



SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended 31 December 2022

2. SEC Identification Number AS93-000023

3. BIR Tax Identification No. 003-822-183

4. Exact name of issuer as specified in its charter

DISCOVERY WORLD CORPORATION

(doing business under the names and styles of
Discovery Shores Boracay, Discovery Shores, Platitos Resto-Bar, Sands Lounge,
Indigo Resto-Bar, Sunken Pool Bar, Forno Osteria, Estate XI, and 360 Roof Lounge)

Metro Manila, Philippines

5. Province, Country or other jurisdiction of
incorporation or organization

6. Industry Classification
Code (SEC Use Only)

Station 1, Balabag, Malay, Aklan, Philippines

5608

7. Address of principal office

Postal
Code

(02) 8813-8857

8. Issuer's telephone number, including area code

Not applicable

9. 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			
<p>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.</p>			
Recommendation 1.1			
<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	COMPLIANT	<p>Provide information or link/reference to a document containing information on the following:</p>	
<p>2. Board has an appropriate mix of competence and expertise.</p>	COMPLIANT	<p>1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors</p>	
<p>3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</p>	COMPLIANT	<p>Please refer to the profiles of the Members of the Board of Directors available at https://www.discoveryworld.com/board-of-directors</p> <p>2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance</p> <p>Please refer to the Charter of the Board of Directors available at https://www.discoveryworld.com/files/ugd/78024e67df06f7f91f454784bbcd032d09f751.pdf</p>	

Recommendation 1.2

<p>1. Board is composed of a majority of non-executive directors.</p>	<p>COMPLIANT</p>	<p>Identify or provide link/reference to a document identifying the directors and the type of their directorships</p> <p>Executive Directors (3)</p> <table border="1" data-bbox="996 252 1527 336"> <tr> <td>John Y. Tiu, Jr.</td> <td>Chairman and CEO</td> </tr> <tr> <td>Jose C. Parreño</td> <td>President</td> </tr> <tr> <td>Christopher John A.D. Tiu</td> <td>Assistant Treasurer</td> </tr> </table> <p>Non-Executive Directors (6)</p> <table border="1" data-bbox="996 405 1527 572"> <tr> <td>Romualdo C. Macasaet</td> </tr> <tr> <td>A. Bayani K. Tan</td> </tr> <tr> <td>Lamberto R. Villena</td> </tr> <tr> <td>Elizabeth Ann C. Parpan</td> </tr> <tr> <td>William L. Chua</td> </tr> <tr> <td>Melissa Y. Yap</td> </tr> </table>	John Y. Tiu, Jr.	Chairman and CEO	Jose C. Parreño	President	Christopher John A.D. Tiu	Assistant Treasurer	Romualdo C. Macasaet	A. Bayani K. Tan	Lamberto R. Villena	Elizabeth Ann C. Parpan	William L. Chua	Melissa Y. Yap	
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Lamberto R. Villena															
Elizabeth Ann C. Parpan															
William L. Chua															
Melissa Y. Yap															

Recommendation 1.3

<p>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</p>	<p>COMPLIANT</p>	<p>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</p> <p>Please refer to Part V of the Company's Revised Manual on Corporate Governance on Board Evaluation, Training and Development (pages 37 to 38), available at https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf</p>	
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<p>2. Company has an orientation program for first time directors.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the orientation program and training of directors for the previous year, including the number of hours attended and topics covered.</p> <p>Please refer to Part V of the Company's Revised Manual on Corporate Governance on Board Evaluation, Training and Development (pages 37 to 38), available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p> <table border="1" data-bbox="999 480 1738 852"> <thead> <tr> <th data-bbox="999 480 1308 539">Name</th> <th data-bbox="1308 480 1429 539">Date of Training</th> <th data-bbox="1429 480 1597 539">Program</th> <th data-bbox="1597 480 1738 539">Training Institution</th> </tr> </thead> <tbody> <tr> <td data-bbox="999 539 1308 568">John Y. Tiu, Jr.</td> <td data-bbox="1308 539 1429 724" rowspan="7">July 22, 2022 4 hours</td> <td data-bbox="1429 539 1597 724" rowspan="7">Advanced Corporate Governance Training</td> <td data-bbox="1597 539 1738 724" rowspan="7">Institute of Corporate Directors</td> </tr> <tr> <td data-bbox="999 568 1308 596">Jose C. Parreño, Jr.</td> </tr> <tr> <td data-bbox="999 596 1308 625">Romualdo C. Macasaet</td> </tr> <tr> <td data-bbox="999 625 1308 654">Lamberto R. Villena</td> </tr> <tr> <td data-bbox="999 654 1308 683">Christopher John A.D. Tiu</td> </tr> <tr> <td data-bbox="999 683 1308 711">William L. Chua</td> </tr> <tr> <td data-bbox="999 711 1308 740">A Bayani K. Tan</td> </tr> <tr> <td data-bbox="999 740 1308 769">Elizabeth Ann C. Parpan</td> <td data-bbox="1308 769 1429 798"></td> <td data-bbox="1429 769 1597 798"></td> <td data-bbox="1597 769 1738 798"></td> </tr> <tr> <td data-bbox="999 769 1308 798">Melissa Y. Yap*</td> <td data-bbox="1308 798 1429 826"></td> <td data-bbox="1429 798 1597 826"></td> <td data-bbox="1597 798 1738 826"></td> </tr> </tbody> </table> <p data-bbox="999 852 1487 880"><i>*Independent Director as of 01 December 2022</i></p>	Name	Date of Training	Program	Training Institution	John Y. Tiu, Jr.	July 22, 2022 4 hours	Advanced Corporate Governance Training	Institute of Corporate Directors	Jose C. Parreño, Jr.	Romualdo C. Macasaet	Lamberto R. Villena	Christopher John A.D. Tiu	William L. Chua	A Bayani K. Tan	Elizabeth Ann C. Parpan				Melissa Y. Yap*				
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<p>Recommendation 1.4</p>																									
<p>1. Board has a policy on board diversity.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>Please refer to Part IV of the Company's Revised Manual on Corporate Governance on Governance Structure (pages 4 to 36), available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p>																							

		<p>Indicate gender composition of the board.</p> <p>The Board is composed of seven (7) male directors and two (2) female directors.</p>	
Optional: Recommendation 1.4			
<p>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.</p> <p>Please refer to Part V of the Company's Revised Manual on Corporate Governance on Board Evaluation, Training and Development (pages 37 to 38), available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p> <p>Provide link or reference to a progress report in achieving its objectives.</p> <p>Please refer to Part V of the Company's Revised Manual on Corporate Governance on Board Evaluation, Training and Development (pages 37 to 38), available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p>	

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Recommendation 1.5

1. Board is assisted by a Corporate Secretary.	COMPLIANT	<p>Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.</p> <p>The Corporation's Corporate Secretary is Ms. Anna Francesca C. Respicio and its Compliance Officer is Mr. Charlie G. Ledesma. Ms. Respicio is not a member of the Board of Directors.</p>									
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT										
3. Corporate Secretary is not a member of the Board of Directors.	COMPLIANT	<p>Please refer to the Profile of the Corporate Secretary available at https://www.discoveryworld.com/key-officers</p> <p>For the qualifications, duties, and functions of the Company's Corporate Secretary, please refer to the Part IV, Item E of the Revised Manual on Corporate Governance on Board Evaluation (pages 31 to 32), available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p>									
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	<p>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <table border="1" data-bbox="1032 1109 1767 1332"> <thead> <tr> <th data-bbox="1032 1109 1205 1193">Name</th> <th data-bbox="1205 1109 1355 1193">Date of Training</th> <th data-bbox="1355 1109 1565 1193">Program</th> <th data-bbox="1565 1109 1767 1193">Training Institution</th> </tr> </thead> <tbody> <tr> <td data-bbox="1032 1193 1205 1332">Anna Francesca C. Respicio</td> <td data-bbox="1205 1193 1355 1332">July 22, 2022 4 hours</td> <td data-bbox="1355 1193 1565 1332">Advanced Corporate Governance Training</td> <td data-bbox="1565 1193 1767 1332">Institute of Corporate Directors</td> </tr> </tbody> </table>	Name	Date of Training	Program	Training Institution	Anna Francesca C. Respicio	July 22, 2022 4 hours	Advanced Corporate Governance Training	Institute of Corporate Directors	
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Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	COMPLIANT	Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting Please refer to the Secretary's Certificate attached to this report as Annex "A".	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	COMPLIANT	Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT	The Compliance Officer is an Assistant Vice President - Finance. He is not a member of the Board. Please refer to the Profile of the Compliance Officer available at https://www.discoveryworld.com/key-officers	
3. Compliance Officer is not a member of the board.	COMPLIANT	For the qualifications, duties, and functions of the Company's Compliance Officer, please refer to the Part IV, Item F of the Revised Manual on Corporate Governance on Board Evaluation (pages 32 to 33), available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf	

4. Compliance Officer attends training/s on corporate governance.	COMPLIANT	<p>Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered.</p> <table border="1" data-bbox="999 308 1742 491"> <thead> <tr> <th data-bbox="999 308 1160 371">Name</th> <th data-bbox="1160 308 1339 371">Date of Training</th> <th data-bbox="1339 308 1509 371">Program</th> <th data-bbox="1509 308 1742 371">Training Institution</th> </tr> </thead> <tbody> <tr> <td data-bbox="999 371 1160 491">Charlie G. Ledesma</td> <td data-bbox="1160 371 1339 491">July 22, 2022 4 hours</td> <td data-bbox="1339 371 1509 491">Advanced Corporate Governance Training</td> <td data-bbox="1509 371 1742 491">Institute of Corporate Directors</td> </tr> </tbody> </table>	Name	Date of Training	Program	Training Institution	Charlie G. Ledesma	July 22, 2022 4 hours	Advanced Corporate Governance Training	Institute of Corporate Directors	
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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

5. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting) Please refer to the Secretary's Certificate attached to this report as Annex "A".	
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Recommendation 2.2

1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting) Please refer to the Secretary's Certificate attached to this report as Annex "A".	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	COMPLIANT	Indicate frequency of review of business objectives and strategy The Board of Directors actively oversees the business and strategic plans of the Company. The Management updates the Board at least once a year.	

