COVER SHEET

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S.E.C Registration No.

WILCON DEPOT INC. DOING BUSINESS UNDER THE NAME AND STYLE OF WILCON DEPOT, WILCON HOME ESSENTIALS, DO IT WILCON AND BARGAIN CENTER BY: WILCON DEPOT (FORMERLY WILCON DEPOT INC. DOING BUSINESS UNDER THE NAME AND STYLE OF WILCON DEPOT AND WILCON HOME ESSENTIALS)

(Company's Full name)

90 E. RODRIGUEZ JR. AVE. UGONG NORTE QUEZON CITY

(Principal Office)

Atty. Sheila Pasicolan - Camerino
Contact Person

(02) 8634-8387
Tel. No.

I-ACGR
FORM TYPE

Secondary License, (if applicable type)

CGFD
Dept. requiring this doc

N/A
Amended Articles number

Total stockholders

Domestic **Foreign**

To be accomplished by SEC personnel concerned

File Number **LCU**

Document I.D. **Cashier**

STAMPS

SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended: 31 December 2024

2. SEC Identification Number CS201524712

3. BIR Tax Identification No. 009-192-878

4. Exact name of issuer as specified in its charter:

   WILCON DEPOT, INC. doing business under the name and style of WILCON DEPOT, WILCON HOME ESSENTIALS, DO IT WILCON and BARGAIN CENTER BY: WILCON DEPOT (Formerly, WILCON DEPOT, INC. doing business under the name and style of WILCON DEPOT and WILCON HOME ESSENTIALS)

5. QUEZON CITY, PHILIPPINES
   Province, Country or other jurisdiction of incorporation or organization

6. (SEC Use Only)
   Industry Classification Code:

7. 90 E. RODRIGUEZ JR. AVENUE, UGONG NORTE, QUEZON CITY — 1110
   Address of principal office — Postal Code

8. (02) 8634 8387
   Issuer's telephone number, including area code

9. N/A
   Former name, former address, and former fiscal year, if changed since last report.

WILCON DEPOT, INC.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

For the fiscal year ended 31 December 2024

<table>
<tr><th colspan="4">INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT</th></tr>
<tr><th></th><th>COMPLIANT/ NON-COMPLIANT</th><th>ADDITIONAL INFORMATION</th><th>EXPLANATION</th></tr>
<tr><td colspan="4">The Board's Governance Responsibilities</td></tr>
<tr><td colspan="4">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.</td></tr>
<tr><td colspan="4">Recommendation 1.1</td></tr>
<tr><td>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</td><td>COMPLIANT</td><td rowspan="2">The Directors of the Company have various experiences in different fields and industries such as retail, finance and realty.

References:

➢ Board of Directors and Executive Officers

https://investor.wilcon.com.ph/board-of-directors-and-executive-officers/

<table><tr><th>Name</th><th>Directorship</th></tr><tr><td>Bertram B. Lim</td><td>Chairman/Independent Director</td></tr><tr><td>Ricardo S. Pascua</td><td>Independent Director</td></tr><tr><td>Rolando S. Narciso</td><td>Independent Director</td></tr><tr><td>Delfin L. Warren</td><td>Independent Director</td></tr><tr><td>Lorraine Belo – Cincochan</td><td>President/Executive Director</td></tr><tr><td>Mark Andrew Y. Belo</td><td>Executive Director</td></tr><tr><td>Careen Y. Belo</td><td>Executive Director</td></tr></table>
➢ WLCON 2024 17- A Annual Report of the Company
Pages 26 – 30

https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf</td><td></td></tr>
<tr><td>2. Board has an appropriate mix of competence and expertise.</td><td>COMPLIANT</td><td></td></tr>
</table>

3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT	➢ 2024 Annual Report of the Company (digital magazine) Pages 32 - 34 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ Definitive Information Statement for June 17, 2024 ASM Pages 11 - 16 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf ➢ 2020 Revised Corporate Governance Manual Section III Pages 4-5 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Recommendation 1.2			

1. Board is composed of a majority of non-executive directors.	COMPLIANT	The Company has seven directors: four (4) independent and three (3) executive directors. Independent Directors are also considered as Non - Executive Directors because they do not have executive responsibility and do not perform any work related to the operations of the Company. References: ➢ 2024 Annual Report of the Company (digital magazine) Pages 32 - 34 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ 2020 Revised Corporate Governance Manual Page 3 Definition of Non-Executive Directors https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Recommendation 1.3			

1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	COMPLIANT	The Company ensures that its directors are abreast and well-informed of relevant topics, frameworks and methods that are essential in the performance of their obligations. The Company provides comprehensive 8-hour orientation program for new directors and annual 4-hour training for existing directors and officers of the Company. References: ➢ 2020 Revised Corporate Governance Manual Section III Page 4 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ 2024 Annual Report of the Company (digital magazine) Page 40 - 41 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ Definitive Information Statement for June 17, 2024 ASM Page 30 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	

2. Company has an orientation program for first time directors.	COMPLIANT	The Company ensures that its directors are abreast and well-informed of relevant topics, frameworks and methods that are essential in the performance of their obligations. The Company provides comprehensive 8-hour orientation program for new directors and annual 4-hour training for existing directors and officers of the Company. On June 17, 2024, the members of the Board as well as officers of the Company attended the corporate governance seminar via Zoom conducted by the Risks, Opportunities Assessment and Management (ROAM), Inc. This 4-hour annual CG training covered the following topics:	

3. Company has relevant annual continuing training for all directors.	COMPLIANT	1. Review of Code of Corporate Governance for Publicly Listed Companies 2. 2024 Global and Regional Trends in Corporate Governance 3. Corporate Sustainability/Sustainability Reporting 4. RP Economic Statistics 5. Global and Local Economic, Political and Other Challenges; and 6. Impact of Artificial Intelligence on Business and Society References: ➢ 2020 Revised Corporate Governance Manual Section III Page 4 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ 2024 Annual Report of the Company (digital magazine) Page 40 - 41 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	
Recommendation 1.4			

1. Board has a policy on board diversity.	COMPLIANT	The Company has a Board Diversity Policy because it believes that a diverse Board better understands its customer base and the environment that the business operates in. This promotes different perspectives and ideas and mitigates groupthink to achieve optimal decision-making. Board diversity may refer to distinctions in age, ethnicity, culture, skills, competence, knowledge, gender, among other things. The Board of Directors is composed of five (5) males and two (2) females. References: ➢ 2024 Annual Report of the Company (digital magazine) Page 32 - 34 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ 2020 Revised Corporate Governance Manual Section III Pages 4 - 5 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Board of Directors and Executive Officers https://investor.wilcon.com.ph/board-of-directors-and-executive-officers/	
Optional: Recommendation 1.4			

1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	COMPLIANT	The Company is committed to the following principles: ▪ Recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in the attainment of its strategic objectives and maintaining a prudent corporate governance. ▪ All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge, and candidates will be considered against objective criteria, which the Board as a whole requires to be effective. References: ➢ 2024 Annual Report of the Company (digital magazine) Page 32 - 34 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ 2020 Revised Corporate Governance Manual Section III Pages 4 - 5 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	COMPLIANT	The Board is assisted by a Corporate Secretary,	

<table>
<tr><td>2. Corporate Secretary is a separate individual from the Compliance Officer.</td><td>COMPLIANT</td><td rowspan="2">who is an officer of the Company and separate from the Compliance Officer. The Corporate Secretary is not a member of Board of Directors. The Company's Corporate Secretary is Atty. Arthur R. Ponsaran.

References:

➢ 2024 Annual Report of the Company (digital magazine)
Page 36

https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf

➢ WLCON 2024 17- A Annual Report of the Company
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https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf

➢ 2020 Revised Corporate Governance Manual</td><td></td></tr>
<tr><td>3. The Corporate Secretary is not a member of the Board of Directors</td><td>COMPLIANT</td><td></td></tr>
</table>

4. The Corporate Secretary attends training/s on Corporate Governance.	COMPLIANT	Section III Page 5 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Board of Directors and Executive Officers https://investor.wilcon.com.ph/board-of-directors-and-executive-officers/ On June 17, 2024, the members of the Board as well as officers of the Company attended the corporate governance seminar via Zoom conducted by the Risks, Opportunities Assessment and Management (ROAM), Inc. This 4-hour annual CG training covered the following topics: 1. Review of Code of Corporate Governance for Publicly Listed Companies 2. 2024 Global and Regional Trends in Corporate Governance 3. Corporate Sustainability/Sustainability Reporting 4. RP Economic Statistics 5. Global and Local Economic, Political and Other Challenges; and 6. Impact of Artificial Intelligence on Business and Society References: ➢ 2020 Revised Corporate Governance Manual Section III Page 4 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ 2024 Annual Report of the Company (digital magazine) Page 40 - 41 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	

Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	COMPLIANT	The Corporate Secretary ensures that items to be discussed as well as materials to be used during the Board meeting is made available to each director at least seven (7) days in advance. In emergency circumstance, however, the meeting may be called at a shorter notice. ➢ 2020 Revised Corporate Governance Manual Section IV Page 13 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Recommendation 1.6			

1. Board is assisted by a Compliance Officer.	COMPLIANT	The Board is assisted by a Compliance Officer. The qualifications and responsibilities of the Compliance Officer is provided in the 2020 Revised Corporate Governance Manual. The Compliance Officer of the Company is Atty. Sheila Pasicolan – Camerino and she holds a rank of Assistant Vice President. She has been with the Company since 2016 and appointed as Asst. Corporate Secretary from the time the Company became a publicly listed company in 2017. She was appointed Compliance Officer on September 21, 2020. On November 25, 2022, she has successfully completed and passed the Certification for Compliance Officer conducted by the Center for Global Best Practices and conferred the title *Certified Compliance Officer*. The Compliance Officer is not a member of the Board of Director.	

