



June 30, 2021

**PHILIPPINE STOCK EXCHANGE**

9th Floor, Philippine Stock Exchange Tower,  
28<sup>th</sup> Street corner 5<sup>th</sup> Avenue, BGC Taguig City  
Attention: Ms. Janet A. Encarnacion  
Head - Disclosure Department

**PHILIPPINE DEALING AND EXCHANGE CORPORATION**

29th Floor, BDO Equitable Tower  
Paseo de Roxas, Makati City  
Attention: Atty. Marie Rose M. Magallen-Lirio  
Head, Issuer Compliance and Disclosure Department

Subject: Vista Land & Lifescapes, Inc.: **Annual Corporate Governance Report 2020**

Gentlemen:

In compliance with the SEC Memorandum Circular No. 15, Series of 2017, we are submitting the Integrated Annual Corporate Governance Report of our Company for the year 2020.

Very truly yours,

A handwritten signature in black ink, appearing to read 'B. Edang', is written over the printed name.

Brian N. Edang  
Officer-in-Charge





## SEC FORM – I-ACGR

### INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December 31, 2020**
2. SEC Identification Number **03145**
3. BIR Tax Identification No. **006-652-678-000**
4. Exact name of issuer as specified in its charter **VISTA LAND & LIFESCAPES, INC.**
5. **Philippines**  
Province, Country or other jurisdiction of  
incorporation or organization
6.  (SEC Use Only)  
Industry Classification Code:
7. **Lower Ground Floor, Building B, EVIA Lifestyle Center, Vista City**  
**Daanghari, Almanza II, Las Piñas City**  
Address of principal office
- Postal Code **1747**
8. **(632) 8874-5758/ (632) 8872-6947**  
Issuer's telephone number, including area code
9. **N/A**  
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT																			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION																
The Board's Governance Responsibilities																			
<b>Principle 1:</b> The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.																			
Recommendation 1.1																			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	The Board has an appropriate mix of competence and expertise and is composed of directors with collective working knowledge, experience and expertise that is relevant to the company's industry.																	
2. Board has an appropriate mix of competence and expertise.	Compliant																		
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	Below is the board composition of the company: <table><tr><th>Name of Director</th><th>Position</th></tr><tr><td>Manuel B. Villar, Jr.</td><td>Chairman</td></tr><tr><td>Manuel Paolo A. Villar</td><td>Vice Chairman</td></tr><tr><td>Cynthia J. Javarez</td><td>Director</td></tr><tr><td>Camille A. Villar</td><td>Director</td></tr><tr><td>Frances Rosalie T. Coloma</td><td>Director</td></tr><tr><td>Marilou O. Adea</td><td>Independent Director</td></tr><tr><td>Ruben O. Fruto</td><td>Independent Director</td></tr></table> <p>Please refer to the company' website with this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf</a></p>	Name of Director	Position	Manuel B. Villar, Jr.	Chairman	Manuel Paolo A. Villar	Vice Chairman	Cynthia J. Javarez	Director	Camille A. Villar	Director	Frances Rosalie T. Coloma	Director	Marilou O. Adea	Independent Director	Ruben O. Fruto	Independent Director	
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Cynthia J. Javarez	Director																		
Camille A. Villar	Director																		
Frances Rosalie T. Coloma	Director																		
Marilou O. Adea	Independent Director																		
Ruben O. Fruto	Independent Director																		

		for more information regarding the director's qualification.																	
Recommendation 1.2																			
1. Board is composed of a majority of non-executive directors.	Compliant	<p>Out of the seven (7) directors, 4 are non-executives including the (2) independent directors) and 3 are holding executive positions. Please see table below:</p> <table><tr><th>Name of Director</th><th>Directorship</th></tr><tr><td>Manuel B. Villar, Jr.</td><td>Non-Executive</td></tr><tr><td>Manuel Paolo A. Villar</td><td>Executive</td></tr><tr><td>Cynthia J. Javarez</td><td>Executive</td></tr><tr><td>Camille A. Villar</td><td>Executive</td></tr><tr><td>Frances Rosalie T. Coloma</td><td>Non-Executive</td></tr><tr><td>Marilou O. Adea</td><td>Independent Director</td></tr><tr><td>Ruben O. Fruto</td><td>Independent Director</td></tr></table>	Name of Director	Directorship	Manuel B. Villar, Jr.	Non-Executive	Manuel Paolo A. Villar	Executive	Cynthia J. Javarez	Executive	Camille A. Villar	Executive	Frances Rosalie T. Coloma	Non-Executive	Marilou O. Adea	Independent Director	Ruben O. Fruto	Independent Director	
Name of Director	Directorship																		
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Manuel Paolo A. Villar	Executive																		
Cynthia J. Javarez	Executive																		
Camille A. Villar	Executive																		
Frances Rosalie T. Coloma	Non-Executive																		
Marilou O. Adea	Independent Director																		
Ruben O. Fruto	Independent Director																		
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>The Company's Board Charter and Manual on Corporate Governance have established a policy on training of directors as enumerated in its Revised Manual on Corporate Governance as disclosed last May 31, 2017 with the Philippine Stock Exchange (PSE) and Securities and Exchange Commission (SEC). The mentioned document can be viewed or downloaded at <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a></p>																	