Supplement to Recommendation 2.2

1. Board has a clearly defined and updated vision, mission and core values.	COMPLIANT	Indicate or provide link/reference to a document containing the company's vision, mission and core values. Please refer to the Company's Vision and Mission available at https://www.discoveryworld.com/vision-and-mission	
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		<p>Please refer to the Company's Core Values attached as Annex "B".</p> <p>Indicate frequency of review of the vision, mission and core values.</p> <p>The Board reviews the vision and mission of the organization as it deems necessary. The Company's vision and mission was last reviewed during a workshop conducted on 12 July 2019.</p>	
<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to a document containing information on the strategy execution process.</p> <p>The Board is guided by its strategy execution process as follows:</p> <ol style="list-style-type: none"> 1. Creation of a strategic plan which includes the Company's ultimate goal, steps, framework to keep the team involved focused, timetable and scheduling. 2. Engaging the Organization by communicating the strategy to Management and Employees. 3. Setting tangible goals for each involved department. 4. Tracking and regular reporting of said goals. 5. Quality Check of the goals attained. 6. Rewarding the team with incentives based on its performance. 	

Recommendation 2.3			
<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>COMPLIANT</p>	<p>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications</p> <p>Mr. John Y. Tiu, Jr. is the Chairman of the Board.</p> <p>Please refer to the Profile of the Chairman of the Board available at https://www.discoveryworld.com/board-of-directors</p>	
Recommendation 2.4			
<p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p>	<p>COMPLIANT</p>	<p>Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation.</p> <p>Please refer to Part IV of the Company's Revised Manual on Corporate Governance on Governance Structure, available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p> <p>The Company's senior officers work closely with the CEO and the President, under the guidance of the Board of Directors, to ensure that they are given ample training and experience in running the Company. This approach exposes the senior officers to the day-to-day demands of Company operations.</p>	
<p>2. Board adopts a policy on the retirement for directors and key officers.</p>	<p>COMPLIANT</p>	<p>The Discovery World Multi-employer retirement plan established by the company provides retirement benefits for all eligible employees.</p>	

Recommendation 2.5

<p>1. Board aligns the remuneration of key officers and board members with long-term interests of the company.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.</p> <p>Please refer to the policy on remuneration in Part IV of the Company's Revised Manual on Corporate Governance on Governance Structure (pages 11 to 13), available at https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf</p>	
<p>2. Board adopts a policy specifying the relationship between remuneration and performance.</p>	<p>NON-COMPLIANT</p>	<p>A director is not allowed to participate in discussions or deliberations involving his own remuneration.</p>	<p>The compensation of directors is determined by the Board, keeping in mind the Company's culture, strategy and control environment. The determination of the compensation of key officers is approved by the Chairman.</p>
<p>3. Directors do not participate in discussions or deliberations involving his/her own remuneration.</p>	<p>COMPLIANT</p>		

Optional: Recommendation 2.5

<p>1. Board approves the remuneration of senior executives.</p>	<p>NON-COMPLIANT</p>	<p>Provide proof of board approval.</p>	<p>Remuneration and compensation for senior executives and key personnel are overseen by the Executive Committee, represented by the Chairman & CEO as well as the President of the Corporation.</p>
<p>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.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.</p> <p>Guidelines on job levels and position titles for promotion provides a framework to ensure alignment and consistency in the application of job levels and position titles across the organization, ensure that levels and position titles are relevant and reflective of actual roles/functions, provide a structured reference to develop and implement group-wide compensation and benefits, and create career development paths for all employees as part of the overall structure to the organizational succession.</p> <p>The performance appraisal form for leaders assesses leadership competency, behavior and attitude, and technical competency of the executive directors and senior executives.</p>	

Recommendation 2.6

1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT	Please refer to Part IV of the Revised Manual on Corporate Governance on Governance Structure for the Nomination and Election of Director (pages 5 to 6), available at https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	COMPLIANT	Provide proof if minority shareholders have a right to nominate candidates to the board	
4. Board nomination and election policy includes how the board shortlists candidates.	COMPLIANT	Please refer to Part IV of the Company's Revised Manual on Corporate Governance on Governance Structure for the Formal and Transparent Board Nomination and Election Process (page 13), available at https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf	
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	Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT	A Corporate Governance Committee Performance Assessment was conducted on 10 November 2022.	

Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	NON-COMPLIANT	Identify the professional search firm used or other external sources of candidates.	The stockholders nominate all directors in accordance with the Company's By-Laws and Manual on Corporate Governance. The nominee is vetted by the Corporate Governance Committee before being elected as a member of 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	Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs Please refer to the Company's Related Party Transactions Policy available at https://www.discoveryworld.com/files/ugd/78024e_67df06f7f91f454784bbcd032d09f751.pdf	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT	Identify transactions that were approved pursuant to the policy. Related party transactions are discussed during Audit Committee meetings for the Board's approval and such discussion forms part of the minutes.	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	COMPLIANT		

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 *de minimis* 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

Provide information on a materiality threshold for RPT disclosure and approval, if any.

Please refer to the Company's Related Party Transactions Policy available at https://www.discoveryworld.com/files/ugd/78024e_67df06f7f91f454784bbcd032d09f751.pdf

Provide information on RPT categories

The Parent Company and its subsidiaries, whether owned directly or indirectly, shall follow the thresholds and categories for Disclosure and Approval of RPTs:

- Transactions deemed normal in operations, as listed in the RPT Policy, are pre-approved RPTs
- Less than three percent (3%) of Total Assets of Parent or Subsidiary requires approval of the concerned entity's CEO or President;
- Three percent (3%) of Total Assets and above of Parent or Subsidiary requires approval of concerned entity's Board of Directors.
- Ten percent (10%) of Total Assets and above based on latest consolidated audited financial statements requires approval of the concerned entity's Board of Directors.
- Twenty percent (20%) of Total Assets and above of Parent or Subsidiary requires approval of concerned entity's Shareholders.

RPTs, except for pre-approved RPTs, require review of the Audit Committee.

<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>NON-COMPLIANT</p>	<p>Provide information on voting system, if any.</p>	<p>As of 31 December 2022, public ownership of the Corporation is at 17.36%. While there is no voting system to approve related party transactions, DWC adopts a policy of full disclosure with regard to related party transactions whereby all terms and conditions are reported to the Board of Directors and thereafter presented to the stockholders.</p>
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Recommendation 2.8

<p>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).</p>	<p>COMPLIANT</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>Please refer to Part IV of the Company's Revised Manual on Corporate Governance on Governance Structure for the items on Monitoring Managerial Performance & Overseeing Succession Planning of Key Officers and Management (pages 12 to 13), available at https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf</p> <p>Identify the Management team appointed</p> <p>Please refer to the Key Officers of the Organization available at https://www.discoveryworld.com/key-officers</p>	
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<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>COMPLIANT</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>Please refer to Part IV of the Company's Revised Manual on Corporate Governance on Governance Structure for the items on Monitoring Managerial Performance & Overseeing Succession Planning of Key Officers and Management (pages 12 to 13), available at https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p>The Board evaluates and monitors the implementation of its strategic policies, programs, business plans and operating budgets, including the Management's overall performance, annually.</p>	
<p>Recommendation 2.9</p>			
<p>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.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.</p> <p>The Board is tasked to establish an effective performance management framework that will ensure that the Management, including the Chief Executive Officer and personnel's performance is at par with the standards set by the Board and Senior Management.</p>	
<p>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p>	<p>COMPLIANT</p>	<p>The Board is tasked to establish an effective performance management framework that will ensure that the Management, including the Chief Executive Officer and personnel's performance is at par with the standards set by the Board and Senior Management.</p>	

		<p>Please refer to Part IV of the Company's Revised Manual on Corporate Governance on Governance Structure for the items on Monitoring Managerial Performance & Overseeing Succession Planning of Key Officers and Management (pages 12 to 13), available at https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf</p>	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT	<p>Please refer to Part IV of the Company's Revised Manual on Corporate Governance on Governance Structure for the items on Overseeing Internal Control, Audit and Risk Management (page 13), available at https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf</p>	
3. Board approves the Internal Audit Charter.	COMPLIANT	<p>Provide reference or link to the company's Internal Audit Charter</p> <p>The Internal Audit responsibilities and functions are defined in the Audit Committee Charter available at https://www.discoveryworld.com/files/ugd/78024e67df06f7f91f454784bbcd032d09f751.pdf</p>	

Recommendation 2.11

<p>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.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.</p> <p>Please refer to Part IV of the Company's Revised Manual on Corporate Governance on Governance Structure for the items on Overseeing Internal Control, Audit and Risk Management (page 13), available at https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf</p>	
<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.</p>	<p>COMPLIANT</p>	<p>Provide proof of effectiveness of risk management strategies, if any.</p> <p>The Risk Officer, Hotel Managers and heads of the departments created a risk register which helps as a monitoring tool to manage the relevant risks to the company. Test of internal controls are also being performed by internal audit to ensure effective implementation of risk mitigation.</p>	