<table>
<tr>
<td>2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.</td>
<td>COMPLIANT</td>
<td rowspan="2">References:

➢ 2020 Revised Corporate Governance Manual Section III Page 6

https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf

➢ 2024 Annual Report of the Company (digital magazine) Page 36

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➢ Definitive Information Statement for June 17, 2024 ASM Page 13

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<td></td>
</tr>
<tr>
<td>3. Compliance Officer is not a member of the board.</td>
<td>COMPLIANT</td>
<td></td>
</tr>
</table>

4. Compliance Officer attends training/s on corporate governance.	COMPLIANT	On June 17, 2024, the members of the Board as well as officers of the Company attended the corporate governance seminar via Zoom conducted by the Risks, Opportunities Assessment and Management (ROAM), Inc. This 4-hour annual CG training covered the following topics: 1. Review of Code of Corporate Governance for Publicly Listed Companies 2. 2024 Global and Regional Trends in Corporate Governance 3. Corporate Sustainability/Sustainability Reporting 4. RP Economic Statistics 5. Global and Local Economic, Political and Other Challenges; and 6. Impact of Artificial Intelligence on Business and Society References: ➢ 2020 Revised Corporate Governance Manual Section III Page 4 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ 2024 Annual Report of the Company (digital magazine) Page 40 - 41 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	
Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			

Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	The members of the Board act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company and all shareholders. To ensure a high standard of best practice for the Company, its stockholders and other stakeholders. References: ➢ 2024 Annual Report of the Company (digital magazine) Page 40 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ 2020 Revised Corporate Governance Manual Section IV Page 7 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	It is the duty of the Board to oversee the	

2. Board oversees and monitors the implementation of the company's business objectives and strategy.	COMPLIANT	development of and approve the Company's business objective and strategy, and monitor their implementation, in order to sustain the Company's long-term viability and strength. Reference: ➢ 2020 Revised Corporate Governance Manual Section IV Pages 7-8 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	COMPLIANT	The Board has a clearly defined and updated vision, mission and core values. References: ➢ Company's mission, vison and core values https://investor.wilcon.com.ph/mission-vision-values/ ➢ 2024 Annual Report of the Company (digital magazine) Page 6 - 8 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	

2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	COMPLIANT	Pursuant to the 2020 Revised Manual of Corporate Governance, it is the duty of the Board to oversee the development of and approve the Company's business objective and strategy, and monitor their implementation, in order to sustain the Company's long-term viability and strength. Reference: ➢ 2020 Revised Corporate Governance Manual Section IV Pages 7-8 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Recommendation 2.3			

1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	The Chairman of the Board of the Company is competent, qualified and has various and extensive knowledge and experience in the industry. References: ➢ 2024 Annual Report of the Company (digital magazine) Page 32 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ WLCON 2024 17- A Annual Report of the Company Page 26 - 27 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf ➢ Definitive Information Statement for June 17, 2024 ASM Page 12 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual the Board adopts an effective succession planning program for directors, key	

2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT	officers and management to ensure growth and a continued increase in the shareholders' value. This shall include adopting a policy on the retirement age of directors and key officer. Officers and employees of the Company are entitled to receive retirement benefits in accordance with the retirement plan of the Company. References: ➢ 2020 Revised Corporate Governance Manual Section IV Page 7 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Definitive Information Statement for June 17, 2024 ASM Pages 17 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT	Reference: ➢ 2020 Revised Corporate Governance Manual Section IV Pages 7-8	
2. Board adopts a policy specifying the relationship between remuneration and performance.	COMPLIANT		

3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT	https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	COMPLIANT	Pursuant to the 2020 Revised Manual of Corporate Governance the Board aligns the remuneration of key officers and Board members with the long-term interests of the Company. Reference: ➢ 2020 Revised Corporate Governance Manual Section IV Page 7 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	COMPLIANT	Reference: ➢ 2020 Revised Corporate Governance Manual Section IV Page 7 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	The Board has a formal and transparent nomination and election policy as provided in its 2020 Revised Corporate Governance Manual. The Manual	

2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT	includes the process how the Company accepted nomination from minority shareholders. The profile including the qualifications of each director are posted on the Company's website and are available to the public. References: ➢ 2020 Revised Corporate Governance Manual Section IV Page 8 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	COMPLIANT		
4. Board nomination and election policy includes how the board shortlists candidates.	COMPLIANT		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	COMPLIANT		

6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT	Governance.pdf ➢ Board of Directors and Executive Officers https://investor.wilcon.com.ph/board-of-directors-and-executive-officers/ ➢ Definitive Information Statement for June 17, 2024 ASM Pages 11 - 16 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf ➢ WLCON 2024 17- A Annual Report of the Company Pages 26 – 30 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf	
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.	COMPLIANT	The Company is allowed to engage the services of professional search firms or use other external sources of candidates when searching for candidates to the Board of Directors. References: ➢ 2020 Revised Corporate Governance Manual Section IV Page 9 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ 2024 Annual Report of the Company (digital magazine) Page 43 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	
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	Pursuant to the 2020 Revised Corporate Governance Manual the Board has the 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, particularly those which pass certain thresholds of materiality.	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT		

3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	COMPLIANT	On 7 August 2019, the Company adopted a Policy on Material Related Party Transactions in compliance with SEC MC No. 10, series of 2019 and accordingly amended its Related Party Transactions Committee Charter. Further, On May 6, 2020, the Board approved the 2020 Revised Corporate Governance Manual, adding a responsibility of the Board to approve all material RPT's that cross the materiality threshold and write-off of material exposures to related parties as well as any renewal or material changes in the terms and conditions of material RPTs previously approved. Material changes in the terms and conditions of the material RPT include, but not limited to, changes in the price, interest rate, maturity date, payment terms, commissions, fees, tenor and collateral requirements of the material RPT. References: ➢ 2020 Revised Corporate Governance Manual Section IV Page 8 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Material Related Party Transactions Policy https://investor.wilcon.com.ph/contents/uploads/2019/10/Material-Related-Party-Transactions-Policy.pdf	
Supplement to Recommendations 2.7			

1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered *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	Related party transactions are generally allowed, provided that these are done in a sound and prudent manner. The Company is expected to exercise appropriate oversight and to implement effective system in managing these transactions. In this regard, related party transactions amounting to ten percent (10%) or higher of a company's total assets, shall be considered as material related party transactions subject to the policy of the Company on material related party transactions. References: ➢ 2020 Revised Corporate Governance Manual Section V Page 20 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Material Related Party Transactions Policy https://investor.wilcon.com.ph/contents/uploads/2019/10/Material-Related-Party-Transactions-Policy.pdf	

2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	COMPLIANT	On May 6, 2020, the Board approved the Revised Manual Corporate Governance of the Company, adding the following responsibilities of the Board: b. To establish an effective audit, risk and compliance system to: • Determine, identify and monitor related parties and material RPTs • Continuously review and evaluate existing relationships between and among businesses and counterparties; and • Identify, measure and monitor and control risks arising from material RPTs References: ➢ 2020 Revised Corporate Governance Manual Section IV Page 8 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Material Related Party Transactions Policy https://investor.wilcon.com.ph/contents/uploads/2019/10/Material-Related-Party-Transactions-Policy.pdf	
Recommendation 2.8			

1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual the Board is responsible for approving the selection and assessing the performance of the Management led by the Chief Executive Officer (CEO), and control functions led by their respective heads (Chief Risk Officer, Chief Compliance Officer, and Chief Audit Executive). Reference: ➢ 2020 Revised Corporate Governance Manual Section IV Page 8 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	Reference: ➢ 2020 Revised Corporate Governance Manual Section IV Page 8 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual the Board is responsible for establishing an effective performance management framework.	

2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	➢ 2020 Revised Corporate Governance Manual Section IV Page 8 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual the Board oversees that an appropriate internal control system is in place, including setting up a mechanism for monitoring and managing potential conflicts of interest of Management, board members, and shareholders. Reference: ➢ 2020 Revised Corporate Governance Manual Section IV Page 8 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT		
3. Board approves the Internal Audit Charter.	COMPLIANT	References: ➢ 2020 Revised Corporate Governance Manual Section IV Page 8 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Internal Audit Charter https://investor.wilcon.com.ph/committee-charters/	
Recommendation 2.11			

1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual, the Board oversees the implementation of the enterprise risk management plan through the Board Risk Oversight Committee (BROC). It is the duty of the BROC to report to the Board on the regular basis, or as deemed necessary, the Company's materials risk exposures, the actions taken to reduce the risks, and recommends further action or plans, as necessary. Reference: ➢ 2020 Revised Corporate Governance Manual Section V Page 18 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT		
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	COMPLIANT	The Board has a charter that clearly defines its roles, responsibilities and accountabilities in carrying out its fiduciary role. The Board Charter is uploaded on the Company's website. Reference: ➢ Board Charter https://investor.wilcon.com.ph/board-charter/	
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT		
3. Board Charter is publicly available and posted on the company's website.	COMPLIANT		
Additional Recommendation to Principle 2			

1. Board has a clear insider trading policy.	COMPLIANT	The Company has adopted an Insider Trading Policy both to satisfy the Company's obligation to prevent insider trading and to help the Company's personnel avoid the consequences associated with violations of the insider trading laws. This policy is also intended to prevent even the appearance of improper conduct on the part of anyone employed by or associated with the Company, not just so-called "insiders". Reference: ➢ Company Policies Insider Trading Policy https://investor.wilcon.com.ph/company-policies/	
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	The Company does not allow or grant loans to its directors. The Related Party Transactions Committee also ensures that all material RPTs are not undertaken on more favorable economic term to such related parties than similar transactions with non-related parties under similar circumstances and that no corporates or business resources of the Company are misappropriated or misapplied. All RPTs shall have terms and conditions that are fair and equitable to the Company. No unusual privilege or special treatment shall be afforded a Related Party. References: ➢ Revised Related Party Transactions Committee Charter https://investor.wilcon.com.ph/contents/uploads/2019/02/committee_charters.pdf ➢ 2020 Revised Corporate Governance Manual Section V Pages 19-20 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	

