</p>																																																																																											
<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	<p>Compliant</p>	<p>Please refer to this link http://www.starmalls.com.ph/documents/sec-current-reports.php</p>																																																																																											

Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf . Also, please also refer to the Company's Definitive Information Statement for the Certificate of Independent Directors and the profile of the Non-Executive Directors which can be accessed through this link http://www.starmalls.com.ph/documents/sec-information-statement.php	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	During the year, there were no new directorship from our existing directors that needs notification.	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	All executive directors of the Company serve only in boards within the group.	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	All regular meetings of the Board are already scheduled before the start of the financial year.	
3. Board of directors meet at least six times during the year.	Compliant	The Board of Directors had a total of 9 meetings for the year 2019 as disclosed in the 20-IS Information Statement.	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Compliant	While it is not a legal requirement, historically, at least 2/3 of the directors are present in each of the Company's board meetings. Furthermore, while it is not a legal requirement, board decisions are usually either unanimous or have the concurrence of at least 2/3 of the Board.	

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

Recommendation 5.1

<p>1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.</p>	<p>Non-Compliant</p>		<p>The Company currently has two (2) independent directors, consistent with the Implementing Rules and Regulations of the Securities Regulation Code and the Company's By-Laws.</p> <p>The Company shall comply with the requirements under the Revised Code of Corporate Governance on independent directors as soon as practicable.</p>
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Recommendation 5.2

<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	<p>Compliant</p>	<p>The Nomination Committee is charged with ensuring that potential candidates for the Board are fully qualified as well as ensuring that the Board maintains adequate independent membership. Please see certificate of independent directors included in the 20-IS Definitive Information Statement through this link http://www.starmalls.com.ph/documents/sec-information-statement.php</p>	
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Supplement to Recommendation 5.2

<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	<p>Compliant</p>	<p>Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf</p>	
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Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Each of the Independent Directors of the Company has served for a cumulative term of eight years.	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	In compliance with SEC Memorandum Circular No. 4.	
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.	Not Applicable	All Independent Directors are still within the term limits.	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Chairman of the Board - Manuel B. Villar, Jr. President – Manuel Paolo A. Villar The President has the functions of a Chief Executive Officer.	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Non-Compliant	The Chairman of the Board is not an independent director. The Company believes there is no need for a lead independent director as the Company has only two independent directors and all directors of the Company have equal rights and obligations as such in any event.	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation	Compliant	No such case occurred during the year.	

abstain from taking part in the deliberations on the transaction.			
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Non-Compliant		The Company will adopt this recommendation.
2. The meetings are chaired by the lead independent director.	Non-Compliant		The Company will adopt this recommendation.
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	No member of the board is a former CEO/President of the Company.	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
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		
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 Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. The system allows for a feedback mechanism from the shareholders.	Compliant		

Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

Recommendation 7.1

1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Please refer to the Code of Business Conduct & Ethics as disclosed through this link http://www.starmalls.com.ph/documents/business-conduct.php	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Please refer to the Code of Business Conduct & Ethics as disclosed through this link http://www.starmalls.com.ph/documents/business-conduct.php	
3. The Code is disclosed and made available to the public through the company website.	Compliant	Please refer to the Code of Business Conduct & Ethics as disclosed through this link http://www.starmalls.com.ph/documents/business-conduct.php	

Supplement to Recommendation 7.1

1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/ST_R_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
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Recommendation 7.2

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 Code of Business Conduct & Ethics as disclosed through this link http://www.starmalls.com.ph/documents/business-conduct.php	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	Directors, Senior Management and Employees are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.	

Disclosure and Transparency

Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

Recommendation 8.1

1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	All disclosures of the Company are timely submitted to the PSE and SEC. http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=147 http://www.starmalls.com.ph/documents/sec-annual-reports.php	
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Supplement to Recommendations 8.1