2. Company has an orientation program for first time directors.	Compliant	<p>The Company's Revised Manual on Corporate Governance provides that a first time director, before assuming such position, shall be required to attend a seminar on corporate governance conducted by a private or government institute.</p> <p>Last 2020, except for the Chairman of the Board, all the directors and key officers of the Company have attended a seminar on Corporate Governance conducted by SEC's accredited training providers. Below are the programs and seminars attended during the year:</p> <table><thead><tr><th>Name of Director/ Officer</th><th>Date of Training</th><th>Duration of Training</th><th>Program</th><th>Name of Training Institution</th></tr></thead><tbody><tr><td>Gemma M. Santos</td><td rowspan="6">October 30, 2020</td><td rowspan="6">4 hours</td><td rowspan="6">SEC Compliance with the Rules on Disclosures</td><td rowspan="6">Center for Best Global Practices</td></tr><tr><td>Ma. Nalen SJ Rosero</td></tr><tr><td>Manuel Paolo A. Villar</td></tr><tr><td>Cynthia J. Javarez</td></tr><tr><td>Brian N. Edang</td></tr><tr><td>Marilou O. Adea</td></tr><tr><td>Camille A. Villar</td><td></td><td></td><td></td><td></td></tr><tr><td>Frances Rosalie T. Coloma</td><td rowspan="3">November 19, 2020</td><td rowspan="3"></td><td rowspan="3">2019 Revised Corporation Code of the Philippines</td><td rowspan="3"></td></tr><tr><td>Ruben O. Fruto</td></tr><tr><td>Lorelyn D. Mercado</td></tr><tr><td>Melissa Camille Z. Domingo</td><td></td><td></td><td></td><td></td></tr></tbody></table>	Name of Director/ Officer	Date of Training	Duration of Training	Program	Name of Training Institution	Gemma M. Santos	October 30, 2020	4 hours	SEC Compliance with the Rules on Disclosures	Center for Best Global Practices	Ma. Nalen SJ Rosero	Manuel Paolo A. Villar	Cynthia J. Javarez	Brian N. Edang	Marilou O. Adea	Camille A. Villar					Frances Rosalie T. Coloma	November 19, 2020		2019 Revised Corporation Code of the Philippines		Ruben O. Fruto	Lorelyn D. Mercado	Melissa Camille Z. Domingo					<p>The Chairman sought an exemption from the required attendance in a Seminar on Corporate Governance, which exemption was granted by SEC. Please see SEC approval.</p> <div><div><div>Securities and Exchange Commission</div><div>CORPORATE GOVERNANCE AND FINANCE DEPARTMENT</div><div>12 December 2016</div></div><div><div>Ms. Gemma M. Santos</div><div>Corporate Secretary</div><div>Vista Land &amp; Lifescapes, Inc.</div><div>3rd Level Starmall Las Pinas, CV Starr Ave.</div><div>PhilamLife Village, Pamplona</div><div>Las Pinas City 1746</div></div><div>Re : Request for Exemption from Training Requirement for Mr. Manuel B. Villar, Jr.</div><div>Gentlemen:</div><div>This refers to your letter dated 15 November 2016 requesting exemption of Mr. Manuel B. Villar, Jr. from the annual Corporate Governance training requirement under SEC Memorandum Circular No. Series of 2013.</div><div>Please be informed that the Commission, in its en banc meeting on 06 December 2016, resolve to GRANT the said request. Mr. Manuel B. Villar, Jr. is granted an exemption from the 2016 training requirement.</div><div>Very truly yours,</div><div><div>Justina F. Gallangan</div><div>Director</div></div></div>
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3. Company has relevant annual continuing training for all directors.	Compliant																																		

Recommendation 1.4

#### Recommendation 1.4

1. Board has a policy on board diversity.	Compliant	<p>As a matter of policy, the Company's Board of Directors adheres to diversity of views and opinions in its decision-making process.</p> <p>Furthermore, there is also gender diversity in the composition of the Board, as follows:</p> <table><tr><th>Name of Director</th><th>Gender</th></tr><tr><td>Manuel B. Villar, Jr.</td><td>Male</td></tr><tr><td>Manuel Paolo A. Villar</td><td>Male</td></tr><tr><td>Cynthia J. Javarez</td><td>Female</td></tr><tr><td>Camille A. Villar</td><td>Female</td></tr><tr><td>Frances Rosalie T. Coloma</td><td>Female</td></tr><tr><td>Marilou O. Adea</td><td>Female</td></tr><tr><td>Ruben O. Fruto</td><td>Male</td></tr></table>	Name of Director	Gender	Manuel B. Villar, Jr.	Male	Manuel Paolo A. Villar	Male	Cynthia J. Javarez	Female	Camille A. Villar	Female	Frances Rosalie T. Coloma	Female	Marilou O. Adea	Female	Ruben O. Fruto	Male	
Name of Director	Gender																		
Manuel B. Villar, Jr.	Male																		
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Camille A. Villar	Female																		
Frances Rosalie T. Coloma	Female																		
Marilou O. Adea	Female																		
Ruben O. Fruto	Male																		

#### 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	<p>The Company is committed to some principles in implementing board diversity which are discussed in its Revised Manual for Corporate Governance. The said document can be viewed through this link  <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a></p>	
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#### Recommendation 1.5