2. Company discloses the types of decision requiring board of directors' approval.	COMPLIANT	Related party transactions are generally allowed, provided that these are done in a sound and prudent manner, The Company is expected to exercise appropriate oversight and to implement effective system in managing these transactions. In this regard, related party transactions amounting to ten percent (10%) or higher of a company's total assets, shall be considered as material related party transactions subject to the policy of the Company on material related party transactions. As of December 31, 2024, there were no material RPTs requiring Board of Directors' approval. References: ➢ 2020 Revised Corporate Governance Manual Section V Page 21 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Material Related Party Transactions Policy https://investor.wilcon.com.ph/contents/uploads/2019/10/Material-Related-Party-Transactions-Policy.pdf The acts of the Board and Management that were approved and to be ratified by stockholders in the annual stockholders' meeting are made available at: https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2023-Acts-of-the-Board.pdf	

Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	To address specific tasks and responsibilities and ensure optimal performance of the Board, the Board had organized seven (7) committees, namely the Executive Committee, the Corporate Governance Committee, the Audit Committee, the Board Risk Oversight Committee, Related Party Transactions Committee, Nomination Committee and the Compensation Committee. The members of the Committees are appointed by the Board annually. References: ➢ 2020 Revised Corporate Governance Manual Section V Pages 13-21 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ 2024 Annual Report of the Company (digital magazine) Pages 42 - 44 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	
Recommendation 3.2			

1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	COMPLIANT	The Board has established an Audit Committee. Its primary function is to enhance the Board's oversight capability over the Company's financial reporting, internal control system, internal and external audit processes and compliance with applicable laws and regulations. References: ➢ 2020 Revised Corporate Governance Manual Section V Page 15-17 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ 2024 Annual Report of the Company (digital magazine) Page 42 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ Audit Committee Charter Page 4 https://investor.wilcon.com.ph/committee-charters/	

2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	COMPLIANT	The Audit Committee is composed of three (3) independent directors. The chairman of the Audit Committee is an independent director. References: ➢ 2024 Annual Report of the Company (digital magazine) Page 42 - 43 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ Board Committees https://investor.wilcon.com.ph/board-committees/	

3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	The members have adequate understanding and competence of the Company's financial management systems and environment particularly, in the areas of accounting, audit and finance. References: ➢ 2024 Annual Report of the Company (digital magazine) Page 42 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ Definitive Information Statement for June 17, 2024 ASM Pages 11 - 13 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	NON- COMPLIANT		The Chairman of the Audit Committee is not the Chairman of the Board but the Chairman of the Audit Committee is also the Chairman of the Board Risk Oversight Committee and Related Party Transactions Committee. Based on the assessment of the Board of Directors, compliance with this recommendation is not necessary because the roles and responsibilities of the committees mentioned are interrelated.
Supplement to Recommendation 3.2			

1. Audit Committee approves all non-audit services conducted by the external auditor.	COMPLIANT	Pursuant to the Audit Committee Charter, it is the duty of the Audit Committee to evaluate and determine the non-audit work, if any, of the External Auditor, and periodically reviews the non-audit fees paid to the External Auditor in relation to the total fees paid to him and to the Company's overall consultancy expenses. There was no non-audit work rendered by the external auditor of the Company for 2024. References: ➢ Definitive Information Statement for June 17, 2024 ASM Page 18 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf ➢ WLCON 2024 17- A Annual Report of the Company Page 25 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf ➢ Audit Committee Charter Page 4 https://investor.wilcon.com.ph/committee-charters/	

2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	COMPLIANT	On December 3, 2024, the non-executive directors had a separate meeting with the external auditor and head of the internal audit without any executive present and no significant issues or matters had been discussed. Reference: ➢ 2024 Annual Report of the Company (digital magazine) Page 41 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	COMPLIANT	The Audit Committee had four (4) meetings in 2024 particularly on March 20, May 2, July 26 and October 23 with 100% attendance of all Audit Committee Members. Reference: ➢ 2024 Annual Report of the Company (digital magazine) Page 41 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	

2. Audit Committee approves the appointment and removal of the internal auditor.	COMPLIANT	Audit Committee approves the appointment and removal of the internal auditor. References: ➢ 2020 Revised Corporate Governance Manual Section V Page 16 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Internal Audit Charter https://investor.wilcon.com.ph/committee-charters/	
Recommendation 3.3			

1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	COMPLIANT	The Board has established a Corporate Governance Committee. The Committee is tasked to assist the Board in the performance of its corporate governance responsibilities, including functions that were formerly assigned to the Nomination and Remuneration Committees. References: ➢ 2024 Annual Report of the Company (digital magazine) Page 43 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ 2020 Revised Corporate Governance Manual Section V Pages 16-17 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Corporate Governance Committee Charter https://investor.wilcon.com.ph/committee-charters/ ➢ Board Committees https://investor.wilcon.com.ph/board-committees/	

2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	COMPLIANT	The Corporate Governance Committee is composed of three (3) independent directors, including the Chairman. References: ➢ 2024 Annual Report of the Company (digital magazine) Page 43 - 44 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ Board Committees https://investor.wilcon.com.ph/board-committees/	
3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT	The Chairman of the Corporate Governance Committee is an independent director. The Chairman is Mr. Rolando S. Narciso. References: ➢ 2024 Annual Report of the Company (digital magazine) Page 44 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ Board Committees https://investor.wilcon.com.ph/board-committees/	
Optional: Recommendation 3.3.			

1. Corporate Governance Committee meet at least twice during the year.	COMPLIANT	The Committee had two meetings in 2024. Reference: ➢ 2024 Annual Report of the Company (digital magazine) Page 43 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	
Recommendation 3.4			

1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	COMPLIANT	The Board has established a Board Risk Oversight Committee (BROC). It shall be responsible for the oversight of the Company's Enterprise Risk Management system to ensure its functionality and effectiveness. References: ➢ 2024 Annual Report of the Company (digital magazine) Page 43 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ Board Committees https://investor.wilcon.com.ph/board-committees/ ➢ 2020 Revised Corporate Governance Manual Section V Pages 17-18 hhttps://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Board Risk Oversight Committee Charter https://investor.wilcon.com.ph/committee-charters/	

2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	COMPLIANT	The BROC is composed of three (3) independent directors. The chairman of the Board Risk Oversight Committee is an independent director. References: ➢ 2024 Annual Report of the Company (digital magazine) Page 43 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ Board Committees https://investor.wilcon.com.ph/board-committees/	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	NON-COMPLIANT		The Chairman of the Risk Oversight Committee is not the Chairman of the Board but the Chairman of the Board Risk Oversight Committee is also the Chairman of the Related Party Transactions Committee and Audit Committee. Based on the assessment of the Board of Directors of the Company, compliance with this recommendation is not necessary because the roles and responsibilities of the committees mentioned are interrelated and that the Company does not have a high risk profile.

4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	COMPLIANT	The members of the committee have adequate and competent understanding and experience on risk management principles and practices, in addition to thorough knowledge of the Company's Business and industry in which it operates. Reference: ➢ 2024 Annual Report of the Company (digital magazine) Page 43 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	
Recommendation 3.5			

1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	COMPLIANT	The Board has established a Related Party Transactions (RPT) Committee. Its primary function is to review all material related party transactions (RPT). References: ➢ 2024 Annual Report of the Company (digital magazine) Page 43 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ Revised Related Party Transactions (RPT) Committee Charter https://investor.wilcon.com.ph/committee-charters/ ➢ 2020 Revised Corporate Governance Manual Section V Pages 18-20 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	

2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	COMPLIANT	The RPT Committee is composed of three (3) independent directors. The chairman of the Board Risk Oversight Committee is an independent director. References: ➢ 2024 Annual Report of the Company (digital magazine) Page 43 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ Board Committees https://investor.wilcon.com.ph/board-committees/ ➢ 2020 Revised Corporate Governance Manual Section V Page 18 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
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	All committees have its own committee charter uploaded on the Company's website and are available to the public. Reference: ➢ Committee Charters https://investor.wilcon.com.ph/contents/uploads/2019/02/committee_charters.pdf	
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT		

3. Committee Charters were fully disclosed on the company's website.	COMPLIANT	Reference: ➢ Committee Charters https://investor.wilcon.com.ph/contents/uploads/2019/02/committee_charters.pdf	
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			

1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual, the Directors shall have the responsibility to 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. The Board of Directors had nine (9) meetings held in 2024. The attendance of the members of the Board was duly reported to the SEC and made available on the Company's website. References: ➢ 2020 Revised Corporate Governance Manual Section VI Page 21 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ 2024 Annual Report of the Company (digital magazine) Page 41 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ 2024 Director's Attendance in Board Meetings https://investor.wilcon.com.ph/wp-content/uploads/2025/01/2024-Directors-Attendance-in-Board-Meetings.pdf	

2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT	It is the duty of all the directors to review meeting materials for all Board and Committee meetings. Items to be discussed as well as materials to be used during the Board meeting is made available to each director at least seven (7) days in advance. Reference: ➢ 2020 Revised Corporate Governance Manual Section VI Page 21 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	Reference: ➢ 2020 Revised Corporate Governance Manual Section VI Page 21 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Recommendation 4.2			

1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual of the Company non-executive and independent directors may hold a maximum of (5) board seats in publicly-listed companies simultaneously. References: ➢ 2020 Revised Corporate Governance Manual Section VI Page 21 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Definitive Information Statement for June 17, 2024 ASM Annex C – Certification of Independent Directors https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	
Recommendation 4.3			

1. The directors notify the company's board before accepting a directorship in another company.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual of the Company, the director shall notify the Board where he/she is an incumbent before accepting a directorship in another company. Reference: ➢ 2020 Revised Corporate Governance Manual Section VI Page 21 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
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	The Executive Directors of the Company do not hold directorship in other publicly listed companies. References: ➢ Definitive Information Statement for June 19, 2024 ASM Annex C – Certification of Independent Directors https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf ➢ Board of Directors and Executive Officers https://investor.wilcon.com.ph/board-of-directors-and-executive-officers/ ➢ 2024 Annual Report of the Company (digital magazine) Page 32 - 33 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	