1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Compliant	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Report</th> <th style="text-align: left;">Period Ending</th> <th style="text-align: left;">Date Published</th> <th style="text-align: left;">No. of Days</th> </tr> </thead> <tbody> <tr> <td>FY 2018</td> <td>12/31/2018</td> <td>4/15/2019</td> <td>105</td> </tr> <tr> <td>1Q 2019</td> <td>3/31/2019</td> <td>5/15/2019</td> <td>45</td> </tr> <tr> <td>2Q 2019</td> <td>6/30/2019</td> <td>8/14/2019</td> <td>45</td> </tr> <tr> <td>3Q 2019</td> <td>9/30/2019</td> <td>11/14/2019</td> <td>45</td> </tr> <tr> <td>FY 2019</td> <td>12/31/2019</td> <td>6/19/2020</td> <td>171</td> </tr> </tbody> </table>	Report	Period Ending	Date Published	No. of Days	FY 2018	12/31/2018	4/15/2019	105	1Q 2019	3/31/2019	5/15/2019	45	2Q 2019	6/30/2019	8/14/2019	45	3Q 2019	9/30/2019	11/14/2019	45	FY 2019	12/31/2019	6/19/2020	171	<p>The Company submitted its 2018 Annual Report (SEC Form 17-A), in compliance with PSE and SEC rules on submission of annual structured reports which is within 105 days after end of fiscal year.</p> <p>As to the 2019 Annual Report (SEC Form 17-A), SEC issued the Memorandum Circular No. 5, Series of 2020, extending the filing of Annual Reports and Audited Financial Statements for the year ended December 31, 2019 until June 30, 2020, in light of the implementation of an enhanced community quarantine for the entire Luzon due to COVID-19 starting March 17, 2020.</p>
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FY 2019	12/31/2019	6/19/2020	171																								
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders;	Compliant	Please refer to the Company's Annual Report SEC Form 17-A for the year 2019 through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php																									

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.			
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant		
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	Please see SEC Form 23-A and 23-B, 17-C on share buy-back. Please refer to the Company's Annual Report SEC Form 17-A for the year 2019 through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A for the year 2019 through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A for the year 2019 through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php	

Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A for the year 2019 through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A for the year 2019 through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-Compliant	Please refer to the Company's Annual Report SEC Form 17-A for the year 2019 through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php	We only disclose the aggregate compensation of the CEO and the Top 4 highest paid officers, as required to be disclosed under the Securities Regulation Code.
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A specifically on the Notes to Financial Statements on Related Party Transactions through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	No such transaction and conflict of interests exists during the year.	

Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	<p>Please refer to the Company's Annual Report SEC Form 17-A specifically on the Notes to Financial Statements on Related Party Transactions through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php</p> <p>You may also refer to the Company's Policy on Material Related Party Transactions through this link. https://www.starmalls.com.ph/documents/uploads/S-TR-Material%20RPT%20Policy_26Oct2019.pdf</p>	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	<p>Please see disclosures through the following links http://edge.pse.com.ph/companyDisclosures/form.do?cmpry_id=147 http://www.starmalls.com.ph/documents/index.php</p>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Not Applicable	No such transaction and conflict of interests exists during the year.	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	<p>Refer to the Definitive Information Statement SEC Form 20-IS of the Company filed this year 2020 through this link http://www.starmalls.com.ph/documents/sec-information-statement.php</p>	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link	

contained in its Manual on Corporate Governance (MCG).		http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Not Applicable	No changes made on the Corporate Governance Manual from previous practices during the year	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		Please refer to the Company's Annual Report SEC Form 17-A through this link	
a. Corporate Objectives	Compliant	http://www.starmalls.com.ph/documents/sec-annual-reports.php	
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		
f. Attendance details of each director in all directors meetings held during the year	Compliant		
g. Total remuneration of each member of the board of directors	Compliant		
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 SEC Form 17-A through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php	
3. The Annual Report/Annual CG Report discloses that the board of directors	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link	

conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.		http://www.starmalls.com.ph/documents/sec-annual-reports.php	
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	Please refer to the Company's Annual Report SEC Form 17-A through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php	
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 SEC Form 17-A through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php	

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 Audit Committee Charter through this link https://www.starmalls.com.ph/documents/uploads/a-cc-201504-1.pdf	
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	The Audit Committee has recommended the re-appointment of SGV & Co. as external auditors of the Company for fiscal year 2019. During the 2019 Annual Stockholders Meeting, 99.99% of the total voting shares represented in the meeting ratified the appointment of the external auditor.	
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.	Not Applicable	There was no removal of external auditors happened since the Company's existence.	

Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	The Company's lead audit partner from year 2015-2016 was Mr. Michael C. Sabado and was replaced by Ms. Cyril Jasmin B. Valencia from year 2017 up to present. For more info on the policy, please refer to the Audit Committee Charter through this link https://www.starmalls.com.ph/documents/uploads/a-cc-201504-1.pdf	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	Compliant	Please refer to the Audit Committee Charter through this link https://www.starmalls.com.ph/documents/uploads/a-cc-201504-1.pdf	
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	Please refer to the Audit Committee Charter through this link https://www.starmalls.com.ph/documents/uploads/a-cc-201504-1.pdf	
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	Please refer to the Audit Committee Charter through this link https://www.starmalls.com.ph/documents/uploads/a-cc-201504-1.pdf	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Please refer to the Audit Committee Charter through this link	

		https://www.starmalls.com.ph/documents/uploads/a/cc-201504-1.pdf																			
Recommendation 9.3																					
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A for the year 2019 through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php																			
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	Please refer to the Audit Committee Charter through this link https://www.starmalls.com.ph/documents/uploads/a/cc-201504-1.pdf																			
Supplement to Recommendation 9.3																					
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p>Please refer to the Company's Annual Report SEC Form 17-A for the year 2019 through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php</p> <p><u>Audit and Audit-Related Fees</u></p> <p>The following table sets out the aggregate fees billed for each of the last two years for professional services rendered by SGV & Company.</p> <table border="1"> <thead> <tr> <th></th> <th>2019</th> <th>2018</th> </tr> <tr> <th></th> <th colspan="2"><i>(In ₱ Millions with VAT)</i></th> </tr> </thead> <tbody> <tr> <td>Audit and Audit-Related Fees:</td> <td></td> <td></td> </tr> <tr> <td>Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements</td> <td>₱ 3.59</td> <td>₱ 3.02</td> </tr> <tr> <td>All other fees</td> <td>-</td> <td>-</td> </tr> <tr> <td>Total</td> <td>₱ 3.59</td> <td>₱ 3.02</td> </tr> </tbody> </table> <p><i>SGV & Company does not have any direct or indirect interest in the Company.</i></p>		2019	2018		<i>(In ₱ Millions with VAT)</i>		Audit and Audit-Related Fees:			Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements	₱ 3.59	₱ 3.02	All other fees	-	-	Total	₱ 3.59	₱ 3.02	
	2019	2018																			
	<i>(In ₱ Millions with VAT)</i>																				
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All other fees	-	-																			
Total	₱ 3.59	₱ 3.02																			
Additional Recommendation to Principle 9																					
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>SYCIP GORRES VELAYO & CO.</p> <p><i>Cyril Jasmin B. Valencia</i> Cyril Jasmin B. Valencia Partner CPA Certificate No. 90787 SEC Accreditation No. 1737-A (Group A), January 24, 2019, valid until January 23, 2022 Tax Identification No. 162-410-623 BIR Accreditation No. 08-001998-74-2018, February 26, 2018, valid until February 25, 2021 PTR No. 8125312, January 7, 2020, Makati City</p> <p>May 26, 2020</p>																			

<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).</p>	<p>Compliant</p>	<p>1. Date it was subjected to SOAR inspection, if subjected November 12-23, 2018</p> <p>2. Name of the Audit firm SGV & Co.</p> <p>3. Members of the engagement team inspected by the SEC The names of the members of the engagement team were provided to the SEC during the SOAR inspection.</p>	
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Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

Recommendation 10.1

<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>The 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. Such were discussed in the Company's Sustainability Report that was included in its 2019 Annual Report (SEC Form 17-A). Please refer through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php</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 included in its 2019 Annual Report (SEC Form 17-A) through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php</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

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	The Company uses the following channels: Website, Press briefing, Quarterly reporting, and Current reporting.	
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Supplemental to Principle 11

1. Company has a website disclosing up-to-date information on the following:		Please refer to the Company's website through this link http://www.starmalls.com.ph/documents/index.php	
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		

Additional Recommendation to Principle 11

1. Company complies with SEC-prescribed website template.	Compliant	Please refer to the Company's website through this link http://www.starmalls.com.ph/documents/index.php	
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Internal Control System and Risk Management Framework

Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.