Recommendation 2.12

<p>1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.</p>	<p>COMPLIANT</p>	<p>Provide link to the company's website where the Board Charter is disclosed.</p> <p>Please refer to the Charter of the Board of Directors available at</p>	
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2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT	https://www.discoveryworld.com/files/ugd/78024e_67df06f7f91f454784bbcd032d09f751.pdf	
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	<p>Provide information on or link/reference to a document showing company's insider trading policy.</p> <p>Please refer to the Company's Insider Trading Policy available at https://www.discoveryworld.com/files/ugd/78024e_4ed01cbbb3504f8aabf662b6b5c310fc.pdf</p>	
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	<p>Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.</p> <p>Please refer to the Company's Related Party Transactions Policy available at https://www.discoveryworld.com/files/ugd/78024e_67df06f7f91f454784bbcd032d09f751.pdf</p>	
2. Company discloses the types of decision requiring board of directors' approval.	COMPLIANT	<p>Indicate the types of decision requiring board of directors' approval and where there are disclosed.</p> <p>The powers of the Board of Directors are enumerated in Section 1, Article III of the Company's By-Laws.</p> <p>It is the policy of the Company to disclose all material information about it which may affect its</p>	

		<p>viability or its shareholders' interest, whether such material information involves a decision requiring Board approval or not.</p> <p>Please refer to Part X of the Company's Revised Manual on Corporate Governance on Reportorial and Disclosure System (pages 44 to 45), available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p>	
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Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

Recommendation 3.1

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on all the board committees established by the company.</p> <p>Please refer to Part IV, Item II of the Company's Revised Manual on Corporate Governance on Board Committees (pages 17 to 27), available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p>	
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Recommendation 3.2

<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</p> <p>The Audit Committee is composed of Ms. Elizabeth Ann C. Parpan (Chairperson), Mr. William L. Chua, Mr. Romualdo C. Macasaet, and Ms. Melissa Y. Yap.</p> <p>Please refer to the Audit Committee Charter available at https://www.discoveryworld.com/files/ugd/78024e_67df06f7f91f454784bbcd032d09f751.pdf</p> <p>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</p>	
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		<p>Please refer to Section IV, Item C of the Audit Committee Charter on External Audit Oversight, available at https://www.discoveryworld.com/files/ugd/78024e_67df06f7f91f454784bbcd032d09f751.pdf</p>									
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	COMPLIANT	<p>Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.</p> <p>The Audit Committee is composed of the following:</p> <table border="1"> <tr> <td>Elizabeth Ann C. Parpan (ID)</td> <td>Chairman</td> </tr> <tr> <td>Melissa Y. Yap (ID)</td> <td>Member</td> </tr> <tr> <td>William L. Chua (Non-ED)</td> <td>Member</td> </tr> <tr> <td>Romualdo C. Macasaet (Non-ED)</td> <td>Member</td> </tr> </table>	Elizabeth Ann C. Parpan (ID)	Chairman	Melissa Y. Yap (ID)	Member	William L. Chua (Non-ED)	Member	Romualdo C. Macasaet (Non-ED)	Member	
Elizabeth Ann C. Parpan (ID)	Chairman										
Melissa Y. Yap (ID)	Member										
William L. Chua (Non-ED)	Member										
Romualdo C. Macasaet (Non-ED)	Member										
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	COMPLIANT	<p>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</p> <p>Please refer to the profile of the members of the Audit Committee. (Ms. Elizabeth Ann C. Parpan, Ms. Melissa Y. Yap, Mr. William L. Chua, and Mr. Romualdo C. Macasaet) available at https://www.discoveryworld.com/board-of-directors</p>									
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	NON-COMPLIANT	<p>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee</p> <p>Please refer to the profile of the Chairman of the Audit Committee (Ms. Elizabeth Ann C. Parpan) available at https://www.discoveryworld.com/board-of-directors</p>	<p>Due to the current composition of the Company's Board of Directors, Ms. Elizabeth Ann C. Parpan is the Chairman of both the Audit Committee and the Board Risk Oversight Committee. Serving</p>								

			as the lead independent director, Ms. Parpan's experience in the leisure industry is invaluable in providing input and guidance in the overall strategy of the Company.
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	COMPLIANT	Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor. There were no non-audit services conducted by the external auditor for the Company in 2022.	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	COMPLIANT	Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present. Management is requested to step out during Audit Meetings to allow for the free dialogue between the Committee and the external auditor. Please see attached Secretary's Certificate.	

Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	COMPLIANT	<p>Indicate the number of Audit Committee meetings during the year and provide proof</p> <p>The Audit Committee meets four times during the year.</p> <p>Please refer to the Secretary's Certificate attached as Annex "A" as to the number of meetings of the Audit Committee for the year 2022.</p>	
2. Audit Committee approves the appointment and removal of the internal auditor.	COMPLIANT	<p>Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.</p> <p>The Audit Committee is in charge of organizing the Internal Audit Department and appointing an independent Internal Auditor, as well as setting the terms and conditions of the latter's engagement and removal.</p> <p>Please refer to the Company's Audit Committee Charter available at https://www.discoveryworld.com/files/ugd/78024e_67df06f7f91f454784bbcd032d09f751.pdf</p>	

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Recommendation 3.3

<p>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.</p>	<p>COMPLIANT</p>	<p>Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions</p> <p>Please refer to the Corporate Governance Committee Charter available at https://www.discoveryworld.com/files/ugd/78024e67df06f7f91f454784bbcd032d09f751.pdf</p> <p>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</p> <p>The Corporate Governance Committee is responsible for ensuring that the Board has an appropriate mix of competence, expertise and diversity and that its members remain qualified for their positions individually and collectively; this would enable it to fulfill its roles and responsibilities and respond to the needs of the organization based on the evolving business environment and strategic direction.</p>							
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>NON-COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.</p> <p>The Corporate Governance Committee is composed of the following:</p> <table border="1" data-bbox="958 1270 1603 1386"> <tr> <td>William L. Chua (NED)</td> <td>Chairman</td> </tr> <tr> <td>Elizabeth Ann C. Parpan (ID)</td> <td>Member</td> </tr> <tr> <td>Melissa Y. Yap (ID)</td> <td>Member</td> </tr> </table>	William L. Chua (NED)	Chairman	Elizabeth Ann C. Parpan (ID)	Member	Melissa Y. Yap (ID)	Member	<p>The Company is compliant with the requirements of the Revised Corporation Code, Securities Regulation Code (SRC) and Securities and Exchange Commission (SEC) Circulars on the minimum number of independent directors</p>
William L. Chua (NED)	Chairman								
Elizabeth Ann C. Parpan (ID)	Member								
Melissa Y. Yap (ID)	Member								

		Please refer to the profile of the Independent Directors available at https://www.discoveryworld.com/board-of-directors	constituting at least 20% of the Board.
3. Chairman of the Corporate Governance Committee is an independent director.	NON-COMPLIANT	<p>Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.</p> <p>Mr. William L. Chua, the Chairperson of the Corporate Governance Committee, is a non-executive director.</p> <p>Please refer to the profile of Mr. William L. Chua available at available at https://www.discoveryworld.com/board-of-directors</p>	Due to the current composition of the Company's Board of Directors, the Chairman of the Corporate Governance Committee is not an Independent Director. Mr. William L. Chua's background and experience on corporate governance for multiple companies provides indispensable insight to the Company's commitment to practice good corporate governance.

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	<p>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</p> <p>The Audit Committee is tasked with reviewing all material related party transactions of the company.</p> <p>Please refer to the Audit Committee Charter available at https://www.discoveryworld.com/_files/ugd/78024e_67df06f7f91f454784bbcd032d09f751.pdf</p>	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be	COMPLIANT	Provide information or link/reference to a document containing information on the members of the RPT	

independent, including the Chairman.		<p>Committee, including their qualifications and type of directorship.</p> <p>The Audit Committee is composed of the following:</p> <table border="1" data-bbox="958 204 1639 352"> <tr> <td>Elizabeth Ann C. Parpan (ID)</td> <td>Chairman</td> </tr> <tr> <td>Melissa Y. Yap (ID)</td> <td>Member</td> </tr> <tr> <td>William L. Chua (Non-ED)</td> <td>Member</td> </tr> <tr> <td>Romualdo C. Macasaet (Non-ED)</td> <td>Member</td> </tr> </table> <p>Please refer to the profile of the members of the Audit Committee available at https://www.discoveryworld.com/board-of-directors</p>	Elizabeth Ann C. Parpan (ID)	Chairman	Melissa Y. Yap (ID)	Member	William L. Chua (Non-ED)	Member	Romualdo C. Macasaet (Non-ED)	Member	
Elizabeth Ann C. Parpan (ID)	Chairman										
Melissa Y. Yap (ID)	Member										
William L. Chua (Non-ED)	Member										
Romualdo C. Macasaet (Non-ED)	Member										

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	<p>Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.</p> <p>Please refer to the Board Committee Charters available at https://www.discoveryworld.com/files/ugd/78024e_67df06f7f91f454784bbcd032d09f751.pdf</p>	
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT		
3. Committee Charters were fully disclosed on the company's website.	COMPLIANT	<p>Provide link to company's website where the Committee Charters are disclosed.</p> <p>Please refer to the Board Committee Charters available at https://www.discoveryworld.com/files/ugd/78024e_67df06f7f91f454784bbcd032d09f751.pdf</p>	