2. Company schedules board of directors' meetings before the start of the financial year.	COMPLIANT	The date and time of Board meetings are provided in advance during the previous year to the directors. Reference: ➢ 2020 Revised Corporate Governance Manual Section IV Page 13 https://investor.wilcon.com.ph/corporate-governance-manual/ ➢ Ratification of All Acts of the Board and Management During the Preceding Year On December 13, 2023, the schedule of committee and Board meetings for 2024 were presented and approved by the Board. https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2023-Acts-of-the-Board.pdf	

3. Board of directors meet at least six times during the year.	COMPLIANT	The Board of Directors had nine (9) meetings held in 2024. The attendance of the members of the Board was duly reported to the SEC and made available on the Company's website. References: ➢ 2020 Revised Corporate Governance Manual Section VI Page 21 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ 2024 Directors' Attendance Board Meetings https://investor.wilcon.com.ph/wp-content/uploads/2025/01/2024-Directors-Attendance-in-Board-Meetings.pdf	

4. Company requires as minimum quorum of at least 2/3 for board decisions.	NON-COMPLIANT		Pursuant to Section 3.6 of the amended by-laws of the Company, a majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting in person or through remote communication or in absentia in accordance with the procedures prescribed by the Corporation and relevant laws and regulations at which there is a quorum shall be valid as a corporate act, except for the election of officers of which shall require the vote of a majority of all members of the Board. Reference: ➢ 2020 Amended By- Laws of the Corporation Page 3 https://investor.wilcon.com.ph/contents/uploads/2021/03/WDI-Amended-By-Laws-March-2-2021.pdf
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			

1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	COMPLIANT	The Board is composed of four (4) independent directors, including the chairman. References: ➢ 2024 Annual Report of the Company (digital magazine) Page 32 - 34 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ Board of Directors and Executive Officers https://investor.wilcon.com.ph/board-of-directors-and-executive-officers/ ➢ Definitive Information Statement for June 17, 2024 ASM Pages 11-13 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	
Recommendation 5.2			

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	COMPLIANT	The independent directors of the Company possess all the qualifications and none of the disqualifications to hold the position of independent director. References: ➢ 2024 Annual Report of the Company (digital magazine) Page 32 - 24 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ Board of Directors and Executive Officers https://investor.wilcon.com.ph/board-of-directors-and-executive-officers/ ➢ Definitive Information Statement for June 17, 2024 ASM Pages 11-13 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	
Supplement to Recommendation 5.2			

1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	COMPLIANT	The Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently. Pursuant to the 2020 Revised Corporate Governance Manual of the Company, independent directors must be independent of Management, substantial shareholdings and material relations, whether it be business or otherwise, which could reasonably be perceived to impede the performance of independent judgment. Reference: ➢ 2020 Revised Corporate Governance Manual Section VII Page 21 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	COMPLIANT	The company was only listed on March 31, 2017. Accordingly, its independent directors are serving for less than nine (9) years. Reference: ➢ Definitive Information Statement for June 17, 2024 ASM Pages 11 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	

2. The company bars an independent director from serving in such capacity after the term limit of nine years.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual of the Company, the Board's independent directors shall serve for a maximum cumulative term of nine years. After which, the independent director shall be perpetually barred from re-election as such in the Company. Reference: ➢ 2020 Revised Corporate Governance Manual Section VII Page 23 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual of the Company, in the instance that the Company wants to retain an independent director who has served for nine years, the Board shall provide meritorious justification/s and seek shareholders' approval during the annual shareholders' meeting. Reference: ➢ 2020 Revised Corporate Governance Manual Section VII Page 23 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Recommendation 5.4			

1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	COMPLIANT	The Chairman of the Board of the Company is Mr. Bertram B. Lim while the President-CEO of the Company is Ms. Lorraine Belo—Cincochan. References: ➢ 2024 Annual Report of the Company (digital magazine) Pages 32 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ Board of Directors and Executive Officers https://investor.wilcon.com.ph/board-of-directors-and-executive-officers/ ➢ Definitive Information Statement for June 17, 2024 ASM Pages 11 - 13 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	

2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual of the Company the Chairman of the Board and Chief Executive Officer have clearly defined roles and responsibilities. Reference: ➢ 2020 Revised Corporate Governance Manual Section IV and VII https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Recommendation 5.5			

1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	COMPLIANT	The Chairman of the Board, Mr. Bertram B. Lim is an independent director. References: ➢ 2024 Annual Report of the Company (digital magazine) Page 32 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ Board of Directors and Executive Officers https://investor.wilcon.com.ph/board-of-directors-and-executive-officers/ ➢ Definitive Information Statement for June 17, 2024 ASM Page 12 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	
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	Pursuant to the 2020 Revised Corporate Governance Manual of the Company, a director with a material interest in any transaction affecting the Corporation shall abstain from taking part in the deliberations of the same. Reference: ➢ 2020 Revised Corporate Governance Manual Section VII Page 24 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
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	On December 3, 2024, the non-executive directors had a separate meeting with the external auditor and head of the internal audit without any executive present and no significant issues or matters had been discussed. Reference: ➢ 2024 Annual Report of the Company (digital magazine) Page 41 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	
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	The Company's President-CEO from the time it became publicly listed in 2017 and up to the present is Ms. Lorraine Belo-Cincochan. References: ➢ 2024 Annual Report of the Company (digital magazine) Pages 32 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ Board of Directors and Executive Officers Company website https://investor.wilcon.com.ph/board-of-directors-and-executive-officers/ ➢ Definitive Information Statement for June 17, 2024 ASM Page 11 - 13 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	
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	On January 30, 2025, the members of the Board conducted an annual board performance assessment. The objectives of the assessment are	
2. The Chairman conducts a self-assessment of his performance.	COMPLIANT		

3. The individual members conduct a self-assessment of their performance.	COMPLIANT	to evaluate and obtain inputs about the performance of the Board, its members and committees during the last twelve months – January 1, 2024 to December 31, 2024. Reference: ➢ 2024 Annual Report of the Company (digital magazine) Page 41 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	
4. Each committee conducts a self-assessment of its performance.	COMPLIANT		
5. Every three years, the assessments are supported by an external facilitator.	COMPLIANT	The Company endeavors to engage an external facilitator to support the assessment of the Board, Chairman, individual members of the Board and each committee.	
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual of the Company, the Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, the individual directors, and committees.	

2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT	This system allows for a feedback mechanism from the shareholders. Reference: ➢ 2020 Revised Corporate Governance Manual Section VIII Page 24-25 https://investor.wilcon.com.ph/contents/uploads/2021/05/2020-WLCON-Annual-Report-Final.pdf Shareholders are advised and encouraged to send their questions, comments or feedbacks, if any to wilcon_asm@wilcon.com.ph or investor_relations@wilcon.com.ph	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			

1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	COMPLIANT	The Board has adopted a Code of Business Conduct and Ethics that embodies the values and principles that will guide the Company's directors, officers and employees in the fulfillment and performance of their duties and responsibilities as well as in their dealings and transactions with the Company's customers, investors, suppliers, contractors, regulators and the public in general. The Company also ensures that all its transactions comply and in accordance with the relevant laws and regulations. References: ➢ Code of Business Conduct and Ethics https://investor.wilcon.com.ph/code-of-business-conduct-and-ethics/ ➢ 2020 Revised Corporate Governance Manual Section IX Page 25 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	

2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT	The Company's code of business conduct and ethic is disseminated and explained to the Board, senior management and employees during its orientation. This is also uploaded on the Company's website Reference: ➢ Code of Business Conduct and Ethics https://investor.wilcon.com.ph/code-of-business-conduct-and-ethics/	
3. The Code is disclosed and made available to the public through the company website.	COMPLIANT	The Code of Business Conduct and Ethics of the Company is disclosed and made available to the public through the company website. Reference: ➢ Code of Business Conduct and Ethics https://investor.wilcon.com.ph/code-of-business-conduct-and-ethics/	
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	It is the policy of the Company to conduct all of its business in an honest and ethical manner. The Company takes a zero-tolerance approach to bribery and corruption and commits to act professionally, fairly and with integrity in all its business dealings and relationships whenever and wherever it operates. Reference: ➢ Company Policies Anti-Bribery and Corruption Policy https://investor.wilcon.com.ph/company-policies/	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual of the Company, the Board shall ensure proper and efficient implementation and monitoring of compliance with the Code of Ethics and internal policies. Reference: ➢ 2020 Revised Corporate Governance Manual Section IX Page 25 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	COMPLIANT		
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			

1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual of the Company, the Board shall ensure that policies and procedures are in place to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders to give a fair and complete picture of the Company's financial condition, results and business operations. Reports are submitted on or before the deadline and are uploaded on the Company's website and are available to the public. References: ➢ 2020 Revised Corporate Governance Manual Section X Pages 25 to 26 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Company Disclosures Company Website https://investor.wilcon.com.ph/sec-filings/ https://investor.wilcon.com.ph/annual-reports/ https://investor.wilcon.com.ph/quarterly/	
Supplement to Recommendations 8.1			

1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	COMPLIANT	The Company's quarterly reports were submitted and made available to the public within 45 days from the end of the reporting periods. Q1 2024 was submitted on 6 May 2024 Q2 2024 was submitted on 31 July 2024 Q3 2024 was submitted on 28 October 2024 Reference: ➢ Company Quarterly Reports https://investor.wilcon.com.ph/sec-filings/ While the audited financial statements of the Company was submitted on 28 March 2025, eighty seven (87) days from the end of the fiscal year as at December 31, 2024. Reference: ➢ WLCON 2024 17-A Annual Report https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf	