Recommendation 12.1

1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	Please refer to the Audit Committee Charter through this link https://www.starmalls.com.ph/documents/uploads/acc-201504-1.pdf	
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2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	Please refer to Risk management system through this link: https://www.starmalls.com.ph/documents/risk-management.php	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/ST_R_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf Please refer to Risk management system through this link: https://www.starmalls.com.ph/documents/risk-management.php	
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	The Company has a dedicated Information Technology Department.	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	The Internal Audit function is in-house.	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	The company's Chief Audit Executive is Mr. Joselito A. Rivamonte. Please refer to the 2016 Annual Corporate Governance Report for his information and functions https://www.starmalls.com.ph/documents/acgr.php	
2. CAE oversees and is responsible for the internal audit activity of the organization,	Compliant	Please refer to the Company's Revised Manual on Corporate Governance for the CAE's	

including that portion that is outsourced to a third party service provider.		functions http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Not Applicable	The Internal Audit function is in-house.	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Please refer to Risk management system through this link: https://www.starmalls.com.ph/documents/risk-management.php	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Not Applicable	The Company is using internally expertise and has not used external technical support during the year.	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	The company's Chief Risk Officer is Ms. Cynthia J. Javarez. Please refer to the Company's Revised Manual on Corporate Governance through this link for more information. http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php for more information about the Company's CRO.	
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	Please refer to the Audit Committee Charter through this link https://www.starmalls.com.ph/documents/uploads/aac-201504-1.pdf	

Cultivating a Synergic Relationship with Shareholders

Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

Recommendation 13.1

1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	The shareholder's rights are disclosed in the Company's Revised Manual on Corporate Governance which can be accessed through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Please refer to the Company's website through this link http://www.starmalls.com.ph/documents/index.php	

Supplement to Recommendation 13.1

1. Company's common share has one vote for one share.	Compliant	Please refer to the Company's 2016 Annual Corporate Governance Report which can be viewed in the Company's website through this link https://www.starmalls.com.ph/documents/acgr.php	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	Please refer to the Definitive Information Statement SEC Form 20-IS of the Company filed this year 2020 through this link http://www.starmalls.com.ph/documents/sec-information-statement.php	
3. Board has an effective, secure, and efficient voting system.	Compliant	Voting system used is by show of hands. Please refer to the Company's 2016 Annual Corporate Governance Report for more information on the voting procedure applied.	
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	Whenever applicable, the Company faithfully observes the PSE and SEC rules on securing majority of minority approvals for relevant matters.	
5. Board allows shareholders to call a special shareholders' meeting and submit a	Compliant	The Company's Amended By-Laws provide that a stockholders' meeting may be called upon written request of stockholders	

proposal for consideration or agenda item at the AGM or special meeting.		representing majority of the outstanding capital stock.	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	<p>The Company maintains policies affording protection to the interests of the minority stockholders. As provided under the Company's Revised Manual on Corporate Governance, the minority stockholders are granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purpose. Furthermore, minority stockholders are ensured of access to any and all information relating to matters for which the management is accountable for and to those relating to matters for which the management shall include such information and, if not included, then the minority stockholders shall be allowed to propose to include such matters in the agenda of stockholders' meeting being within the definition of "legitimate purpose".</p>	
7. Company has a transparent and specific dividend policy.	Compliant	<p>The Registrant's Board is authorized to declare dividends. A cash dividend declaration does not require any further approval from the Registrant's shareholders. A stock dividend declaration requires the further approval of shareholders representing not less than two-thirds of the Registrant's outstanding capital stock. Dividends may be declared only from unrestricted retained earnings.</p> <p>In relation to foreign shareholders, dividends payable may not be remitted using foreign exchange sourced from the Philippine banking system unless the investment was first registered with the Banko Sentral ng Pilipinas.</p>	

		<p>The Registrant is allowed under Philippine laws to declare property and stock dividends, subject to certain requirements.</p> <p>Pursuant to existing Philippine SEC rules, cash dividends declared by a company must have a record date not less than 10 nor more than 30 days from the date the cash dividends are declared.</p> <p>P0.0571 per share Regular Cash Dividend Declaration Date: September 30, 2019 Record date: October 15, 2019 Payment date: October 30, 2019</p>	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	Rizal Commercial Banking Corporation - Stock Transfer Department, our stock and transfer agent for 2019 counted/validated the votes at the ASM.	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>Notices for the June 24, 2019 Annual Stockholder's meeting were sent out on May 27, 2019 or 28 days before the meeting.</p> <p>Please refer to the Definitive Information Statement SEC Form 20-IS of the Company filed this year 2020 through this link http://www.starmalls.com.ph/documents/sec-information-statement.php</p>	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:			
a. The profiles of directors (i.e., age, academic qualifications, date of first	Compliant	Please refer to the Definitive Information Statement SEC Form 20-IS of the Company filed this year 2020 through this link	