1. Board is assisted by a Corporate Secretary.	Compliant	<p>The Company's Board is being assisted by Atty. Gemma M. Santos, the duly appointed Corporate Secretary of Vista Land.</p> <p>Atty. Santos, graduated cum laude with the degree of Bachelor of Arts, Major in History from</p>	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		

		<p>the University of the Philippines in 1981, and with the degree of Bachelor of Laws also from the University of the Philippines in 1985. She is a practicing lawyer and Special Counsel in Picazo Buyco Tan Fider &amp; Santos Law Offices. She is also the Corporate Secretary of Golden MV Holdings, Inc. (formerly Golden Bria Holdings, Inc.) and a director of Philippine Associated Smelting and Refining Corporation (PASAR) and Fine Properties, Inc.</p> <p>The duties and functions of a Corporate Secretary is being discussed in the Company's Revised Manual on Corporate Governance as disclosed last May 31, 2017 with the Philippine Stock Exchange (PSE) and Securities and Exchange Commission (SEC). The mentioned document can be viewed or downloaded at <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a></p>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	On October 30, 2020, the Corporate Secretary attended the 4-hour seminar about SEC Compliance with the Rules on Disclosures conducted by Center for Best Global Practices.	

Name of Director/ Officer	Date of Training	Duration of Training	Program	Name of Training Institution
Gemma M. Santos	October 30, 2020	4 hours	SEC Compliance with the Rules on Disclosures	Center for Best Global Practices
Ma. Nalen SJ Rosero				
Manuel Paolo A. Villar				
Cynthia J. Javarez				
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Camille A. Villar	November 19, 2020		2019 Revised Corporation Code of the Philippines	
Frances Rosalie T. Coloma				
Ruben O. Fruto				
Lorelyn D. Mercado				
Melissa Camille Z. Domingo				

#### Optional: Recommendation 1.5

1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	The Corporate Secretary distributes notice of meetings and relevant board meeting materials five days before the scheduled meeting through electronic mails.	
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#### Recommendation 1.6

1. Board is assisted by a Compliance Officer.	Compliant	<p>The Board is being assisted by a Compliance Officer in the person of Atty. Ma. Nalen SJ Rosero.</p> <p>Atty. Rosero, the Company's Assistant Corporate Secretary, Chief Legal Counsel, Chief Information Officer and Compliance Officer,, graduated salutatorian from the San Beda College of Law in 1997. She is currently the Corporate Secretary and a Director of the following companies: Household Development Corporation, Brittany Corporation, Crown Asia Properties, Vista Residences, Inc., Communities Philippines, Inc., Camella Homes, Inc., Mandalay Resources, Inc., Prima Casa Land &amp; Houses, Inc., Vista Leisure Club, Inc., and Brittany Estates Corporation. She is also a Director of Manuela Corporation and Masterpiece Properties, Inc., and the Corporate Secretary of Vistamalls, Inc.</p>	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3. Compliance Officer is not a member of the board.	Compliant		

		<p>(formerly Starmalls, Inc.). From 1997 to 2000, she was an Associate in the Litigation Group of Angara Abello Concepcion Relaga &amp; Cruz (ACCRA) Law Offices. On September 11, 2013, Atty. Rosero was appointed as Compliance Officer and Chief Information Officer of the Company.</p> <p>The duties and functions of a Compliance Officer is being discussed in the Company's Revised Manual on Corporate Governance as disclosed last May 31, 2017 with the Philippine Stock Exchange (PSE) and Securities and Exchange Commission (SEC). The mentioned document can be viewed or downloaded at <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a></p>																									
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>On October 30, 2020, the Compliance Officer attended the 4-hour seminar about SEC Compliance with the Rules on Disclosures conducted by Center for Best Global Practices.</p> <table><tr><th>Name of Director/ Officer</th><th>Date of Training</th><th>Duration of Training</th><th>Program</th><th>Name of Training Institution</th></tr><tr><td>Gemma M. Santos</td><td rowspan="7">October 30, 2020</td><td rowspan="7">4 hours</td><td rowspan="7">SEC Compliance with the Rules on Disclosures</td><td rowspan="7">Center for Best Global Practices</td></tr><tr><td>Ma. Nalen SJ Rosero</td></tr><tr><td>Manuel Paolo A. Villar</td></tr><tr><td>Cynthia J. Javarez</td></tr><tr><td>Brian N. Edang</td></tr><tr><td>Marilou O. Adea</td></tr><tr><td>Camille A. Villar</td></tr><tr><td>Frances Rosalie T. Coloma</td><td rowspan="4">November 19, 2020</td><td rowspan="4"></td><td rowspan="4">2019 Revised Corporation Code of the Philippines</td><td rowspan="4"></td></tr><tr><td>Ruben O. Fruto</td></tr><tr><td>Lorelyn D. Mercado</td></tr><tr><td>Melissa Camille Z. Domingo</td></tr></table>	Name of Director/ Officer	Date of Training	Duration of Training	Program	Name of Training Institution	Gemma M. Santos	October 30, 2020	4 hours	SEC Compliance with the Rules on Disclosures	Center for Best Global Practices	Ma. Nalen SJ Rosero	Manuel Paolo A. Villar	Cynthia J. Javarez	Brian N. Edang	Marilou O. Adea	Camille A. Villar	Frances Rosalie T. Coloma	November 19, 2020		2019 Revised Corporation Code of the Philippines		Ruben O. Fruto	Lorelyn D. Mercado	Melissa Camille Z. Domingo	
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**Principle 2:** The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

**Recommendation 2.1**

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	The members of the Board of Directors are provided with the relevant materials and information five days prior to the meeting for their reference and evaluation. Each item in the agenda that requires approval from the Board is discussed and deliberated by the Board prior to the approval.	
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**Recommendation 2.2**

1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	The quarterly and the annual financial statements and operating results of the Company are presented and discussed to the Audit Committee and to the Board of Directors for approval for filing to the relevant regulatory agencies.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	The annual budget and pipeline projects are also presented for the approval of the Board.	