2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	COMPLIANT	The Security Ownership of Certain Record and Beneficial Owners and Management are disclosed in the SEC Form 17-A of the Company. Reference: ➢ WLCON 2024 17-A Annual Report Pages 32 – 34 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf	
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	Pursuant to the 2020 Revised Corporate Governance Manual, the Company has a policy of requiring all directors and officers to disclosed/report to the Company any dealings in the Company's shares within three business days. Reference: ➢ 2020 Revised Corporate Governance Manual Section X Page 25 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	COMPLIANT		
Supplement to Recommendation 8.2			

1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	COMPLIANT	The shareholdings of directors, management and top 100 shareholders are provided in the following: References: ➢ WLCON 2024 17-A Annual Report Pages 32 – 34 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf ➢ Definitive Information Statement for June 17, 2024 ASM Pages 8-10 and 29 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf Top 100 stockholders of the Company are submitted and uploaded quarterly. Reference: ➢ List of Top 100 stockholders https://investor.wilcon.com.ph/share-information/ The conglomerate map of the Company can be found at the Company's website. Reference: ➢ Conglomerate Map https://investor.wilcon.com.ph/conglomerate-map/	

Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	The profile of the directors of the Company are disclosed on the Company's website and made available to the public. References: ➢ Board of Directors and Executive Officers https://investor.wilcon.com.ph/board-of-directors-and-executive-officers/ ➢ 2024 Annual Report of the Company (digital magazine) Pages 32 - 34 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ WLCON 2024 17- A Annual Report of the Company Pages 26 - 28 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf ➢ Definitive Information Statement for June 17, 2024 ASM Pages 11 - 13 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	

2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	The profiles of the key executives of the Company are disclosed on the Company's website and made available to the public. References: ➢ Board of Directors and Executive Officers https://investor.wilcon.com.ph/board-of-directors-and-executive-officers/ ➢ WLCON 2024 17- A Annual Report of the Company Pages 26 – 30 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf ➢ Definitive Information Statement for June 17, 2024 ASM Pages 11 – 16 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	
Recommendation 8.4			

1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	COMPLIANT	Remuneration of the Board is disclosed in the following: References: ➢ WLCON 2024 17- A Annual Report of the Company Page 31 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf ➢ Definitive Information Statement for June 17, 2024 ASM Page 30 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	

2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual of the Company, the Remuneration and Compensation Committee shall ensure that the compensation policies and practices are consistent with the corporate culture, strategy and business environment under which the Company operates. Reference: ➢ 2020 Revised Corporate Governance Manual Section V Pages 20 - 21 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	NON-COMPLIANT		Remuneration of the executive directors and key management officers of the Company is provided as a group or in lump sum and not on individual basis for security purposes.
Recommendation 8.5			

1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual the Board shall have the 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, particularly those which pass certain thresholds of materiality. A director with a material interest in any transaction affecting the Corporation shall abstain from taking part in the deliberations of the same. The Company adopted a Policy on Material Related Party Transactions in compliance with SEC MC No. 10, series of 2019 and accordingly amended it Related Party Transactions Committee Charter. References: ➢ 2020 Revised Corporate Governance Manual Section VII Page 24 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf Revised Related Party Transaction Policy of the Company is uploaded on the Company's website: ➢ Company Policies https://investor.wilcon.com.ph/company-policies/ ➢ Material Related Party Transactions Policy https://investor.wilcon.com.ph/contents/uploads/2019/10/Material-Related-Party-Transactions-Policy.pdf	

2. Company discloses material or significant RPTs reviewed and approved during the year.	COMPLIANT	There was no material RPT for the year 2024. Reference: ➢ Material Related Party Transactions Policy https://investor.wilcon.com.ph/contents/uploads/2019/10/Material-Related-Party-Transactions-Policy.pdf	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	COMPLIANT	It is the policy of the Company that directors must never allow themselves to be placed in a position where their personal interests are in conflict (or could be in conflict) with the interests or business of the Company. They must avoid any situation or activity that compromises, or may compromise, their judgment or ability to act in the best interest of the Company. It is the duty of a director to report to the Board any conflict of interest or presumption thereof involving a director which could materially impair the latter's judgment, exercise of duties and responsibilities and loyalty to the Company. References: ➢ Company Policies Conflict of Interest Policy https://investor.wilcon.com.ph/company-policies/ ➢ 2020 Revised Corporate Governance Manual Section IX Page 25 Section X Pages 25 to 26 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.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	Related party transactions are generally allowed, provided, that these are done in a sound and prudent manner. The Company is expected to exercise appropriate oversight and to implement effective system in managing these transactions. Reference: ➢ Material Related Party Transactions Policy https://investor.wilcon.com.ph/contents/uploads/2019/10/Material-Related-Party-Transactions-Policy.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	The Company ensures full, fair, accurate and timely disclosures to the public of every material fact that occur. It also ensures that it complies with PSE and SEC rules on disclosures. References: ➢ Company Disclosures https://investor.wilcon.com.ph/sec-filings/ https://investor.wilcon.com.ph/other-disclosures/ https://investor.wilcon.com.ph/company-policies/ ➢ Material Related Party Transactions Policy https://investor.wilcon.com.ph/contents/uploads/2019/10/Material-Related-Party-Transactions-Policy.pdf	

2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual, the Company through its Related Party Transaction Committee shall have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs. There were no matters or actions that were taken up in 2024 with respect to the acquisition or disposition of properties. References: ➢ 2020 Revised Corporate Governance Manual Section V Page 18 - 20 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Definitive Information Statement for June 17, 2024 ASM Page 18 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	
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	There are no shareholders agreement, voting trust agreements, confidentiality agreements and such other agreements that may impact on the control, ownership, and strategic direction of the company. There are no arrangements which may result in a change in control of the Company as of December 31, 2024. Reference: ➢ WLCON 2024 17- A Annual Report of the Company Page 35 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	The Company's corporate governance policies, programs and procedures are contained in its 2020 Revised Corporate Governance Manual. The Manual was designed to define the framework of rules, systems and processes that governs the performance of the Board and Management. This	
2. Company's MCG is submitted to the SEC and PSE.	COMPLIANT		

3. Company's MCG is posted on its company website.	COMPLIANT	was submitted to the SEC and PSE and posted on the Company's website. On May 6, 2020, the Board of Directors of the Corporation approved the amendments to its Corporate Governance Manual in compliance with the Revised Corporation Code and related issuances. Reference: ➢ 2020 Revised Corporate Governance Manual https://investor.wilcon.com.ph/corporate-governance-manual/	
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	The Company submitted its 2020 Revised Corporate Governance Manual to the PSE and SEC on July 24,2020. Reference: ➢ 2020 Revised Corporate Governance Manual https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		The 2024 17-A Annual Report of the Company contains its corporate objective, financial performance indicators, non-financial performance indicators, Dividend Policy, profile of the directors, attendance and remuneration. Reference: ➢ WLCON 2024 17- A Annual Report of the	
a. Corporate Objectives	COMPLIANT		
b. Financial performance indicators	COMPLIANT		
c. Non-financial performance indicators	COMPLIANT		

d. Dividend Policy	COMPLIANT	Company https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf	
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		Remuneration of the executive directors of the Company is provided as a group or in lump sum and not on individual basis for security purposes.

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	The Board of Directors shall be primarily responsible for the governance of the Company and shall, hence, ensure compliance with the principles of good corporate governance. To strictly observe and implement the provisions of this Manual, corresponding penalties shall be imposed, after notice and hearing, on the Company's directors, officers, staff, subsidiaries, and affiliates and their respective directors, officers, and staff in case of violation of any of the provisions of the Manual. On May 6, 2020, the Board of Directors of the Corporation approved the amendments to its Corporate Governance Manual in compliance with the Revised Corporation Code and related issuances. Reference: ➢ WLCON 2024 17- A Annual Report of the Company Page 25 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf	

3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	COMPLIANT	The 2024 Report of the Audit Committee to the Board of Directors and Certification on Internal Controls are disclosed and published in the SEC 17-A and 2024 Annual Report of the Company (digital magazine). References: ➢ WLCON 2024 17- A Annual Report of the Company Pages 23 - 24 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf ➢ 2024 Annual Report of the Company (digital magazine) Pages 44 - 45 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	

4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	COMPLIANT	The 2024 Report of the Audit Committee to the Board of Directors and Certification on Internal Control are disclosed and published in the SEC 17-A and 2024 Annual Report of the Company (digital magazine). References: ➢ WLCON 2024 17- A Annual Report of the Company Pages 23 - 24 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf ➢ 2024 Annual Report of the Company (digital magazine) Pages 44 – 45 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	

5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	COMPLIANT	The risks to which the Company are materially exposed to are disclosed at: ➢ WLCON 2024 17- A Annual Report of the Company Pages 13-15 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf The 2024 Report of the Audit Committee to the Board of Directors and Certification on Internal Controls are disclosed and published in the SEC 17-A and 2024 Annual Report of the Company (digital magazine). References: ➢ WLCON 2024 17- A Annual Report of the Company Pages 22 - 24 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf ➢ 2024 Annual Report of the Company (digital magazine) Pages 44 - 45 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	COMPLIANT	Pursuant to the Audit Committee Charter, the Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditor. The appointment, reappointment, removal, and fees of the external auditor should be recommended by the Audit Committee, approved by the Board and ratified by the shareholders. Reference: ➢ Audit Committee Charter Page 4 https://investor.wilcon.com.ph/committee-charters/	

2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	COMPLIANT	Pursuant to the Audit Committee Charter, the appointment, reappointment, removal, and fees of the external auditor are to be recommended by the Audit Committee, approved by the Board and ratified by the shareholders. References: ➢ Audit Committee Charter Page 4 https://investor.wilcon.com.ph/committee-charters/ ➢ Minutes of the Annual Stockholders' Meeting held on June 17, 2024 Pages 7 https://investor.wilcon.com.ph/wp-content/uploads/2024/06/Draft-WDI-2024-ASM-Minutes.pdf	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	COMPLIANT	Pursuant to the Audit Committee Charter, the removal of the external auditor, the reasons for removal or change should be disclosed to the regulators and the public through the Company website and required disclosures. There was no change in the external auditor of the company in 2024. References: ➢ Audit Committee Charter Page 4 https://investor.wilcon.com.ph/committee-charters/	
Supplement to Recommendation 9.1			