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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>Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.</p> <p>Please refer to the Specific Duties of Each Director in pages 13 to 14 of the Charter of the Board of Directors, available at https://www.discoveryworld.com/files/ugd/78024e67df06f7f91f454784bbcd032d09f751.pdf</p> <p>Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.</p> <p>Please refer to the Secretary's Certificate as to attendance of the Directors in meetings of the Board attached as Annex "A".</p>	
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>COMPLIANT</p>	<p>The Board of Directors and Committee members are furnished copies of the materials at least 5 business days before the meeting.</p> <p>Please refer to the Secretary's Certificate as to the sending out of the notice of the meetings of the Board Directors and the materials therefor attached as Annex "A".</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>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</p> <p>Please refer to the Secretary's Certificate regarding questions/clarifications raised during Board and Committee Meetings attached as Annex "A".</p>	
<p>Recommendation 4.2</p>			
<p>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.</p>	<p>COMPLIANT</p>	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>As the profile of the Board of Directors will show, most directors of the Company have very few concurrent directorships and officerships. Please refer to the profiles of the Board of Directors available at https://www.discoveryworld.com/board-of-directors</p> <p>The policy is set in Part IV, Section I, Item D of the Company's Revised Manual on Corporate Governance on Multiple Board Seats (pages 6 to 7) available at https://www.discoveryworld.com/files/ugd/78024_e_6de2e3ad420141288fdda7bde10afbd4.pdf</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies</p> <p>Please refer to the profiles of the Board of Directors available at https://www.discoveryworld.com/board-of-directors</p>	

Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	COMPLIANT	Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed. Please refer to the Secretary's Certificate containing the information on the directorships/trusteeships accepted by members of the Board for 2022 attached as Annex "A".	
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	No executive directors were serving as director for another listed company.	
2. Company schedules board of directors' meetings before the start of the financial year.	COMPLIANT	Board meetings for the succeeding year were scheduled during the last meeting of the year. Further, schedules are consistently confirmed after the end of every meeting.	
3. Board of directors meet at least six times during the year.	NON-COMPLIANT	Indicate the number of board meetings during the year and provide proof. There were four (4) board meetings held during 2022 (February 17, June 1, September 15, and November 18, 2022).	Given the size of the organization, the Board of Directors only meets at least four times during the year, in accordance with its By-Laws. A special board meeting may be called upon in accordance with the provisions of the By-Laws.
4. Company requires as minimum quorum of at least 2/3 for board decisions.	NON-COMPLIANT	Indicate the required minimum quorum for board decisions.	Presence of majority of the Board is required

			<p>when determining the quorum of a meeting.</p> <p>Please refer to Item X of the Charter of the Board of Directors available at https://www.discoveryworld.com/files/ugd/78024e_67df06f7f91f454784bbcd032d09f751.pdf</p>
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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>Provide information or link/reference to a document containing information on the number of independent directors in the board</p> <p>The company has two (2) independent directors.</p>	<p>The Company is compliant with the requirements of the Revised Corporation Code, Securities Regulation Code (SRC) and Securities and Exchange Commission (SEC) Circulars on the minimum number of independent directors constituting at least 20% of the Board.</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>Provide information or link/reference to a document containing information on the qualifications of the independent directors.</p> <p>Please refer to the profiles of the Independent Directors (Ms. Elizabeth Ann C. Parpan and Ms. Melissa Y. Yap) available at https://www.discoveryworld.com/board-of-directors</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>Provide link/reference to a document containing information that directors are not constrained to vote independently.</p> <p>Please refer to the Corporation's By-Laws available at https://www.discoveryworld.com/about-us</p>	
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		<p>Please also refer to the Company's Revised Manual on Corporate Governance available at https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf</p> <p>Additionally, please refer to Secretary's Certificate as to the non-existence of any shareholders' agreement attached as Annex "A".</p>	
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Recommendation 5.3

<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	<p>NON-COMPLIANT</p>	<p>Provide information or link/reference to a document showing the years IDs have served as such.</p> <p>Ms. Elizabeth Ann C. Parpan has been an independent director since 01 March 2013. She may serve as Independent Director until 2022.</p> <p>Ms. Melissa Y. Yap was first elected as Independent Director on December 01, 2022. She may serve as Independent Director until 2031.</p> <p>Please see attached Secretary's Certificate on the election of the Corporation's independent directors.</p>	<p>As the lead independent director of the Company, Ms. Parpan's experience in the leisure industry has proved invaluable in providing input and guidance in the overall strategy of the Corporation. The independent and objective perspective provided by Ms. Parpan during Committee and Board meetings is both essential and indispensable.</p>
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<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director.</p> <p>The term limit of nine (9) years is set in the provisions for Nomination and Election of Directors in the Company's Revised Manual on Corporate Governance available at https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf</p> <p>Please also refer to the Charter of the Board of Directors available at https://www.discoveryworld.com/files/ugd/78024e67df06f7f91f454784bbcd032d09f751.pdf</p> <p>In case of re-election of ID who has served the company for nine (9) years, the Board should provide justification and seek shareholders' approval.</p>	
<p>3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.</p>	<p>COMPLIANT</p>	<p>Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.</p> <p>Ms. Elizabeth Ann C. Parpan has served as an Independent Director since 01 March 2013. She was re-elected as such by the stockholders during the Annual Meeting held on 01 June 2022.</p> <p>The meritorious justifications to retain Ms. Parpan as an Independent Director are provided for in the Company's Definitive Information Statement for the 2022 Annual Stockholders' Meeting available at https://www.discoveryworld.com/files/ugd/78</p>	

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The stockholders present or represented and entitled to vote during the Annual Meeting held on 01 June 2022 unanimously approved the relection of Ms. Parpan as Independent Director. The results of the 2022 Annual Stockholders Meeting are available at https://edge.pse.com.ph/openDiscViewer.do?edge_no=9017b07bdafc1ac43470cea4b051ca8f

Recommendation 5.4

1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.

NON-COMPLIANT

Identify the company's Chairman of the Board and Chief Executive Officer

The Chairman of the Board and Chief Executive Officer (CEO) is Mr. John Y. Tiu, Jr.

Though the positions of Chairman and CEO are held by one person, proper checks and balances have been laid down to ensure that the Board still benefits from independent views and perspectives. One of which is the appointment of a Lead Director among the independent directors to avoid the abuse of power and authority, and potential conflicts of interest.

2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.

COMPLIANT

Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.

		<p>Please refer to Part IV, Section IV, Items B and C of the Company's Revised Manual on Corporate Governance (pages 29 to 30), available at https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf</p> <p>Identify the relationship of Chairman and CEO.</p> <p>The positions of Chairman and CEO are held by the same person.</p>	
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Recommendation 5.5

<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</p> <p>The Lead independent director is Ms. Elizabeth Ann C. Parpan.</p> <p>Please refer to Part IV, Section IV, Item D of the Revised Manual on Corporate Governance (pages 30 to 31), available at https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf</p> <p>Indicate if Chairman is independent.</p> <p>The Chairman of the Board is not an independent director.</p>	
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Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	COMPLIANT	Provide proof of abstention, if this was the case. There were no transactions involving directors with material interest thereto for 2022. As such, no abstention occurred during the period covered.	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	COMPLIANT	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings. Please see Secretary's Certificate on the meeting held by the Non-Executive Directors on 10 November 2022 attached as Annex "A".	
2. The meetings are chaired by the lead independent director.	COMPLIANT		
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	COMPLIANT	Provide name/s of company CEO for the past 2 years The Company's CEO for the past three years is Mr. John Y. Tiu, Jr. He has been CEO of the company since 2018, and was the president of the Company exercising CEO functions since 2011.	

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Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

Recommendation 6.1

1. Board conducts an annual self-assessment of its performance as a whole.	COMPLIANT	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees	
2. The Chairman conducts a self-assessment of his performance.	COMPLIANT	The Board conducted its self-assessment on 10 November 2022. Please see the Secretary's Certificate attached as Annex "A".	
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		The Company's Board of Directors have been conducting self-assessments annually but has not done so with the assistance of an external facilitator. The Company will assess the feasibility and need to engage an external facilitator for the assessment exercise in the future.

Recommendation 6.			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders.	
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT	<p>The Manual on Corporate Governance serves as the minimum criteria in determining the performance of the Board, individual directors and committees.</p> <p>Please refer to the Revised Manual on Corporate Governance available at https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf</p>	

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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

<p>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.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to the company's Code of Business Conduct and Ethics.</p> <p>Please refer to Company's Code of Business Conduct and Ethics available at https://www.discoveryworld.com/files/ugd/78024e_5f1d2b20234b47f98ac59909d14df07e.pdf</p>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>COMPLIANT</p>	<p>Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.</p> <p>The directors, members of senior management and employees were furnished copies of the Company's Code of Ethics upon assumption of their respective positions in the Company. The Code is likewise publicly available on the Company's website.</p>	
<p>3. The Code is disclosed and made available to the public through the company website.</p>	<p>COMPLIANT</p>	<p>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.</p> <p>Please refer to Company's Code of Business Conduct and Ethics as published in its website available at https://www.discoveryworld.com/files/ugd/78024e_5f1d2b20234b47f98ac59909d14df07e.pdf</p>	

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	<p>Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery</p> <p>The Company desires to strengthen its integrity and the fight against corruption and related offenses. The Code of Business Conduct and Ethics sets forth the conditions and procedures for investigations of allegations of corruption, fraud and misconduct.</p> <p>Please refer to Company's Code of Business Conduct and Ethics available at https://www.discoveryworld.com/files/ugd/78024e_5f1d2b20234b47f98ac59909d14df07e.pdf</p>	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	<p>Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.</p> <p>Please refer to the attached certification by the Risk and Audit Officer attached as Annex "C".</p> <p>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</p> <p>All employees are mandated to report any violation of the Company's Code of Business Conduct and Ethics to the Compliance Officer, to the Risk & Audit Officer, or to any member of the Audit Committee.</p>	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	COMPLIANT	<p>Please refer to Company's Code of Business Conduct and Ethics available at https://www.discoveryworld.com/files/ugd/78024e_5f1d2b20234b47f98ac59909d14df07e.pdf</p>	