**Supplement to Recommendation 2.2**

1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>The Company has an updated vision, mission and core values which can be found in Vista Land's website  <a href="https://www.vistaland.com.ph/about-us/business/#top">https://www.vistaland.com.ph/about-us/business/#top</a></p> <p>The Board formulated the Corporation's vision, mission, strategic objectives, policies and procedures that shall guide its activities, including the means to effectively monitor Management's performance which is subject to</p>	
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		quarterly review together with the Manual on Corporate Governance unless the same frequency is amended by the Board.	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	To facilitate effective management performance that is attuned to the company's business environment, and culture, the Board of Directors conducts their meeting on a regular basis.	
<b>Recommendation 2.3</b>			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>Vista Land's Board is headed by a competent and qualified Chairman in the person of Mr. Manuel B. Villar, Jr.</p> <p>Mr. Villar was Senator of the Philippines from 2001 to June 2013. He served as Senate President from 2006 to 2008. He also served as a Congressman from 1992 to 2001 and as Speaker of the House of Representatives from 1998 to 2000. A Certified Public Accountant, Mr. Villar graduated from the University of the Philippines in 1970 with the degree of Bachelor of Science in Business Administration and in 1973 with the degree of Masters in Business Administration. He founded Camella Homes in the early 1970s and successfully managed said company over the years, to become the largest homebuilder in the Philippines now known as the Vista Land Group. Mr. Villar is also Chairman of the Board of Vistamalls, Inc. (formerly Starmalls, Inc.), AllHome Corp., AllValue Holdings Corp. and Golden MV Holdings, Inc. (formerly Golden Bria Holdings, Inc.) He is a member of the following organizations: Makati Business Club, Manila Golf Club, Management Association of the Philippines, Financial Executive Institute of the</p>	

		Philippines (FINEX), Philippine Institute of Certified Public Accountants, and the Villar Social Institute for Poverty Alleviation and Governance (SIPAG).	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	The company's succession planning policies and programs and its implementation are discussed in page 10 of the 2016 Annual Corporate Governance disclosed with PSE and SEC. The mentioned document can also be accessed through the Company's website <a href="https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE_CForm_ACGR_2016_05302017-v3.pdf">https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE_CForm_ACGR_2016_05302017-v3.pdf</a>	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant		
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	The Company's remuneration policy and its implementation, including the relationship between remuneration and performance is discussed in its 2016 Annual Corporate Governance Report and the Revised Manual on Corporate Governance, both of which can be viewed and/or downloaded through <a href="https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE_CForm_ACGR_2016_05302017-v3.pdf">https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE_CForm_ACGR_2016_05302017-v3.pdf</a> .	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	The Compensation and Remuneration Committee reviews and recommends to the Board for approval the remuneration of senior executives.	
2. Company has measurable standards to align the performance-based	Compliant	Please refer to the Company's 2016 Annual Corporate Governance Report and SEC Form	

remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.		17-A which can be accessed through the company's website <a href="https://www.vistaland.com.ph/">https://www.vistaland.com.ph/</a>	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	The Company's nomination and election policy and process and its implementation is disclosed in Section F of its Revised Manual on Corporate Governance with can be viewed and/or downloaded through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>  A minority shareholder of the Company nominates the candidate for independent directors. Please refer to the Definitive Information Statement through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf</a>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		
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		Identify the professional search firm used or other external sources of candidates	

shareholder bodies) when searching for candidates to the board of directors.			
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	The Company has a Material Related Party Transactions Policy to ensure that the RPTs are conducted in a manner that will protect the Company and all its stakeholders from conflict of interest which may arise from such transactions, that the RPTs are entered into arms-length or at terms at least comparable to those available to unrelated third parties, and that these transactions shall be disclosed, reviewed, approved in accordance with this Policy and consistent with the principles of transparency and fairness.  Please refer to the Company's Policy on Material Related Party Transactions through this link. <a href="https://www.vistaland.com.ph/assets/corporate-governance/c3e2dcee75/VLL-Material-RPT-Policy_26Oct2019.pdf">https://www.vistaland.com.ph/assets/corporate-governance/c3e2dcee75/VLL-Material-RPT-Policy_26Oct2019.pdf</a>	
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		
Supplement to Recommendations 2.7			