1. Company has a policy of rotating the lead audit partner every five years.	COMPLIANT	The Company has a policy of rotating the lead audit partner every five years. Reference: ➢ Policy on Rotation of External Auditor https://investor.wilcon.com.ph/contents/uploads/2019/05/Policy-on-Rotation-of-External-Auditor.pdf	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	COMPLIANT	Reference: ➢ Audit Committee Charter https://investor.wilcon.com.ph/committee-charters/	
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	Reference: ➢ Audit Committee Charter https://investor.wilcon.com.ph/committee-charters/	
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	Reference: ➢ Audit Committee Charter https://investor.wilcon.com.ph/committee-charters/	

2. Audit Committee ensures that the external auditor has adequate quality control procedures.	COMPLIANT	Reference: ➢ Audit Committee Charter https://investor.wilcon.com.ph/committee-charters/	
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	Pursuant to the Audit Committee Charter, the Audit Committee evaluates and determines the non-audit work, if any, of the External Auditor, and periodically reviews the non-audit fees paid to the External Auditor in relation to the total fees paid to him and to the Company's overall consultancy expenses. The Audit Committee should disallow any non-audit work that will conflict with his duties as an External Auditor or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the Company's Annual Report and Annual Corporate Governance Report. There was no non-audit work rendered by the external auditor of the Company in 2024. References: ➢ Audit Committee Charter Page 4 https://investor.wilcon.com.ph/committee-charters/ ➢ Definitive Information Statement for June 17, 2024 ASM Page 18 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf ➢ WLCON 2024 17- A Annual Report of the Company Page 25 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf	

2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	COMPLIANT	Pursuant to the Audit Committee Charter, the Audit Committee should be alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity. References: ➢ Audit Committee Charter Page 4 https://investor.wilcon.com.ph/committee-charters/ ➢ Definitive Information Statement for June 17, 2024 ASM Page 18 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	
Supplement to Recommendation 9.3			

1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	COMPLIANT	There was no non-audit work rendered by the external auditor of the Company in 2024. References: ➢ Definitive Information Statement for June 17, 2024 ASM Page 18 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf ➢ WLCON 2024 17- A Annual Report of the Company Page 25 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf	
Additional Recommendation to Principle 9			

1. Company's external auditor is duly accredited by the SEC under Group A category.	COMPLIANT	The details of the Company's external auditor are as follows: Reyes Tacandong & Co. BDO Towers Valero 8741 Paseo de Roxas, Makati City, Contact No. (02) 8982-9100 Carolina P. Angeles (Partner) CPA Certificate No. 86981 BOA Accreditation No. 4782/P-007 valid until June 6, 2026 SEC Accreditation No. 86981 – SEC Group A Issued March 24, 2020 Valid for Financial Periods 2019 to 2025 BIR Accreditation No. 08-005144-007-2022 valid until October 16, 2025 PTR No. 10467120 Issued January 2, 2025, Makati City	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	COMPLIANT	The 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).	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual, the Company shall establish a policy on the disclosure of material and reportable non-financial and sustainability issues, with emphasis on the management of economic, environmental, social and governance (EESG) issues of the business using a globally recognized standard/framework. References: ➢ 2020 Revised Corporate Governance Manual Section XII Page 28 https://investor.wilcon.com.ph/corporate-governance-manual/ ➢ 2024 Sustainability Report http://investor.wilcon.local/wp-content/uploads/2025/04/2024-Sustainability-Report_Final.pdf	

2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual the Company shall adopt framework using a globally - recognized standards. References: ➢ 2020 Revised Corporate Governance Manual Section XII Page 27 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ 2024 Sustainability Report http://investor.wilcon.local/wp-content/uploads/2025/04/2024-Sustainability-Report_Final.pdf	
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	COMPLIANT	The Company has media and analysts' briefings as channels of communication. References: https://investor.wilcon.com.ph/ir-calendar/ https://investor.wilcon.com.ph/announcements/ https://investor.wilcon.com.ph/press-release/	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:		References:	

a. Financial statements/reports (latest quarterly)	COMPLIANT	https://investor.wilcon.com.ph/sec-filings/ https://investor.wilcon.com.ph/presentations/ https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf https://investor.wilcon.com.ph/notice-of-annual-or-special-stockholders-meeting/ https://investor.wilcon.com.ph/minutes-of-asm/ https://investor.wilcon.com.ph/articles-of-incorporation-and-by-laws-2/	
b. Materials provided in briefings to analysts and media	COMPLIANT		
c. Downloadable annual report	COMPLIANT		
d. Notice of ASM and/or SSM	COMPLIANT		
e. Minutes of ASM and/or SSM	COMPLIANT		
f. Company's Articles of Incorporation and By-Laws	COMPLIANT		
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	COMPLIANT	https://www.wilcon.com.ph/ https://investor.wilcon.com.ph/	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			

1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	The Company's Internal Audit adopts the following quality related measures: • The Internal Audit (IA) Department adopts the International Standards for the Professional Practice of Internal Auditing. • A structured and best practice audit process and methodologies are being observed. • Internal quality assessment and reviews of the internal audit activity is being established. • Internal Audit policies and manual is being developed. An annual assessment of the general state of the company's internal control system is being performed and for reporting to the Audit Committee of the Board. References: Certification on Internal Controls and 2024 Report of the Audit Committee to the Board of Directors ➢ WLCON 2024 17- A Annual Report of the Company Pages 23 - 24 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf ➢ 2024 Annual Report of the Company (digital magazine) Pages 44-45 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	

2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	COMPLIANT	The Company adopts the ISO 31000 Risk Management framework. Provide information or reference to a document containing information on: 1. Company's risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks References: Certification on Internal Controls and 2024 Report of the Audit Committee to the Board of Directors ➢ WLCON 2024 17- A Annual Report of the Company Pages 23 - 24 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf ➢ 2024 Annual Report of the Company (digital magazine) Pages 44-45 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	
Supplement to Recommendations 12.1			

1.	Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	COMPLIANT	The Company, through its Learning and Development Department, is committed to championing a proactive and adaptive approach to employee learning and development that conforms with the organizational values, culture, and an environment that promotes lifelong learning. The wide array of training conducted covers both technical and critical skills programs. Technical programs cover both products and systems training. Critical skills programs include Critical Thinking, Strategic Project Management, Daring Leadership, Building Everyday Habits, and Quiet. The Chief Audit Executive has also noted the representation by the Company's Compliance Officer and Senior Management of the absence of significant breach of laws and regulations or involvement in any governmental, legal or arbitration proceedings that may have a material effect on the Company's business, financial position or profitability, as contained and disclosed in the Company's SEC Form 17-A 2024 Annual Report filed on March 28,2025. References: ➢ WLCON 2024 17-A Annual Report Pages 12 - 13 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf ➢ 2024 Annual Report of the Company (digital magazine) Pages 33 - 34 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ Company policies https://investor.wilcon.com.ph/company-policies/	

Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	COMPLIANT	The Company recognizes and pursues the following elements as part of its IT governance process: • Roles, responsibilities, and accountabilities are fully defined and enforced across the organization • IT strategies and investments are aligned with business strategies and objectives; Effective management of IT related business risks which include important components such as business continuity planning, disaster recovery, information system and technology security programs, alignment to relevant legal and regulatory requirements, among others; and effective IT resource optimization. The Company in compliance with the Data Privacy Act of 2012 and its IRR has in place data privacy notices, manuals and programs to address cyber security concerns. Reference: https://shop.wilcon.com.ph/privacy-policy	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	COMPLIANT	The internal audit function in the Company is performed by an in-house Internal Audit Department.	
Recommendation 12.3			

1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	COMPLIANT	The Company's Head of Internal Audit is Mr. Lauro D. Francisco. His profile is provided in the below references: References: ➢ WLCON 2024 17-A Annual Report Page 29 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf ➢ Definitive Information Statement for June 17, 2024 ASM Pages 15 https://investor.wilcon.com.ph/contents/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	

2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual, the Company, the Chief Audit Executive (CAE), appointed by the Board, shall oversee and be responsible for the internal audit activity of the organization, including the portion that is outsourced to a third-party service provider. Reference: ➢ 2020 Revised Corporate Governance Manual Section XIV Page 28 to 29 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual, should the Company decide to fully outsource the internal audit activity, a qualified independent executive or senior management personnel shall be assigned the responsibility for managing the fully outsourced internal audit activity. The internal audit function in the Company is performed by an in-house Internal Audit Department. Reference: ➢ 2020 Revised Corporate Governance Manual Section XIV Page 28 to 29 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Recommendation 12.4			

1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual, Company shall establish a separate, effective enterprise risk management function to identify, assess and monitor key risk exposures. References: ➢ 2020 Revised Corporate Governance Manual Section XIV Page 29 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Enterprise Risk Management https://investor.wilcon.com.ph/enterprise-risk-management/	
Supplement to Recommendation 12.4			

1. Company seeks external technical support in risk management when such competence is not available internally.	COMPLIANT	The Company will seek external technical support in risk management when such competence is not available internally. The Company has developed and implemented its own risk management processes. It did not avail of any assistance or support from a third - party service provider. Reference: ➢ Enterprise Risk Management https://investor.wilcon.com.ph/enterprise-risk-management/	
Recommendation 12.5			

1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	COMPLIANT	The Company's Chief Risk Officer is Ms. Careen Y. Belo. Her profile is provided in the following documents that were uploaded on the Company's website and made available to the public. References: Board of Directors and Officers ➢ https://investor.wilcon.com.ph/board-of-directors-and-executive-officers/ ➢ WLCON 2024 17- A Annual Report of the Company Page 27 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf ➢ Definitive Information Statement for June 17, 2024 ASM Page 12 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	