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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

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders</p> <p style="color: blue;">Please refer to Part X of the Company's Revised Manual on Corporate Governance on Reportorial Requirements and Disclosure System (page 46), available at https://www.discoveryworld.com/_files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p>
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Supplement to Recommendations 8.1

<p>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.</p>	<p>COMPLIANT</p>	<p>Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th style="color: blue;">Publishing Date</th> <th style="color: blue;">No. of Days</th> </tr> </thead> <tbody> <tr> <td style="color: blue;">2022 Annual Report</td> <td style="color: blue;">29 March 2023</td> <td style="color: blue;">88</td> </tr> <tr> <td style="color: blue;">Quarterly Report</td> <td></td> <td></td> </tr> <tr> <td style="color: blue;">1st Qtr</td> <td style="color: blue;">13 May 2022</td> <td style="color: blue;">43</td> </tr> <tr> <td style="color: blue;">2nd Qtr</td> <td style="color: blue;">11 Aug 2022</td> <td style="color: blue;">42</td> </tr> <tr> <td style="color: blue;">3rd Qtr</td> <td style="color: blue;">2 Nov 2022</td> <td style="color: blue;">33</td> </tr> </tbody> </table>		Publishing Date	No. of Days	2022 Annual Report	29 March 2023	88	Quarterly Report			1st Qtr	13 May 2022	43	2nd Qtr	11 Aug 2022	42	3rd Qtr	2 Nov 2022	33
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		Please refer to the Company Disclosures on PSE EDGE available at https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=647	
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	NON-COMPLIANT	Provide link or reference to the company's annual report where the following are disclosed: <ol style="list-style-type: none"> 1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders; 2. cross-holdings among company affiliates; and 3. any imbalances between the controlling shareholders' voting power and overall equity position in the company. 	The Company is compliant with the regulations of the Securities and Exchange Commission and Philippine Stock Exchange as to the disclosures of its annual and quarterly financial reports.
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	Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share. <p>Please refer to Part X of the Company's Revised Manual on Corporate Governance on Reportorial Requirements and Disclosure System (page 46) available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p>	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	COMPLIANT	Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction. <p>Please refer to the Company Disclosures on PSE EDGE available at https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=647</p>	

Supplement to Recommendation 8.2			
<p>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).</p>	COMPLIANT	<p>Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.</p> <p style="color: blue; text-decoration: underline;">Please refer to Company Disclosures of Top 100 Stockholders available at https://www.discoveryworld.com/investor-relations</p> <p style="color: blue; text-decoration: underline;">Please also refer to the Company Disclosures on PSE EDGE available at https://www.discoveryworld.com/investor-relations</p> <p>Provide link or reference to the company's Conglomerate Map.</p> <p style="color: blue; text-decoration: underline;">Please refer to the Company's Conglomerate Map available at https://www.discoveryworld.com/copy-of-organizational-structure</p>	
Recommendation 8.3			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	COMPLIANT	<p>Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p style="color: blue; text-decoration: underline;">Please refer to the Company's Definitive Information Statement for the 2022 Annual Stockholders' Meeting (pages 9 to 16), available at https://www.discoveryworld.com/files/ugd/78024e_bb1ee3b8b0a14fa0ad044f8941a6c599.pdf</p>	

<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>COMPLIANT</p>	<p>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>Please refer to the Company's Definitive Information Statement for the 2022 Annual Stockholders' Meeting (pages 17 to 19), available at https://www.discoveryworld.com/files/ugd/78024e_bb1ee3b8b0a14fa0ad044f8941a6c599.pdf</p> <p>Please also refer to the Company's Public Ownership Reports available at https://www.discoveryworld.com/investor-relations</p>	
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Recommendation 8.4

<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	<p>COMPLIANT</p>	<p>Disclose or provide link/reference to the company policy and practice for setting board remuneration</p> <p>According to the By-Laws of the Company, by resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance of every meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the Company during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of the stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.</p>	
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<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	<p>COMPLIANT</p>	<p>Disclose or provide link/reference to the company policy and practice for determining executive remuneration</p> <p>The Corporate Governance Committee is responsible for the establishment of a formal and transparent procedure to develop a policy for determining the remuneration of directors and officers that is consistent with the Company's culture and strategy as well as the business environment in which it operates.</p> <p>Please refer to the Company's Corporate Governance Committee Charter available at https://www.discoveryworld.com/files/ugd/78024e67df06f7f91f454784bbcd032d09f751.pdf</p>	
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>NON-COMPLIANT</p>	<p>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</p>	<p>The Company discloses the aggregate amount of remuneration of its CEO and top (4) executive officers.</p>
<p>Recommendation 8.5</p>			
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>COMPLIANT</p>	<p>Disclose or provide reference/link to company's RPT policies</p> <p>Please refer to the Company's Related Party Transactions Policy available at https://www.discoveryworld.com/files/ugd/78024e67df06f7f91f454784bbcd032d09f751.pdf</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p>There was no instance in 2022 requiring a director to abstain due to conflict of interest.</p>	

<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>COMPLIANT</p>	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> 1. name of the related counterparty; 2. relationship with the party; 3. transaction date; 4. type/nature of transaction; 5. amount or contract price; 6. terms of the transaction; 7. rationale for entering into the transaction; 8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and 9. other terms and conditions <p>Related Party Transactions (RPTs) are disclosed in the Annual Report submitted to the SEC.</p> <p>Please refer to Company's 2022 Annual Report available at https://www.discoveryworld.com/files/ugd/6b50ca81f8d3cfe0764419a124eda2e84d563e.pdf</p> <p>All reviewed and approved RPTs for the previous year are documented in the Audit Committee's minutes of meeting.</p>	
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Supplement to Recommendation 8.5

<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>COMPLIANT</p>	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p>The Board shall commit, at all times, to fully disclose material information dealings. It shall cause the filing of all required information for the interest of the stakeholders through the proper procedures adopted by the Philippine Stock Exchange and by the SEC.</p>	
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Please refer to Part X of the Company's Revised Manual on Corporate Governance on Reportorial Requirements and Disclosure System (page 46), available at <https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf>

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

Provide link or reference where this is disclosed, if any

Related Party Transactions are disclosed in the Annual Report submitted to the SEC available at <https://www.discoveryworld.com/files/ugd/6b50ca81f8d3cfe0764419a124eda2e84d563e.pdf>

Recommendation 8.6

1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.

COMPLIANT

Provide link or reference where this is disclosed

Company disclosures are made via the PSE EDGE available at https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=647

2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.

COMPLIANT

Identify independent party appointed to evaluate the fairness of the transaction price

There were no material transactions in 2022 requiring the appointment of an independent party to evaluate the fairness of the transaction price.

Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.

Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	COMPLIANT	Provide link or reference where these are disclosed. Please refer to the Secretary's Certificate as to the non-existence of shareholders' agreements, voting trust agreements, etc. registered with the Corporate Secretary attached as Annex "A".	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	Provide link to the company's website where the Manual on Corporate Governance is posted. The Company's Revised Manual on Corporate Governance and its Annexes as submitted to the SEC on 31 May 2017 are available at https://www.discoveryworld.com/corporate-governance	
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.	COMPLIANT	Provide proof of submission. Please refer to the Company's Revised Manual on Corporate Governance with Annexes as received by the SEC on 31 May 2017 attached as Annex "D".	

Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	COMPLIANT	Provide link or reference to the company's Annual Report containing the said information.	
a. Corporate Objectives	COMPLIANT	<p>Please refer to the Company's 2022 Annual Report (SEC-Form 17-A), available at https://www.discoveryworld.com/files/ugd/6b50ca_81f8d3cfe0764419a124eda2e84d563e.pdf</p>	
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	NON-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	Provide link or reference to where this is contained in the Annual Report	
		<p>Please refer to Part IV of the Annual Report (SEC Form 17-A) on Corporate Governance (pages 42 to 43), available at https://www.discoveryworld.com/files/ugd/6b50ca_81f8d3cfe0764419a124eda2e84d563e.pdf</p>	

<p>3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.</p>	<p>COMPLIANT</p>	<p>Provide link or reference to where this is contained in the Annual Report</p> <p>The Statement of Effectiveness of Risk Management System is part of the Annual Corporate Governance Report available at https://www.discoveryworld.com/corporate-governance</p>	
<p>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.</p>	<p>COMPLIANT</p>	<p>Provide link or reference to where this is contained in the Annual Report</p> <p>The Statement of Effectiveness of Risk Management System is part of the Annual Corporate Governance Report available at https://www.discoveryworld.com/corporate-governance</p>	
<p>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).company discloses in the Annual Report</p>	<p>COMPLIANT</p>	<p>Provide link or reference to where these are contained in the Annual Report</p> <p>Please refer to Company's 2022 Annual Report (SEC Form 17-A) available at https://www.discoveryworld.com/files/ugd/6b50ca_81f8d3cfe0764419a124eda2e84d563e.pdf</p>	

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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

<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.</p> <p>Please refer to Section IV, Item C on External Audit Oversight of the Audit Committee Charter available at https://www.discoveryworld.com/files/ugd/78024e67df06f7f91f454784bbcd032d09f751.pdf</p>	
<p>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.</p>	<p>COMPLIANT</p>	<p>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</p> <p>The re-appointment of Reyes Tacandong and Co. was unanimously approved by stockholders present or represented and entitled to vote during the Annual Stockholders' Meeting on 01 June 2022.</p> <p>Please refer to Section IV, Item C on External Audit Oversight of the Audit Committee Charter available at https://www.discoveryworld.com/files/ugd/78024e67df06f7f91f454784bbcd032d09f751.pdf</p>	
<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.</p> <p>There was no change of external auditor from the previous year.</p>	