1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	Please refer to the Company's Policy on Material Related Party Transactions through this link. <a href="https://www.vistaland.com.ph/assets/corporate-governance/c3e2dcee75/VLL-Material-RPT-Policy_26Oct2019.pdf">https://www.vistaland.com.ph/assets/corporate-governance/c3e2dcee75/VLL-Material-RPT-Policy_26Oct2019.pdf</a>	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Compliant	Please refer to the Company's Policy on Material Related Party Transactions (on required shareholder approval for Material RPTs) through this link.  <a href="https://www.vistaland.com.ph/assets/corporate-governance/c3e2dcee75/VLL-Material-RPT-Policy_26Oct2019.pdf">https://www.vistaland.com.ph/assets/corporate-governance/c3e2dcee75/VLL-Material-RPT-Policy_26Oct2019.pdf</a>	
<b>Recommendation 2.8</b>			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	Please refer to the Company's Revised Manual on Corporate Governance and specifically on the minutes posted on the Company's website on July 15, 2020 which includes the various board committees formed for the year. Among those committees is the Management Committee, which is composed of the following:  Manuel Paolo A. Villar Cynthia J. Javarez Brian N. Edang Camille A. Villar	

		Lorelyn D. Mercado	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	The Board assesses management performance on an annual basis. Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant		
Recommendation 2.10			

1. Board oversees that an appropriate internal control system is in place.	Compliant	<p>The control environment of the Corporation consists of (a) the Board which ensures that the Corporation is properly and effectively managed and supervised; (b) a Management that actively manages and operates the corporation in a sound and prudent manner; (c) the organizational and procedural controls supported by effective management information and risk management reporting systems; and (d) an independent audit mechanism to monitor the adequacy and effectiveness of the Corporation's governance, operations, and information systems, including the reliability and integrity of financial and operational information, the effectiveness and efficiency of operations, the safeguarding of assets, and compliance with laws, rules, regulations and contracts.</p> <p>Please refer to Section G – Internal Audit and Control of the Company's 2016 Annual Corporate Governance Report which can be viewed and/or downloaded through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE CForm ACGR 2016 05302017-v3.pdf">https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE CForm ACGR 2016 05302017-v3.pdf</a></p>	
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	The Board approves the Internal Audit Charter which can be viewed and/or downloaded	

		through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/boardcommittees/1deb84d426/CommitteeCharter.pdf">https://www.vistaland.com.ph/assets/corporate-governance/boardcommittees/1deb84d426/CommitteeCharter.pdf</a>	
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	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
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	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website.	Compliant		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	The Company has a clear insider trading policy which can be viewed through its website <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	

<b>Optional: Principle 2</b>			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
<b>Principle 3:</b> Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
<b>Recommendation 3.1</b>			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	The Company has established various board committees. For more details and information of those established committees, please refer to Section E of the Company's 2016 Annual Corporate Governance Report, Revised Manual on Corporate Governance, and the Company's website for the existing board committees of the Company including the members thereof which can be viewed through these links: <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
<b>Recommendation 3.2</b>			

1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	Information regarding the Audit Committee including its functions are discussed in the Company's 2016 Annual Corporate Governance Report and Revised Manual on Corporate Governance, which can be viewed through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE CForm ACGR 2016 05302017-v3.pdf">https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE CForm ACGR 2016 05302017-v3.pdf</a>	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	Please refer to the Company's 2016 Annual Corporate Governance Report which can be viewed through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE CForm ACGR 2016 05302017-v3.pdf">https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE CForm ACGR 2016 05302017-v3.pdf</a> and <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a> for the information on the members of the Audit Committee, including their qualifications and type of directorship.	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	Please refer to this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf</a> for the information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Non-Compliant	The Company's Audit Committee is headed by Ms. Marilou O. Adea. Ms. Adea is currently an Independent Director of FBO Management Network, Inc. and Malarayat Rural Bank of Lipa. She was until recently the Court Appointed Rehabilitation Receiver of Anna-Lynns, Inc.,	While Ms. Adea is also the chairman of another committee specifically the Board Risk Oversight Committee (BROC), we believe that this does not hinder her optimum performance for both committees since Audit

		Manuela Corporation and 3N2J Shipping & Trading Services, Inc.. Ms. Adea served previously as Project Director for Site Acquisition Director of Digital Telecommunications Phils. Inc. from 2000 to 2002, Executive Director for FBO Management Network, Inc. from 1989 to 2000 and BF Homes Inc. in Receivership from 1988 to 1994 and Vice President for Finance & Administration for L&H Resources Management Corporation from 1986 to 1988. Ms. Adea worked with the Home Development Mutual Fund from 1978 to 1986. Ms. Adea holds a Degree in Bachelor of Science in Business Administration Major in Marketing Management from the University of the Philippines.	Committee and BROCC have interrelated functions. For a long time prior to establishing the BROCC, the members of the Audit Committee have been performing the functions of the BROCC.
<b>Supplement to Recommendation 3.2</b>			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A, SEC 20-IS under Audit Committees Approval Policies and Procedures Section. <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	Quarterly and Annual Financial Statements are presented to the Audit Committee prior to presentation to the Board of Directors for approval.	
<b>Optional: Recommendation 3.2</b>			
1. Audit Committee meet at least four times during the year.	Compliant	Quarterly and Annual Financial Statements are presented to the Audit Committee prior to presentation to the Board of Directors for	