2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	COMPLIANT	The CRO of the Company has adequate authority, stature, resources and support to fulfill her responsibilities. Her profile is provided in the following documents that were uploaded on the Company's website and made available to the public. References: Board of Directors and Officers ➢ https://investor.wilcon.com.ph/board-of-directors-and-executive-officers/ ➢ WLCON 2024 17- A Annual Report of the Company Page 27 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf ➢ Definitive Information Statement for June 17, 2024 ASM Page 12 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	
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	The CEO and Chief Audit Executive of the Company issued a Certification on Internal Controls of the Company. References: Certification on Internal Controls and 2024 Report of the Audit Committee to the Board of Directors ➢ WLCON 2024 17- A Annual Report of the Company Pages 23 - 24 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf ➢ 2024 Annual Report of the Company (digital magazine) Pages 44 - 45 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			

1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual, the Board shall ensure that basic shareholder rights are disclosed in the Manual on Corporate Governance. Reference: ➢ 2020 Revised Corporate Governance Manual Section XV Page 30 - 32 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	

2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual, the Board shall ensure that basic shareholder rights are disclosed on the company's website. References: ➢ 2020 Revised Corporate Governance Manual Section XV Pages 30 - 32 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf Certification on Internal Control and 2024 Report of the Audit Committee to the Board of Directors ➢ WLCON 2024 17- A Annual Report of the Company Pages 23 - 24 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf ➢ 2024 Annual Report of the Company (digital magazine) Pages 44 - 45 https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf	
Supplement to Recommendation 13.1			

1. Company's common share has one vote for one share.	COMPLIANT	The Company's common share has one vote for one share. Reference: ➢ Definitive Information Statement for June 17, 2024 ASM Page 20 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	

2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual, the Board ensures to treat all shareholders are fairly and equitably and also recognize, protect and facilitate the exercise of their rights. The Company has 4,099,724,116 common shares in 2024. References: ➢ 2020 Revised Corporate Governance Manual Section XV Page 30 - 32 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Definitive Information Statement for June 17, 2024 ASM Pages 1 and 19 https://investor.wilcon.com.ph/contents/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	

3. Board has an effective, secure, and efficient voting system.	COMPLIANT	The Board has an effective, secure, and efficient voting system. References: ➢ 2020 Revised Corporate Governance Manual Section XV Pages 30 - 32 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Definitive Information Statement for June 17, 2024 ASM Page 19 https://investor.wilcon.com.ph/contents/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.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	Pursuant to the 2020 Revised Corporate Governance Manual, the Board ensures to treat all shareholders are fairly and equitably and also recognize, protect and facilitate the exercise of their rights. Reference: ➢ 2020 Revised Corporate Governance Manual Section XV Pages 30 - 32 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	

5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual, the minority shareholders shall be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes, and in accordance with law, jurisprudence and the best practice. Reference: ➢ 2020 Revised Corporate Governance Manual Section XV Page 31 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual, the Board ensures to treat all shareholders are fairly and equitably and also recognize, protect and facilitate the exercise of their rights. Reference: ➢ 2020 Revised Corporate Governance Manual Section XV Pages 32 - 34 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	

7. Company has a transparent and specific dividend policy.	COMPLIANT	The Company has a transparent and specific dividend policy. On March 20, 2024 the Board of Directors approved the declaration of cash dividend in the amount of PhP0.11 regular cash dividend and PhP0.15 special cash dividend or a total of PhP0.26 per common share to all stockholders of record as of April 18, 2024, paid on May 8, 2024. Reference: ➢ WLCON 2024 17- A Annual Report of the Company Page 24 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	COMPLIANT	The Company has appointed its external auditor, Reyes Tacandong & Co., to count and validate the votes at the annual stockholders' meeting.	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	COMPLIANT	Notice and agenda were made available and announced to the public on March 20, 2024, eighty eight (88) days prior to the June 17, 2024 Annual Stockholder's Meeting. References: ➢ https://investor.wilcon.com.ph/wp-content/uploads/2024/03/WLCON-SEC-Form-17C-Setting-of-2024-ASM.pdf	
Supplemental to Recommendation 13.2			

1. Company's Notice of Annual Stockholders' Meeting contains the following information:			
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	COMPLIANT	Reference: ➢ Definitive Information Statement for June 17, 2024 ASM Pages 11 - 13 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	
b. Auditors seeking appointment/re-appointment	COMPLIANT	Reference: ➢ Definitive Information Statement for June 17, 2024 ASM Page 18 https://investor.wilcon.com.ph/contents/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	
c. Proxy documents	COMPLIANT	Reference: ➢ Definitive Information Statement for June 17, 2024 ASM Page 6 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	
Optional: Recommendation 13.2			

1. Company provides rationale for the agenda items for the annual stockholders meeting	COMPLIANT	Reference: ➢ Definitive Information Statement for June 17, 2024 ASM Pages 4 - 5 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.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	The result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day. References: ➢ Minutes of the Annual Stockholders' Meeting held on June 17, 2024 https://investor.wilcon.com.ph/wp-content/uploads/2024/06/Draft-WDI-2024-ASM-Minutes.pdf ➢ Results of the Annual Stockholders' Meeting held on June 17, 2024 https://investor.wilcon.com.ph/wp-content/uploads/2024/06/SEC-17-C-Results-of-Annual-Stockholders-Meeting.pdf ➢ Results of the Organizational Meeting held on June 17, 2024 https://investor.wilcon.com.ph/wp-content/uploads/2024/06/SEC-17-C_Results-of-Org-Meeting-of-the-Board.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	The Minutes of the Annual and Results of Organizational Meeting of the Board were available on the company website within five (5) business days from the end of the meeting References: ➢ Minutes of the Annual Stockholders' Meeting held on June 17, 2024 https://investor.wilcon.com.ph/wp-content/uploads/2024/06/Draft-WDI-2024-ASM-Minutes.pdf ➢ Results of the Annual Stockholders' Meeting held on June 17, 2024 https://investor.wilcon.com.ph/wp-content/uploads/2024/06/SEC-17-C-Results-of-Annual-Stockholders-Meeting.pdf ➢ Results of the Organizational Meeting held on June 17, 2024 https://investor.wilcon.com.ph/wp-content/uploads/2024/06/SEC-17-C_Results-of-Org-Meeting-of-the-Board.pdf	
Supplement to Recommendation 13.3			

1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	COMPLIANT	The external auditor of the Company, Reyes Tacandong & Co. was present during the 2024 ASM of the Company and they were given the opportunity to make statements and respond to appropriate questions. Reference: ➢ Definitive Information Statement for June 17, 2024 ASM Page 18 https://investor.wilcon.com.ph/wp-content/uploads/2024/05/WLCON-20-IS-Definitive-Information-Statement-with-Annexes-2024-ASM-1.pdf	
Recommendation 13.4			

1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual, it is the duty of the Board promote candor through confidentiality of the process, the policy of fostering prompt, economical, and amicable resolution of disputes in accordance with the principles of integrity of determination by the parties, and the policy that the decision-making authority in the process rests with the parties. Reference: ➢ 2020 Revised Corporate Governance Manual Section XV Page 32 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	COMPLIANT	Reference: ➢ 2020 Revised Corporate Governance Manual Section XV Page 32 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Recommendation 13.5			

1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	COMPLIANT	Investor Relations Officer Mary Jean G. Alger Trunkline: +632 8634-8387 Email: investor_relations@wilcon.com.ph Office Address: 6th floor, No. 90 E. Rodriguez Jr. Avenue, Brgy. Ugong Norte, 1110 Quezon City, Metro Manila, Philippines Reference: ➢ Company website https://investor.wilcon.com.ph/	
2. IRO is present at every shareholder's meeting.	COMPLIANT	The IRO of the Company was present during the annual stockholders' meeting held on June 17, 2024. Reference: ➢ Minutes of the Annual Stockholders' Meeting held on June 17, 2024 Page 1 https://investor.wilcon.com.ph/wp-content/uploads/2024/06/Draft-WDI-2024-ASM-Minutes.pdf	
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	Pursuant to the 2020 Revised Corporate Governance Manual, it shall be the duty of the directors to promote shareholder rights, remove impediments to the exercise of shareholder rights and allow possibilities to seek redress for violation of their rights. Reference: ➢ 2020 Revised Corporate Governance Manual Section XV Page 32 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	COMPLIANT	The Company's public float is 33.37%. Reference: ➢ Public Ownership Report of the Company as of December 31, 2024 https://investor.wilcon.com.ph/wp-content/uploads/2025/01/WLCON-Public-Ownership-Report-as-of-December-31-2024.pdf	
Optional: Principle 13			

1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	COMPLIANT	The Company has an Investor Relations Officer (IRO) to facilitate constant engagement with its shareholders. References: ➢ 2020 Revised Corporate Governance Manual Section XV Page 32 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf ➢ Investor Relations Program https://investor.wilcon.com.ph/investor-relations-program/ Shareholders are advised and encouraged to send their questions, comments or feedbacks, if any to wilcon_asm@wilcon.com.ph or investor_relations@wilcon.com.ph	

2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	COMPLIANT	Pursuant to the amended by-laws of the Company: Section 2.7. Manner of Voting – At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholders or his duly authorized attorney – in – fact **through remote communication or in absentia** in accordance with the procedures prescribed by the Corporation and relevant laws and regulations. References: ➢ Amended By-laws https://investor.wilcon.com.ph/contents/uploads/2021/03/WDI-Amended-By-Laws-March-2-2021.pdf ➢ ASM Webpage https://investor.wilcon.com.ph/asm/	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	The Company's stakeholders are provided in its 2024 Annual Report and 2024 Sustainability Report. References: ➢ 2024 Annual Report of the Company (digital magazine) https://investor.wilcon.com.ph/wp-content/uploads/2025/05/2024-WILCON-ANNUAL-REPORT-DIGITAL-MAGAZINE.pdf ➢ 2024 Sustainability Report https://investor.wilcon.com.ph/wp-content/uploads/2025/04/2024-Sustainability-Report_Final.pdf	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual, it shall be the duty of the Board to establish clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders. Reference: ➢ 2020 Revised Corporate Governance Manual Section XVI Page 33 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Recommendation 14.3			