Supplement to Recommendation 9.1			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	COMPLIANT	<p>Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years.</p> <p>The Company complies with SRC Rule 68 on the rotation of lead audit partner as prescribed by the Code of Ethics for Professional Accountants in the Philippines.</p> <p>Mr. Darryll Reese Q. Salangad of Reyes Tacandong & Co. took the role of lead audit partner of the Group in 2022 from Mr. Arthur Vinson U. Ong of the same firm who had been the lead audit partner from 2019 to 2021.</p> <p>Mr. Salangad was also the audit partner of DWC's subsidiaries starting in 2022.</p>	
Recommendation 9.2			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <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	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>Please refer to Section IV, Item C on External Audit Oversight of the Audit Committee Charter available at https://www.discoveryworld.com/files/ugd/78024e67df06f7f91f454784bbcd032d09f751.pdf</p>	

2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	COMPLIANT	Provide link/reference to the company's Audit Committee Charter Please refer to Section IV, Item C on External Audit Oversight of the Audit Committee Charter available at https://www.discoveryworld.com/files/ugd/78024e67df06f7f91f454784bbcd032d09f751.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	Provide link/reference to the company's Audit Committee Charter Please refer to Section IV, Item C on External Audit Oversight of the Audit Committee Charter available at https://www.discoveryworld.com/files/ugd/78024e67df06f7f91f454784bbcd032d09f751.pdf	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	COMPLIANT	Provide link/reference to the company's Audit Committee Charter Please refer to Section IV, Item C on External Audit Oversight of the Audit Committee Charter available at https://www.discoveryworld.com/files/ugd/78024e67df06f7f91f454784bbcd032d09f751.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	Disclose the nature of non-audit services performed by the external auditor, if any. There were no non-audit services conducted by the external auditor for the Company for 2022.	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit	COMPLIANT	Provide link or reference to guidelines or policies on non-audit services.	

<p>services, which could be viewed as impairing the external auditor's objectivity.</p>		<p>The Audit Committee shall disallow any non-audit work that will conflict with the duties of the external auditor as such or may pose a threat to his independence. The nature of non-audit work, if allowed, should be disclosed in the Company's Annual Report and Annual Corporate Governance Report.</p> <p>Please refer to Section IV, Item C on External Audit Oversight of the Audit Committee Charter available at https://www.discoveryworld.com/files/ugd/78024e67df06f7f91f454784bbcd032d09f751.pdf</p>	
Supplement to Recommendation 9.3			
<p>1. Fees paid for non-audit services do not outweigh the fees paid for audit services.</p>	COMPLIANT	<p>Provide information on audit and non-audit fees paid.</p> <p>There were no non-audit services conducted by the external auditor for the Company for 2022.</p>	
Additional Recommendation to Principle 9			
<p>1. Company's external auditor is duly accredited by the SEC under Group A category.</p>	COMPLIANT	<p>Provide information on company's external auditor, such as:</p> <ol style="list-style-type: none"> 1. Name of the audit engagement partner; Darryll Reese Q. Salangad 2. Accreditation number; SEC Accreditation No. 107615-A 3. Date Accredited; 21 February 2023 4. Expiry date of accreditation: Valid for Financial Period 2022; and 5. Name, address, contact number of the audit firm. Reyes Tacandong & Co. 	

		<p>Citibank Tower 8741 Paseo de Roxas, Makati City 1226 Philippines</p> <p>Phone: +632 8 982 9100; Fax: +632 8 982 9111</p> <p>SEC Accreditation No. 4782 SEC Group A</p> <p>August 11, 2022, Valid for Financial Periods 2021 to 2025</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>	COMPLIANT	<p>Provide information on the following:</p> <ol style="list-style-type: none"> 1. Date it was subjected to SOAR inspection, if subjected – 23 November 2020 2. Name of the Audit firm – Reyes Tacandong & Co.; and 3. Members of the engagement team inspected by the SEC– <p>Engagement Partner – Arthur Vinson U. Ong</p> <p>Engagement Managers – Laydel B. Balaquidan (DWC), Aura Vera S. Reyes (EPRI, CIC and DFC)</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>Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.</p> <p>Please refer to the Company's Social, Environment, Health and Safety Policy available at https://www.discoveryworld.com/files/ugd/78024e_0d773dd6a2ef4a64be25ee380e08c0e7.pdf</p> <p>The Company also established Guidelines on Sustainability Reporting for the disclosure of its economic, environmental and social impacts.</p>	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>COMPLIANT</p>	<p>Provide link to Sustainability Report, if any. Disclose the standards used.</p> <p>Please refer to the Company's 2022 Annual Report (SEC Form 17-A) available at https://www.discoveryworld.com/investor-relations</p> <p>Please also refer to the Company's Corporate Social Responsibility Summaries available at https://www.discoveryworld.com/corporate-governance</p>	

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

Recommendation 11.1

<p>1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p>	<p>COMPLIANT</p>	<p>Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.).</p> <p>Provide links, if any.</p> <p>The Company's existing official website is a cost-efficient channel of communication, available at https://www.discoveryworld.com/</p> <p>The Company also regularly makes disclosures to the public via the PSE EDGE, available at https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=647</p>	
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Supplemental to Principle 11

<p>1. Company has a website disclosing up-to-date information on the following:</p>	<p>COMPLIANT</p>	<p>Provide link to company website.</p> <p>Please refer to the Investor Relations page on the Company's Website available at https://www.discoveryworld.com/investor-relations</p> <p>Please also refer to the Company's disclosures via the PSE EDGE, available at https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=647</p>	
<p>a. Financial statements/reports (latest quarterly)</p>	<p>COMPLIANT</p>		
<p>b. Materials provided in briefings to analysts and media</p>	<p>COMPLIANT</p>		
<p>c. Downloadable annual report</p>	<p>COMPLIANT</p>		
<p>d. Notice of ASM and/or SS</p>	<p>COMPLIANT</p>		
<p>e. Minutes of ASM and/or SSM</p>	<p>COMPLIANT</p>		

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 available at https://www.discoveryworld.com/	

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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

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>List quality service programs for the internal audit functions.</p> <p>Internal Audit provides financial, operational and special engagement audit services. The audit could be procedural, spot, transactional (selected) and follow-up audits.</p> <p>Indicate frequency of review of the internal control system.</p> <p>Review of the internal control system is done on an annual basis, at the minimum.</p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>Identify international framework used for Enterprise Risk Management</p> <p>Please refer to the Company's Enterprise Risk Management Policy available at https://www.discoveryworld.com/files/ugd/78024e_0afe1a5b29704ba98efd061fb5a91cc9.pdf</p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> 1. Company's risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks <p>Key risks are disclosed in the Consolidated Audited Financial Reports available at https://www.discoveryworld.com/investor-relations</p>	

		<p>Indicate frequency of review of the enterprise risk management framework.</p> <p>The Enterprise Risk Management Policy is reviewed at least every two years to ensure alignment and relevance to any significant changes in the professional, regulatory, governance and any other environments that affect functionality of risk management processes.</p>	
Supplement to Recommendations 12.1			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	COMPLIANT	<p>Provide information on or link/reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p> <p>Please refer to Part XI of the Company's Revised Manual on Corporate Governance on Monitoring and Compliance (page 46), available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p> <p>Indicate frequency of review.</p> <p>The compliance program is reviewed annually.</p>	
Optional: Recommendation 12.1			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>	COMPLIANT	<p>Provide information on IT governance process.</p> <p>The Company adopts safeguards to protect its computer network against data loss or accidental, unlawful or unauthorized access, which can affect the integrity of any data in the system. The Company also encrypts important data during storage and while in transit and has established an authentication process. Due to security reasons, the Company cannot disclose details on the said processes.</p>	

Recommendation 12.2			
<p>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.</p>	COMPLIANT	<p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p> <p>Internal Audit is done in-house.</p> <p>Please refer to the Part IV, Item B of the Internal Audit Charter on Internal Audit Oversight, available at https://www.discoveryworld.com/files/ugd/78024e_67df06f7f91f454784bbcd032d09f751.pdf</p>	
Recommendation 12.3			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	COMPLIANT	<p>Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.</p> <p>Please refer to the Part IV, Item H of the Company's Revised Manual on Corporate Governance on Internal Auditor (pages 34 to 36), available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p>	
<p>2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.</p>	COMPLIANT	<p>There was no outsourced internal audit activity for 2022.</p>	
<p>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.</p>	COMPLIANT	<p>Identify qualified independent executive or senior management personnel, if applicable.</p> <p>Not applicable. Internal audit is in-house.</p>	