appointment, experience, and directorships in other listed companies)		http://www.starmalls.com.ph/documents/sec-information-statement.php	
b. Auditors seeking appointment/re-appointment	Compliant	Please refer to the Definitive Information Statement SEC Form 20-IS of the Company filed this year 2020 through this link http://www.starmalls.com.ph/documents/sec-information-statement.php	
c. Proxy documents	Compliant	Please refer to the Definitive Information Statement SEC Form 20-IS of the Company filed this year 2020 through this link http://www.starmalls.com.ph/documents/sec-information-statement.php	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Please refer to the Definitive Information Statement SEC Form 20-IS of the Company filed this year 2020 through this link http://www.starmalls.com.ph/documents/sec-information-statement.php	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Please refer to the Definitive Information Statement SEC Form 20-IS of the Company filed this year 2020 through this link http://www.starmalls.com.ph/documents/sec-information-statement.php	
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	Please refer to the minutes of the Annual Shareholder's meeting through this link https://www.starmalls.com.ph/documents/minutes-of-meetings.php	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	The external auditor were present during the meeting.	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link	

mechanism to resolve intra-corporate disputes in an amicable and effective manner.		http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
		Please refer to the Definitive Information Statement SEC Form 20-IS of the Company filed this year 2020 through this link http://www.starmalls.com.ph/documents/sec-information-statement.php	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	1. Name of the person - Brian N. Edang 2. Telephone number - (+632) 571-5948 3. Fax number – 3226 3552 ext 0065 4. E-mail address – ir@vistamalls.com.ph	
2. IRO is present at every shareholder's meeting.	Compliant	The IRO was present during the ASM.	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	The Board of Directors are nominated and elected in accordance with the procedures set forth by the Nominations Committee. The directors are elected annually and only serve a term of one year or until their successors have been elected and qualified.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-Compliant		As of December 31, 2019, Company's public float level is at 10.30%.
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	The Company has a dedicated Investor Relations Group that engages with shareholders of the Company.	

2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Not Applicable	The Company did not use electronic voting in the 2019 Annual Stockholders' Meeting but has adopted it in the 2020 Annual Stockholders' Meeting.	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Please refer to the Company's 2016 Annual Corporate Governance Report which can be viewed in the Company's website through this link https://www.starmalls.com.ph/documents/acgr.php	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Please refer to the Company's 2016 Annual Corporate Governance Report which can be viewed in the Company's website through this link https://www.starmalls.com.ph/documents/acgr.php	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	The Company has stakeholder engagement touch-points such as the Investor Relations Office, Office of the Corporate Secretary, Customer Relations Office, and Corporate Communications Group. The stakeholder can raise their concerns and/or complaints for possible violation of their rights to: Mr. Brian N. Edang (032) 226 3552 ir@vistamalls.com.ph	

Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	As a policy, the Company endeavors that any dispute with key stakeholders is settled amicably.	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	The Company did not request for exemption for the year.	
2. Company respects intellectual property rights.	Compliant	Please refer to the discussion on Intellectual Property included in our Annual Report which can be viewed through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf as well as to the Company's Sustainability Report included in its 2019 Annual Report (SEC Form 17-A) through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf as well as to the Company's Sustainability Report included in its 2019 Annual Report (SEC Form 17-A) through this link	

<http://www.starmalls.com.ph/documents/sec-annual-reports.php>

Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

Recommendation 15.1

<p>1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.</p>	<p>Compliant</p>	<p>Please refer to Section H.3. Performance-enhancing mechanisms for employee participation in the 2016 Annual Corporate Governance Report which can be viewed in the Company's website through this link https://www.starmalls.com.ph/documents/acgr.ph as well as to the Company's Sustainability Report included in its 2019 Annual Report (SEC Form 17-A) through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php</p>	
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Supplement to Recommendation 15.1

<p>1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.</p>	<p>Compliant</p>	<p>The company is committed to responsible compensation practices. You may refer to Section H.3. Performance-enhancing mechanisms for employee participation in the 2016 Annual Corporate Governance Report which can be viewed in the Company's website through this link https://www.starmalls.com.ph/documents/acgr.ph as well as to the Company's Sustainability Report included in its 2019 Annual Report (SEC Form 17-A) through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php</p>	
<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>Compliant</p>	<p>The Company has policies and practices on health, safety and welfare of the employees which can be viewed in the Company's website through this link https://www.starmalls.com.ph/documents/company-policies.php as well as to the Company's</p>	