1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual, it is the duty of the Board to adopt a transparent framework and process that allows stakeholders to communicate with the Company and to obtain redress for the violation of their rights. The Company requires its directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The purpose of Whistleblower and Anti-Retaliation policy is to encourage and enable employees of the Company to report any action or suspected action taken within the Company that is illegal, fraudulent or in violation of any adopted policy of the Company, to a source within the Company before turning to outside parties for resolution. This policy applies to any matter which is related to the Company's business and does not relate to private acts of an individual not connected to the business of the Company. Reference: ➢ 2020 Revised Corporate Governance Manual Section XVII Page 33 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Supplement to Recommendation 14.3			

1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual, it is the duty of the Board to establish clear policies and programs to provide a mechanism on the fair treatment and protection of its stakeholders. Reference: ➢ 2020 Revised Corporate Governance Manual Section XVI Pages 30-32 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	COMPLIANT	The Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. The Code of Business Conduct and Ethics of the Company also provides that the Company ensures that all its transactions comply and in accordance with the relevant laws and regulations. Reference: ➢ Company Policies https://investor.wilcon.com.ph/company-policies/	

2. Company respects intellectual property rights.	COMPLIANT	The Company respects intellectual property rights. The Company owns all trademarks being used in connection with its home improvement and retail business. ➢ WLCON 2024 17- A Annual Report of the Company Pages 10-11 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	COMPLIANT	Pursuant to the 2020 Revised Corporate Governance Manual, 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 shall have the opportunity to obtain prompt effective redness for the violation of their rights. Reference: ➢ 2020 Revised Corporate Governance Manual Section XVI Pages 32-33 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	

2. Company discloses its policies and practices that address supplier/contractor selection procedures	COMPLIANT	The Company has a supplier selection policy. Reference: ➢ Company Policies https://investor.wilcon.com.ph/company-policies/	
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	COMPLIANT	The Company had established a mechanism for employee participation to create a symbiotic environment, realize the Company's goals and participate in its corporate governance processes. The Company also has policies, programs and procedures that encourage its employees to actively participate in the realization of the Company's goals and in its governance. Reference: ➢ 2020 Revised Corporate Governance Manual Section XVII Page 33 https://investor.wilcon.com.ph/contents/uploads/2020/08/2020-Revised-Manual-on-Corporate-Governance.pdf	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	COMPLIANT	The Company has a policy that rewards and grants incentives to its employees based on their individual performance.	

2. Company has policies and practices on health, safety and welfare of its employees.	COMPLIANT	The Company commits to provide a safe work place, safe equipment, proper materials, establish and enforce safe methods and practices at all times. The Company and employees follow an occupational safety and health standards and pursue programs to prevent hazards which may result to personal injury, property damage, fire, security losses and even loss of life. It is also committed to protect the environment and provide the necessary safe guards while in the course of its operations. Reference: ➢ Company Policies https://investor.wilcon.com.ph/company-policies/	

3. Company has policies and practices on training and development of its employees.	COMPLIANT	The Company, through its Learning and Development Department, is committed to championing a proactive and adaptive approach to employee learning and development that conforms with the organizational values, culture, and an environment that promotes lifelong learning. The wide array of training conducted covers both technical and critical skills programs. Technical programs cover both products and systems training. Critical skills programs include Critical Thinking, Strategic Project Management, Daring Leadership, Building Everyday Habits, and Quiet. Reference: ➢ WLCON 2024 17- A Annual Report of the Company Pages 12 – 13 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/WLCON-2024-17A-Annual-Report-with-Exhibits-_-SEC.pdf	
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	It is the policy of the Company to conduct all of its business in an honest and ethical manner. The Company take a zero-tolerance approach to bribery and corruption and commits to act professionally, fairly and with integrity in all its business dealings and relationships whenever and wherever it operates. It vows to implement and enforce effective systems to counter bribery and corruption. Reference: ➢ Company Policies https://investor.wilcon.com.ph/company-policies/	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT	The Company disseminates its policies and programs to employees across the organization during orientations, trainings and seminars.	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	COMPLIANT	The Company vows to implement and enforce effective systems to counter bribery and corruption. Reference: ➢ Company Policies https://investor.wilcon.com.ph/company-policies/	
Recommendation 15.3			

1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	COMPLIANT	The Company requires its directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The Whistleblower and Anti-Retaliation policy applies to any matter which is related to the Company's business and does not relate to private acts of its employees that does not affect the business and reputation of the Company. The objectives of this policy are to encourage employees, contractors, suppliers, customers, business partners and other stakeholders to report concerns involving actual or suspected violations of Company policies, its code of conduct, criminal or unlawful acts or omissions, and instances when an act or omission endangers the health and safety of the employees; to provide clear procedures for reporting any actual or suspected violation of Company policies, misconduct, malpractice, irregularities or risks against the Company and to protect the Whistleblower against any form of retaliation. Reference: ➢ Company Policies https://investor.wilcon.com.ph/company-policies/	

2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	COMPLIANT	The Company has a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns. The following are the official reporting channels which the whistleblower can use to file any reportable acts: a. Website: www.wilcon.com.ph b. Face-to-Face meetings: Wilcon Head Office or any HRD Representatives c. E-mail : helpline@wilcon.com.ph d. Mail: Head Office: 90 E. Rodriguez Jr. Ave., Ugong Norte, Quezon City e. Telephone: (02) 8634-8387 f. Cellphone & Viber Number: 0998 582 2743 Reference: ➢ Company Policies https://investor.wilcon.com.ph/company-policies/	

3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	On a Stronger Foothold – Strengthening Governance The Company continues to uphold all corporate governance policies it has instituted in the previous years. The Company has made great strides in monitoring the compliance to its employee code of ethics through the effectiveness of its whistleblowing policies. The Company continues to conduct orientations and trainings on governance policies and guidelines not only to orient and update employees of changes and additions but also to remind them of existing provisions. This is aligned with the Company's strategic ambition to create a corporate culture of ethics, integrity, and sustainability. References: ➢ Company Policies https://investor.wilcon.com.ph/company-policies/ ➢ 2024 Sustainability Report https://investor.wilcon.com.ph/wp-content/uploads/2025/04/2024-Sustainability-Report_Final.pdf Page 29	
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	Wilcon has always been an enthusiastic partner of the various communities and associations in which it operates. The Company partners with local government units, charitable organizations, civic associations and even other responsible corporations in helping improve communities and preserve the environment. Notable assistance the Company has provided during the year include, among others: • Active participant in the “Rooting for a Greener Tomorrow: Planting Trees, Growing Hope”, a tree-planting activity • Donation of part of the proceeds of Wilcon’s annual golf tournament to an environment-focused foundation • Donation of bathroom fixtures to schools in cooperation with a charitable foundation • Supporting through donation of eco-friendly bathroom fixtures in a corporation’s adoption of an Ecopark • Partnering with a local government unit for its “Adopt-A-Park” program to share in its commitment for a greener and more vibrant community and support its efforts to enhance and preserve the city’s green spaces. Reference: ➢ 2024 Sustainability Report Page 27 - 28 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/2024-Sustainability-Report_Final.pdf	

Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	COMPLIANT	Embedding Sustainability Aligned with our strategic ambition to create a corporate culture of ethics, integrity, and sustainability by following sound corporate governance practices, we continuously monitor, update and revise when necessary and re-orient our employees on these policies and practices. It is our mission to help people build, improve, and redefine their homes for a sustainable and comfortable future. Reference: ➢ 2024 Sustainability Report https://investor.wilcon.com.ph/wp-content/uploads/2025/04/2024-Sustainability-Report_Final.pdf	
2. Company exerts effort to interact positively with the communities in which it operates	COMPLIANT	The Company has partnerships and collaborations with the communities in which it operates. Reference: ➢ 2024 Sustainability Report Page 27 - 28 https://investor.wilcon.com.ph/wp-content/uploads/2025/04/2024-Sustainability-Report_Final.pdf	

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code and Revised Corporation Code, this report is approved and signed on behalf of the Issuer by the undersigned, in Quezon City on May 29, 2025.

By:

Bertram B. Lim
Chairman of the Board

Ricardo S. Pascua
Independent Director

Lorraine Belo-Cincochan
President-CEO

Rolando S. Narciso
Independent Director

Atty. Arthur R. Ponsaran
Corporate Secretary

Delfin L. Warren
Independent Director

Atty. Sheila Pasicolan - Camerino
Compliance Officer

SUBSCRIBED AND SWORN to before me this MAY 29 2025 day of _____ in QUEZON CITY affiants exhibiting to me their Passport, as follows:

NAMES	**PASSPORT NO.**	**DATE OF ISSUE**	**PLACE OF ISSUE**
Bertram B. Lim			
Lorraine Belo-Cincochan			
Arthur R. Ponsaran			
Sheila Pasicolan – Camerino			
Ricardo S. Pascua			
Rolando S. Narciso			
Delfin L. Warren			

SUBSCRIBED AND SWORN TO BEFORE ME THIS ____ DAY OF MAY 29 2025 IN QUEZON CITY

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Series of 2025

ATTY. RIZAL JOSE P. VALMORES
NOTARY PUBLIC
UNTIL DECEMBER 31, 2026
ADM MATTER NO. 003
PTR NO. 7016197 / 01-02-2025/ Q.C
IBP NO. 472850 / 10-23-2024 / Q.C
ROLL NO. 28435
MCLE NO. VIII-0008500 / 05-07-2024
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