Recommendation 12.4			
<p>1. Company has a separate risk management function to identify, assess and monitor key risk exposures.</p>	<p>COMPLIANT</p>	<p>Provide information on company's risk management function.</p> <p>The Board Risk Oversight Committee assists the Board in overseeing the Company's practices and processes relating to risk assessment and risk management. The company's Chief Risk Officer performs identification, assessment, monitoring of key risk exposures guided by the framework developed with the assistance of a risk management consultant.</p> <p>Please refer to the Board Risk Oversight Committee Charter available at https://www.discoveryworld.com/files/ugd/78024e67df06f7f91f454784bbcd032d09f751.pdf</p>	
Supplement to Recommendation 12.4			
<p>1. Company seeks external technical support in risk management when such competence is not available internally.</p>	<p>COMPLIANT</p>	<p>Identify source of external technical support, if any.</p> <p>Risk engineering surveys are conducted by the company's insurance broker under the supervision of the Risk Officer.</p>	
Recommendation 12.5			
<p>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).</p>	<p>COMPLIANT</p>	<p>Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.</p> <p>The Company's Risk Officer is Mr. Erlito Z. Parangue.</p> <p>Mr. Parangue's profile is available at https://www.discoveryworld.com/key-officers</p> <p>Please refer to the Part IV, Item G of the Revised Manual on Corporate Governance on responsibilities, qualifications, and background of the Chief Risk Officer (pages 33 to 34), available at</p>	

		https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	COMPLIANT	<p>The CRO functionally reports to the Board Risk Oversight Committee and administratively reports to the President and/or Chief Financial Officer.</p> <p>Please refer to Part II, Item D of the Enterprise Risk management Policy on the Company's Risk Management Structure available at https://www.discoveryworld.com/files/ugd/78024e_0afe1a5b29704ba98efd061fb5a91cc9.pdf</p>	
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	COMPLIANT	<p>Provide link to CEO and CAE's attestation</p> <p>The Internal Audit reports present whether the internal controls and compliance system are in place and are working effectively. The President acknowledges the reports. Please refer to attached certification by Mr. Erlito Z. Parangue, the Company's Risk and Audit Officer, attached as Annex "E".</p>	

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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

<p>1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.</p>	<p>COMPLIANT</p>	<p>Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.</p> <p>Please refer to Part VI of the Company's Revised Manual on Corporate Governance on Shareholders' Rights and Protection of Minority Stockholders (pages 39 to 42), available at https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf</p>	
<p>2. Board ensures that basic shareholder rights are disclosed on the company's website.</p>	<p>COMPLIANT</p>	<p>Provide link to company's website</p> <p>Please refer to the Corporate Governance page of the Company's Website, available at https://www.discoveryworld.com/corporate-governance</p>	

Supplement to Recommendation 13.1

<p>1. Company's common share has one vote for one share.</p>	<p>COMPLIANT</p>	<p>Please refer to Part VI of the Company's Revised Manual on Corporate Governance on Shareholders' Rights and Protection of Minority Stockholders (pages 39 to 42), available at https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf</p>	
<p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	<p>COMPLIANT</p>	<p>Provide information on all classes of shares, including their voting rights if any.</p> <p>As of 31 December 2022, there is only one class of shares—Common.</p>	

		Please refer to its voting rights per the Company's Articles of Incorporation, available at https://www.discoveryworld.com/about-us	
3. Board has an effective, secure, and efficient voting system.	COMPLIANT	Provide link to voting procedure. Indicate if voting is by poll or show of hands. Please refer to Item 19 of the Company's Definitive Information Statement for the 2022 Annual Stockholders' Meeting on Voting Procedures (pages 23 to 24), available at https://www.discoveryworld.com/files/ugd/78024eb1ee3b8b0a14fa0ad044f8941a6c599.pdf	
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	Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any. All shareholders, including minority shareholders, have the right to elect, remove and replace directors. They also have the right to vote on certain corporate acts, as provided under the Corporation Code. With the use of cumulative voting, minority shareholders may vote together to ensure the election of a director.	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the ASM or special meeting.	COMPLIANT	Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution) Please refer to the Corporation's By-Laws. As of date, there has been no call for a shareholders' meeting initiated by a stockholder. Please refer to the Secretary's Certificate attesting to this fact attached as Annex "A".	

<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to the policies on treatment of minority shareholders</p> <p>Please refer to Part VI of the Company's Revised Manual on Corporate Governance on Shareholders' Rights and Protection of Minority Stockholders (pages 39 to 42), available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p>	
<p>7. Company has a transparent and specific dividend policy.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to the company's dividend Policy.</p> <p>Please refer to the Company's Dividend Policy available at https://www.discoveryworld.com/files/ugd/78024e_5d651897bb474780b4e550eb9d5ab386.pdf</p> <p>Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration.</p> <p>No dividends were declared in 2022.</p>	
<p>Optional: Recommendation 13.1</p>			
<p>1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.</p>	<p>NON-COMPLIANT</p>	<p>Identify the independent party that counted/validated the votes at the ASM, if any.</p> <p>Representatives from the Company's stock transfer agent, Stock Transfer Service, Inc., were appointed to validate votes at the Annual Stockholders' Meeting.</p>	<p>The Company adheres to the provisions of the By-Laws and pertinent laws and regulations in counting and validating votes during the Annual</p>

			<p>Stockholders' Meetings.</p> <p>The presence of representatives from the corporation's external auditors and stock agent are being acknowledged during the Annual Stockholders Meeting.</p>
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Recommendation 13.2

<p>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.</p>	<p>COMPLIANT</p>	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out.</p> <table border="1" data-bbox="1032 762 1740 1008"> <tr> <td>Date of Annual Stockholders' Meeting</td> <td>01 June 2022</td> </tr> <tr> <td>Date of Sending out of Notice and Agenda</td> <td>04 May 2022</td> </tr> <tr> <td>No. of Days the Notice and Agenda were Sent before Meeting</td> <td>28 days</td> </tr> </table> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>The Agenda did not include the approval or changes to remuneration since there were no changes in remuneration for 2022.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p>	Date of Annual Stockholders' Meeting	01 June 2022	Date of Sending out of Notice and Agenda	04 May 2022	No. of Days the Notice and Agenda were Sent before Meeting	28 days	
Date of Annual Stockholders' Meeting	01 June 2022								
Date of Sending out of Notice and Agenda	04 May 2022								
No. of Days the Notice and Agenda were Sent before Meeting	28 days								

		<p>Please refer to the Company's Definitive Information Statement for the 2022 Annual Stockholders' Meeting available at https://www.discoveryworld.com/files/ugd/78024e_b1ee3b8b0a14fa0ad044f8941a6c599.pdf</p> <p>Please also refer to the Company's disclosure via the PSE EDGE available at https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=647#viewer</p>	
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Supplemental to Recommendation 13.2

1. Company's Notice of Annual Stockholders' Meeting contains the following information:	COMPLIANT	<p>Provide link or reference to the company's notice of Annual Shareholders' Meeting</p> <p>Please refer to the Notice of the Annual or Special Stockholders' Meeting available at https://www.discoveryworld.com/investor-relations</p>	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	COMPLIANT	<p>Please refer to the Definitive Information Sheet for the 2022 Annual Stockholders' Meeting available at https://www.discoveryworld.com/files/ugd/78024e_b1ee3b8b0a14fa0ad044f8941a6c599.pdf</p>	
b. Auditors seeking appointment/re-appointment	COMPLIANT		
c. Proxy documents	COMPLIANT		

Optional: Recommendation 13.2

1. Company provides rationale for the agenda items for the annual stockholders meeting	COMPLIANT	<p>Provide link or reference to the rationale for the agenda items.</p> <p>Please refer to the Definitive Information Sheet for the 2022 Annual Stockholders' Meeting available at https://www.discoveryworld.com/files/ugd/78024e_b1ee3b8b0a14fa0ad044f8941a6c599.pdf</p>	
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https://www.discoveryworld.com/files/ugd/78024e_b1ee3b8b0a14fa0ad044f8941a6c599.pdf

Recommendation 13.3

1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.

COMPLIANT

Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.

Please refer to the Minutes of the Annual Stockholders' Meeting available at https://www.discoveryworld.com/files/ugd/6b50ca_03ceb9ba0a1541459bf812a75220dd05.pdf

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

Provide link to minutes of meeting in the company website.

Results of Annual Stockholders' Meeting were disclosed on and published in the PSE website on 01 June 2022.

Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.

The following directors were re-elected to the Board during the Company's 2022 Annual Stockholders' Meeting held on 01 June 2022:

	No. of Votes Received
William L. Chua	705,743,998
Romualdo C. Macasaet	705,743,998
Elizabeth Ann C. Parpan	705,743,998
Jose C. Parreño, Jr.	705,743,998
A. Bayani K. Tan	705,743,998
Christopher John AD. Tiu	705,743,998
John Y. Tiu, Jr.	705,743,998
Lamberto R. Villena	705,743,998
Eric S. Yu *	705,743,998

*Resigned as of 31 October 2022

		<p>Indicate also if the voting on resolutions was by poll.</p> <p>The election of directors was conducted viva voce.</p> <p>Include whether there was opportunity to ask question and the answers given, if any</p> <p>Please refer to page 4 the Minutes of the 2022 Annual Stockholders' Meeting available at https://www.discoveryworld.com/files/ugd/6b50ca_03ceb9ba0a1541459bf812a75220dd05.pdf</p>	
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Supplement to Recommendation 13.3

<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>	<p>COMPLIANT</p>	<p>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting</p> <p>Mr. Darryll Reese Q. Salangad partner of Reyes Tacandong & Co, the Company's External Auditor, Atty. William S. Gan, tax partner of Reyes Tacandong & Co, and Mr. Michael C. Capoy, representative of Stock Transfer Service, Inc., the Company's Stock and Transfer Agent, were present during the Annual Stockholders' Meeting on 01 June 2022.</p>	
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Recommendation 13.4

<p>1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p>	<p>COMPLIANT</p>	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes</p> <p>The Board is responsible for the establishment of an Investor Relations Office to ensure constant engagement with its shareholders and make available, at the option of the shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p> <p>Please refer to Part IV, Section I, Item H, sub-par. (a), Item 26 of the Company's Revised Manual on</p>	
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		<p>Corporate Governance on the General Responsibilities of the Board of Directors to Encourage and Facilitate Shareholder Engagement (pages 14 to 15), available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p>	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	COMPLIANT	<p>Provide link/reference to where it is found in the Manual on Corporate Governance</p> <p>Item 26 of the Company's Revised Manual on Corporate Governance on the General Responsibilities of the Board of Directors to Encourage and Facilitate Shareholder Engagement (pages 14 to 15), available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p>	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	COMPLIANT	<p>Disclose the contact details of the officer/office responsible for investor relations, such as:</p> <ol style="list-style-type: none"> 1. Name of the person 2. Telephone number 3. Fax number 4. E-mail address <p>The Company's IRO is Ms. Mary Jean D. Codiñera. Her contact information and e-mail address are available at https://www.discoveryworld.com/contact-us</p>	
2. IRO is present at every shareholder's meeting.	COMPLIANT	<p>Indicate if the IRO was present during the ASM.</p> <p>Ms. Mary Jean D. Codiñera, the Company's IRO was present during the Annual Stockholders' Meeting on 01 June 2022.</p>	

Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	COMPLIANT	Provide information on how anti-takeover measures or similar devices were avoided by the board, if any. The Company respects and follows free market forces, subject to legal rules and regulations. There are no anti-takeover provisions in the By-laws of the corporation or in the Manual on Corporate Governance.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	NON-COMPLIANT	Indicate the company's public float. The Corporation's public float as of 31 December 2022 is 17.36%.	The Corporation is well above the current requirement of the Securities Exchange Commission and Philippine Stock Exchange of 10%.
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	COMPLIANT	Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM. The IRO maintains a program that keeps stockholders informed of the important developments in the Company and ensures that the Company values their investment.	
2. Company practices secure electronic voting in at the Annual Shareholders' Meeting.	NON-COMPLIANT	Disclose the process and procedure for secure electronic voting in absentia, if any.	Majority of the shareholders were physically present during the Annual Stockholders Meeting on 01 June 2022. The company is

			currently working towards its process to provide a secure electronic process of voting in absentia.
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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

<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p>	<p>COMPLIANT</p>	<p>Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.</p> <p>Please refer to Part VII of the Company's Revised Manual on Corporate Governance on Stakeholders (pages 42 to 43), available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p>	
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Recommendation 14.2

<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>COMPLIANT</p>	<p>Identify policies and programs for the protection and fair treatment of company's stakeholders</p> <p>Please refer to Part VII of the Company's Revised Manual on Corporate Governance on Stakeholders (pages 42 to 43), available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p>	
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Recommendation 14.3

<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>COMPLIANT</p>	<p>Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.</p> <p>Stakeholders can voice their concerns with the Company's IRO, Mary Jean D. Codiñera. Her contact information and e-mail address are available at https://www.discoveryworld.com/contact-us</p>	
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		<p>Provide information on whistleblowing policy, practices and procedures for stakeholders</p> <p>Please refer to the Company's Whistleblowing Policy available at https://www.discoveryworld.com/files/ugd/78024e_e2db6c7d321f4a35b87613cc1ac950a7.pdf</p>	
Supplement to Recommendation 14.3			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	COMPLIANT	<p>Provide information on the alternative dispute resolution system established by the company.</p> <p>In case of conflict between the Company and any of its stakeholders, the Board of Directors will engage the services of a neutral third party to assist in the resolution of issues between the parties. The alternative dispute resolution system includes arbitration, mediation, conciliation, early neutral evaluation, or any combination thereof.</p>	
Additional Recommendations to Principle 14			
<p>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.</p>	COMPLIANT	<p>Disclose any requests for exemption by the company and the reason for the request.</p> <p>There was no request for exemption by the Company.</p>	
<p>2. Company respects intellectual property rights.</p>	COMPLIANT	<p>Provide specific instances, if any.</p> <p>The Company registers its trade and business names with the Securities and Exchange Commission and its trademarks with the Intellectual Property Office.</p>	
Optional: Principle 14			

<p>1. Company discloses its policies and practices that address customers' welfare</p>	<p>COMPLIANT</p>	<p>Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.</p> <p>The Company's Mission to provide hospitality service that is All Heart is embodied in the Company's values.</p> <p>Please refer to the Company's Vision and Mission, available at https://www.discoveryworld.com/vision-and-mission</p>	
<p>2. Company discloses its policies and practices that address supplier/contractor selection procedures.</p>	<p>COMPLIANT</p>	<p>Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.</p> <p>The Company recognizes the rights of all business partners and strives to forge long-term and mutually-beneficial relationships with them through impartial dealings and adherence to the highest level of moral and ethical conduct. The Company grants equal opportunities to, and promote fair and open competition among vendors and trade partners by encouraging the highest level of productivity, efficiency, quality, and cost-competitiveness.</p> <p>Please refer to the Company's Revised Manual on Corporate Governance, available at https://www.discoveryworld.com/files/ugd/78024e_6de2e3ad420141288fdda7bde10afbd4.pdf</p>	

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

Recommendation 15.1

<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>Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.</p> <p>The Board is responsible for establishing policies, programs and procedures that encourage employees to actively participate in the realization of the Company's goals and its governance.</p> <p>The Company recognizes the vital role of its employees to achieving the vision and mission of the Company. The Company is concerned for the welfare of its employees and promotes a culture where everyone is treated as family.</p> <p>Please refer to the Company's Revised Manual on Corporate Governance, available at https://www.discoveryworld.com/files/ugd/78024e6de2e3ad420141288fdda7bde10afbd4.pdf</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>Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.</p> <p>A performance management process is outlined in the guidelines on job levels and position titles for promotion developed by the Human Resources Head of the company. Compensation and benefits is based on the</p>	
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		hierarchy and level of position as prescribed by the management.	
2. Company has policies and practices on health, safety and welfare of its employees.	COMPLIANT	<p>Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</p> <p>The Company's Anti-Sexual Harassment Policy, Drug-Free Workplace Policy and Program, Workplace Policy and Program on Hepatitis B, HIV/AIDS Workplace Policy and Program, Workplace Policy and Program on Tuberculosis (TB) Prevention and Control, Alcohol-Free Workplace Policy, and Social, Environment, Health and Safety Policy are available at https://www.discoveryworld.com/corporate-governance</p>	
3. Company has policies and practices on training and development of its employees.	COMPLIANT	<p>Disclose and provide information on policies and practices on training and development of employees.</p> <p>Include information on any training conducted or attended.</p> <p>The Company has policies and practices on training and development of its employees and training programs which are conducted on a regular basis and occasions required by government regulatory bodies.</p> <p>Please refer to the certification by the Risk and Audit Officer attached as Annex "C".</p>	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	COMPLIANT	<p>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption</p> <p>Please refer to the Company's Code of Business Conduct and Ethics, available at https://www.discoveryworld.com/files/ugd/78024e_5f1d2b20234b47f98ac59909d14df07e.pdf</p>	

<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	<p>COMPLIANT</p>	<p>Identify how the board disseminated the policy and program to employees across the organization.</p> <p>Policies are made available in the Company's website.</p> <p>The Human Resources Department is tasked to implement training programs for the Company's officers and employees.</p>	
<p>Supplement to Recommendation 15.2</p>			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>	<p>COMPLIANT</p>	<p>Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices.</p> <p>Please refer to the Company's Code of Business Conduct and Ethics, available at https://www.discoveryworld.com/files/ugd/78024e_5f1d2b20234b47f98ac59909d14df07e.pdf</p> <p>Include any finding of violations of the company policy.</p> <p>No violations have been reported to date.</p>	
<p>Recommendation 15.3</p>			
<p>1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation</p>	<p>COMPLIANT</p>	<p>Disclose or provide link/reference to the company whistleblowing policy and procedure for employees.</p> <p>Please refer to the Company's Whistle blowing Policy, available at https://www.discoveryworld.com/files/ugd/78024e_e2db6c7d321f4a35b87613cc1ac950a7.pdf</p>	

		<p>Indicate if the framework includes procedures to protect the employees from retaliation.</p> <p>Please refer to the Company's Whistle blowing Policy, available at https://www.discoveryworld.com/files/ugd/78024e_e2db6c7d321f4a35b87613cc1ac950a7.pdf</p> <p>Provide contact details to report any illegal or unethical behavior.</p> <p>There were no incidents reported for the year 2022.</p>	
2. Board establishes a suitable framework for whistle blowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistle blowing concerns.	COMPLIANT	<p>The Company's Chairman and Audit Committee are designated as the advocates for whistleblowers and are authorized to implement this Policy.</p> <p>Whistle blowing complaints are referred to the Audit Committee, which is composed of independent directors and other non-executive directors.</p> <p>Please refer to the Company's Whistle blowing Policy, available at https://www.discoveryworld.com/files/ugd/78024e_e2db6c7d321f4a35b87613cc1ac950a7.pdf</p>	
3. Board supervises and ensures the enforcement of the whistle blowing framework.	COMPLIANT	<p>Provide information on how the board supervised and ensured enforcement of the whistle blowing framework, including any incident of whistle blowing.</p> <p>There were no incidents reported during the covered period.</p>	

Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
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 advancement of the society where it operates.	COMPLIANT	Provide information or reference to a document containing information on the company's community involvement and environment-related programs. Please refer to Company's 2022 Sustainability Report, available at https://www.discoveryworld.com/files/ugd/6b50ca_2640da8daafa4d728a409f670ddd89d.pdf	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	COMPLIANT	Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development. Please refer to Company's 2022 Sustainability Report, available at https://www.discoveryworld.com/files/ugd/6b50ca_2640da8daafa4d728a409f670ddd89d.pdf	

<p>2. Company exerts effort to interact positively with the communities in which it operates</p>	<p>COMPLIANT</p>	<p>Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.</p> <p>Please refer to Company's 2022 Sustainability Report, available at https://www.discoveryworld.com/_files/ugd/6b50ca_2640da8daafa4d728a409f670dddf89d.pdf</p> <p>Please also refer to the Company's Corporate Social Responsibility Summaries, available at https://www.discoveryworld.com/corporate-governance</p>	
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