		approval. Audit Committee met four times during the year.									
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>									
Recommendation 3.3											
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	The Board established the Corporate Governance Committee to assist the Board in the performance of its corporate governance responsibilities. Information regarding the committee including its functions are discussed in the Revised Manual on Corporate Governance which can be viewed through this link: <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>									
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non-Compliant	The composition of the Corporate Governance Committee is as follows: <table border="1"><thead><tr><th colspan="2">Corporate Governance Committee</th></tr></thead><tbody><tr><td>Ruben O. Fruto (Independent Director)</td><td>Chairman</td></tr><tr><td>Marilou O. Adea (Independent Director)</td><td>Member</td></tr><tr><td>Manuel B. Villar, Jr.</td><td>Member</td></tr></tbody></table>	Corporate Governance Committee		Ruben O. Fruto (Independent Director)	Chairman	Marilou O. Adea (Independent Director)	Member	Manuel B. Villar, Jr.	Member	The Company currently has two (2) independent directors, consistent with the Implementing Rules and Regulations of the Securities Regulation Code and the Company's By-Laws.
Corporate Governance Committee											
Ruben O. Fruto (Independent Director)	Chairman										
Marilou O. Adea (Independent Director)	Member										
Manuel B. Villar, Jr.	Member										
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant										
Optional: Recommendation 3.3.											
1. Corporate Governance Committee meet at least twice during the year.	Compliant	The Corporate Governance Committee met twice during the year. The I-ACGR is one of the agenda of one of the meetings of Corporate Governance Committee.									
Recommendation 3.4											

1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	The Board established the Board Risk Oversight Committee to assist the Board in the performance of its corporate governance responsibilities. Information regarding the committee including its functions are discussed in the Revised Manual on Corporate Governance which can be viewed through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	While Ms. Adea is also the chairman of Audit Committee, we believe that this does not affect her overall performance for both committees since Audit Committee and BROC have interrelated functions. For a long time prior to establishing BROC, the members of the Audit Committee have been performing the functions of BROC.							
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant									
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Not Compliant									
		The composition of the Board Risk Oversight Committee is as follows: <table><tr><th colspan="2">Board Risk Oversight Committee</th></tr><tr><td>Marilou O. Adea (Independent Director)</td><td>Chairman</td></tr><tr><td>Ruben O. Fruto (Independent Director)</td><td>Member</td></tr><tr><td>Cynthia J. Javarez</td><td>Member</td></tr></table>		Board Risk Oversight Committee		Marilou O. Adea (Independent Director)	Chairman	Ruben O. Fruto (Independent Director)	Member	Cynthia J. Javarez
Board Risk Oversight Committee										
Marilou O. Adea (Independent Director)	Chairman									
Ruben O. Fruto (Independent Director)	Member									
Cynthia J. Javarez	Member									
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	The members of the BROC have relevant thorough knowledge and experience on risk and risk management.								
Recommendation 3.5										
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	The Board established the Related Party Transactions Committee which is tasked with reviewing all material related party transactions of the company. Information regarding the committee including its functions are discussed in the Revised Manual on Corporate Governance which can be viewed through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>								
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant									

		<div>The composition of the Related Party Transactions Committee is as follows:</div> <table><tr><th colspan="2">Related Party Transactions Committee</th></tr><tr><td>Ruben O. Fruto (Independent Director)</td><td>Chairman</td></tr><tr><td>Marilou O. Adea (Independent Director)</td><td>Member</td></tr><tr><td>Frances Rosalie T. Coloma</td><td>Member</td></tr></table>	Related Party Transactions Committee		Ruben O. Fruto (Independent Director)	Chairman	Marilou O. Adea (Independent Director)	Member	Frances Rosalie T. Coloma	Member	
Related Party Transactions Committee											
Ruben O. Fruto (Independent Director)	Chairman										
Marilou O. Adea (Independent Director)	Member										
Frances Rosalie T. Coloma	Member										
Recommendation 3.6											
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>									
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant										
3. Committee Charters were fully disclosed on the company's website.	Compliant	Please refer to this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>									
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	Refer to the Definitive Information Statement SEC Form 20-IS of the Company through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf</a> <a href="#">8</a>									

		<div>Board Meeting Attendance</div> <table><tr><th>Director's Name</th><th>Jan 02</th><th>Feb 21</th><th>May 26</th><th>Jun 23</th><th>Jul 08</th><th>Jul 15</th><th>Aug 13</th><th>Sep 30</th><th>Nov 13</th><th>Dec 16</th></tr><tr><td>Manuel B. Villar, Jr.</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td></tr><tr><td>Manuel Paolo A. Villar</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td></tr><tr><td>Cynthia J. Javarez</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td></tr><tr><td>Camille A. Villar</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td></tr><tr><td>Frances Rosalie T. Coloma</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td></tr><tr><td>Marilou Adea</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td></tr><tr><td>Ruben O. Fruto</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td></tr></table> <div>Legend: (A) Absent, (P) Present, (-) Not applicable</div>	Director's Name	Jan 02	Feb 21	May 26	Jun 23	Jul 08	Jul 15	Aug 13	Sep 30	Nov 13	Dec 16	Manuel B. Villar, Jr.	P	P	P	P	P	P	P	P	P	P	Manuel Paolo A. Villar	P	P	P	P	P	P	P	P	P	P	Cynthia J. Javarez	P	P	P	P	P	P	P	P	P	P	Camille A. Villar	P	P	P	P	P	P	P	P	P	P	Frances Rosalie T. Coloma	P	P	P	P	P	P	P	P	P	P	Marilou Adea	P	P	P	P	P	P	P	P	P	P	Ruben O. Fruto	P	P	P	P	P	P	P	P	P	P	
Director's Name	Jan 02	Feb 21	May 26	Jun 23	Jul 08	Jul 15	Aug 13	Sep 30	Nov 13	Dec 16																																																																																	
Manuel B. Villar, Jr.	P	P	P	P	P	P	P	P	P	P																																																																																	
Manuel Paolo A. Villar	P	P	P	P	P	P	P	P	P	P																																																																																	
Cynthia J. Javarez	P	P	P	P	P	P	P	P	P	P																																																																																	
Camille A. Villar	P	P	P	P	P	P	P	P	P	P																																																																																	
Frances Rosalie T. Coloma	P	P	P	P	P	P	P	P	P	P																																																																																	
Marilou Adea	P	P	P	P	P	P	P	P	P	P																																																																																	
Ruben O. Fruto	P	P	P	P	P	P	P	P	P	P																																																																																	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	It is a practice observed by all the members of the Board of Directors and Committee Members of the Company to devote time and attention necessary to properly and effectively perform their duties and to familiarize themselves with the Company's business. For this purpose, the Corporate Secretary of the Company ensures that all the materials for board and committee meetings are distributed to the directors or committee members, as applicable, at least five business days prior the scheduled meeting.																																																																																									
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	Please refer to this link <a href="https://www.vistaland.com.ph/investor-relations/#top">https://www.vistaland.com.ph/investor-relations/#top</a>																																																																																									
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	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a> Also, please also refer to the Company's Definitive Information Statement for the Certificate of Independent Directors and																																																																																									