		Sustainability Report included in its 2019 Annual Report (SEC Form 17-A) through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php	
3. Company has policies and practices on training and development of its employees.	Compliant	The Company has policies and practices on training and development of its employees which can be viewed in the Company's website through this link https://www.starmalls.com.ph/documents/company-policies.php as well as to the Company's Sustainability Report included in its 2019 Annual Report (SEC Form 17-A) through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf as well as to the Company's Sustainability Report included in its 2019 Annual Report (SEC Form 17-A) through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php	
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 Revised Manual on Corporate Governance through this link http://www.starmalls.com.ph/documents/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf as well as to the Company's Sustainability Report included in its 2019 Annual Report (SEC Form 17-A) through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing	Compliant	Please refer to Section B.1. Policies in the 2016 Annual Corporate Governance Report which	

employee involvement in offering, paying and receiving bribes.		can be viewed in the Company's website through this link https://www.starmalls.com.ph/documents/acgr.php	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	Please refer to Section B.1. Policies in the 2016 Annual Corporate Governance Report which can be viewed in the Company's website through this link https://www.starmalls.com.ph/documents/acgr.php The Company established an open-door policy that allows the employee to talk with his/ her immediate supervisor or to a higher level of management without fear of retaliation.	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	Please refer to Section B.1. Policies in the 2016 Annual Corporate Governance Report which can be viewed in the Company's website through this link https://www.starmalls.com.ph/documents/acgr.php	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Please refer to Section B.1. Policies in the 2016 Annual Corporate Governance Report which can be viewed in the Company's website through this link https://www.starmalls.com.ph/documents/acgr.php	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the	Compliant	Please refer to the Company's 2019 Sustainability Report attached to the Company's Annual Report SEC Form 17-A for the year 2019 through this link which can be viewed in the Company's website through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php	


advancement of the society where it operates.			
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	<p>Please refer to the Company's website Corporate Social Responsibility section https://www.starmalls.com.ph/documents/social-responsibility.php</p> <p>You may also refer to the Company's 2019 Sustainability Report attached to the Company's Annual Report SEC Form 17-A for the year 2019 through this link which can be viewed in the Company's website through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php</p>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	<p>Please refer to the Company's website Corporate Social Responsibility section https://www.starmalls.com.ph/documents/social-responsibility.php as well as to the Company's 2019 Sustainability Report attached to the Company's Annual Report SEC Form 17-A for the year 2019 through this link which can be viewed in the Company's website through this link http://www.starmalls.com.ph/documents/sec-annual-reports.php</p>	

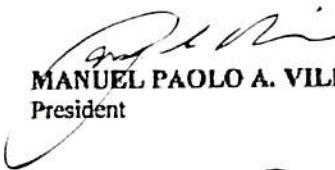
SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in MANDALUYONG CITY on

SEP 01 2020

By:


MANUEL B. VILLAR, JR.
 Chairman of the Board


MANUEL PAOLO A. VILLAR
 President


JOEL L. BODEGON
 Independent Director


RAUL JUAN N. ESTEBAN
 Independent Director



MA. NALEN ROSERO
 Corporate Secretary


JO MARIE LAZARO-LIM
 Compliance Officer

SUBSCRIBED AND SWORN to before me this SEP 01 2020 at MANDALUYONG CITY, affiants exhibiting to me their respective Passports, to wit:

<u>Name</u>	<u>Passport No.</u>	<u>Date & Place of Issue</u>
Manuel B. Villar, Jr.	P2529752B	12 Jul 2019 / DFA Manila
Manuel Paolo A. Villar	P3900440A	02 Aug 2017 / DFA Manila
Joel L. Bodegon	P5595476A	12 Jan 2018 / DFA NCR South
Raul N. Esteban	P1061924A	01 Dec 2016 / DFA NCR East
Ma. Nalen Rosero-Galang	P4792226B	11 Feb 2020 / DFA NCR East
Jo Marie Lazaro-Lim	EC7557128	27 Apr 2016 / DFA NCR East

Doc No. 169
 Page No. 24
 Book No. XXX
 Series of 2020.


ATTY. ARDIN OMAR P. CARIÑO
 NOTARY PUBLIC
 UNTIL DECEMBER 31, 2020
 ROLL No. 57146
 IBP Lifetime Member No. 018537
 PTR No. 4334284 / 06 Jan. 2020 / Mandaluyong City
 MCLE Compliance No. VI-0025341 issued dated 11 April 2019
 Notarial Commission Appointment No. 9385-19
 Vista Corporate Center, Upper Ground Floor,
 Worldwide Corporate Center, Shaw Blvd., Mandaluyong City