proposals/views, and oversee the long-term strategy of the company.		the profile of the Non-Executive Directors which can be accessed through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf</a>	
<b>Recommendation 4.3</b>			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	During the year, there were no new directorship from our existing directors that needs notification.	
<b>Optional: Principle 4</b>			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	All executive directors of the Company serve only in boards of directors within the group.	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	All regular meetings of the Board are already scheduled before the start of the financial year.	
3. Board of directors meet at least six times during the year.	Compliant	The Board of Directors met 10 times during the year.	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Compliant	While it is not a legal requirement, historically, at least 2/3 of the directors are present in each of the Company's board meetings.  Furthermore, while it is not a legal requirement, board decisions are usually either unanimous or have the concurrence of at least 2/3 of the Board.	
<b>Principle 5:</b> The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
<b>Recommendation 5.1</b>			

1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Non-Compliant		<p>The Company currently has two (2) independent directors, consistent with the Implementing Rules and Regulations of the Securities Regulation Code and the Company's By-Laws.</p> <p>The Company shall comply with the requirements under the Revised Code of Corporate Governance on independent directors as soon as practicable.</p>
<b>Recommendation 5.2</b>			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Please refer to Company's Definitive Information Statement SEC Form 20-IS through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf</a>	
<b>Supplement to Recommendation 5.2</b>			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
<b>Recommendation 5.3</b>			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Each of the Independent Directors of the Company has served for a cumulative term of nine years.	

		New set of independent directors were nominated and elected for 2021.	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	In compliance with SEC Memorandum Circular No. 4.	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Not Applicable	All Independent Directors are still within the term limits.	
<b>Recommendation 5.4</b>			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Manuel B. Villar, Jr. – Chairman of the Board Manuel Paolo A. Villar – President and CEO	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
<b>Recommendation 5.5</b>			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Non-Compliant	The Chairman of the Board is not an independent director. The Company believes there is no need for a lead independent director as the Company has only two independent directors and all directors of the Company have equal rights and obligations as such in any event.	
<b>Recommendation 5.6</b>			

1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	No such case occurred during the year.	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Non-Compliant		The Company will adopt the recommendation.
2. The meetings are chaired by the lead independent director.	Non-Compliant		The Company will adopt the recommendation.
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	No member of the board is a former CEO of the Company.	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		

5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant		Will adopt the recommendation prior to the expiration of the three-year period.
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
2. The system allows for a feedback mechanism from the shareholders.	Compliant		
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Please refer to the Code of Business Conduct & Ethics as disclosed through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/code/7736f0a6f1/CodeofBusinessConductEthics.pdf">https://www.vistaland.com.ph/assets/corporate-governance/code/7736f0a6f1/CodeofBusinessConductEthics.pdf</a>	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Please refer to the Code of Business Conduct & Ethics as disclosed through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/code/7736f0a6f1/CodeofBusinessConductEthics.pdf">https://www.vistaland.com.ph/assets/corporate-governance/code/7736f0a6f1/CodeofBusinessConductEthics.pdf</a>	

3. The Code is disclosed and made available to the public through the company website.	Compliant	Please refer to the Code of Business Conduct & Ethics as disclosed through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/code/7736f0a6f1/CodeofBusinessConductEthics.pdf">https://www.vistaland.com.ph/assets/corporate-governance/code/7736f0a6f1/CodeofBusinessConductEthics.pdf</a>	
<b>Supplement to Recommendation 7.1</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Please refer to the Code of Business Conduct & Ethics as disclosed through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/code/7736f0a6f1/CodeofBusinessConductEthics.pdf">https://www.vistaland.com.ph/assets/corporate-governance/code/7736f0a6f1/CodeofBusinessConductEthics.pdf</a>	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	Directors, Senior Management and Employees are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.	
<b>Disclosure and Transparency</b>			
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
<b>Recommendation 8.1</b>			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other	Compliant	As a policy, the Company endeavors that all disclosures of the Company are timely submitted to the PSE and SEC.	

stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.																											
Supplement to Recommendations 8.1																											
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Compliant	<table><tr><th>Report</th><th>Period Ending</th><th>Date Published</th><th>No. of Days</th></tr><tr><td>FY 2019</td><td>12/31/2019</td><td>5/29/2020</td><td>150</td></tr><tr><td>1Q 2020</td><td>3/31/2020</td><td>6/24/2020</td><td>85</td></tr><tr><td>2Q 2020</td><td>6/30/2020</td><td>8/13/2020</td><td>44</td></tr><tr><td>3Q 2020</td><td>9/30/2020</td><td>11/13/2020</td><td>44</td></tr><tr><td>FY 2020</td><td>12/31/2020</td><td>4/22/2021</td><td>112</td></tr></table>	Report	Period Ending	Date Published	No. of Days	FY 2019	12/31/2019	5/29/2020	150	1Q 2020	3/31/2020	6/24/2020	85	2Q 2020	6/30/2020	8/13/2020	44	3Q 2020	9/30/2020	11/13/2020	44	FY 2020	12/31/2020	4/22/2021	112	The Company submitted its 2019 Annual Report (SEC Form 17-A), 1Q 2020 Quarterly Report (SEC Form 17-Q), and 2020 Annual Report (SEC Form 17-A) within the deadline extensions implemented by the PSE and SEC in relation to the COVID-19 pandemic.
Report	Period Ending	Date Published	No. of Days																								
FY 2019	12/31/2019	5/29/2020	150																								
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3Q 2020	9/30/2020	11/13/2020	44																								
FY 2020	12/31/2020	4/22/2021	112																								
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>																									
Recommendation 8.2																											
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>																									
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)	Compliant	Please see SEC Form 23-A and 23-B, 17-C on share buy-back. Please refer to the Company's Annual Report SEC Form 17-A through this link																									

and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).		<a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	
<b>Recommendation 8.3</b>			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	
<b>Recommendation 8.4</b>			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	

3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	We only disclose the aggregate compensation of the CEO and the Top 4 highest paid officers, as required to be disclosed under the Securities Regulation Code.
<b>Recommendation 8.5</b>			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A specifically on the Notes to Financial Statements on Related Party Transactions through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	
<b>Supplement to Recommendation 8.5</b>			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	No such transaction and conflict of interests exists during the year.	
<b>Optional : Recommendation 8.5</b>			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A specifically on the Notes to Financial Statements on Related Party Transactions through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>  You may also refer to the Company's Policy on Material Related Party Transactions through this link.	

		<a href="https://www.vistaland.com.ph/assets/corporate-governance/c3e2dcee75/VLL-Material-RPT-Policy_26Oct2019.pdf">https://www.vistaland.com.ph/assets/corporate-governance/c3e2dcee75/VLL-Material-RPT-Policy_26Oct2019.pdf</a>	
<b>Recommendation 8.6</b>			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	Please see disclosures in the following links: <a href="http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=607">http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=607</a>  <a href="https://www.vistaland.com.ph/investor-relations/#top">https://www.vistaland.com.ph/investor-relations/#top</a>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Not Applicable	No such transaction exists during the year.	
<b>Supplement to Recommendation 8.6</b>			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	Please refer to Company's Definitive Information Statement SEC Form 20-IS through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf</a>	
<b>Recommendation 8.7</b>			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		

3. Company's MCG is posted on its company website.	Compliant		
<b>Supplement to Recommendation 8.7</b>			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Not Applicable	No changes on the corporate governance practices from previously submitted MCG.	
<b>Optional: Principle 8</b>			
1. Does the company's Annual Report disclose the following information:		Please refer to the Company's Annual Report SEC Form 17-A through this link <a href="https://www.vistaland.com.ph/investor-relations/#top">https://www.vistaland.com.ph/investor-relations/#top</a>	
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		
f. Attendance details of each director in all directors meetings held during the year	Compliant		
g. Total remuneration of each member of the board of directors	Compliant		
2. The Annual Report contains a statement confirming the company's full compliance	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link	

with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.		<a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	

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

**Recommendation 9.1**

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Please refer to the Audit Committee Charter through this link <a href="https://www.vistaland.com.ph/assets/corporategovernance/boardcommittees/1deb84d426/CommitteeCharter.pdf">https://www.vistaland.com.ph/assets/corporategovernance/boardcommittees/1deb84d426/CommitteeCharter.pdf</a>	
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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	<p>The Audit Committee has recommended the re-appointment of SGV &amp; Co. as external auditors of the Company for fiscal year 2020.</p> <p>During the 2020 Annual Stockholders Meeting, 99.98% of the total voting shares represented in the meeting ratified the appointment of SGV &amp; Co. as external auditor.</p>	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Not Applicable	The Company has not removed any external auditors since the Company's incorporation.	
<b>Supplement to Recommendation 9.1</b>			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	<p>The Company's lead audit partner from year 2012-2016 was Mr. Michael C. Sabado and was replaced by Ms. Cyril Jasmin B. Valencia from year 2017 up to present. For more info on the policy, please refer to the Audit Committee Charter through this link</p> <p><a href="https://www.vistaland.com.ph/assets/corporate-governance/boardcommittees/1deb84d426/CommitteeCharter.pdf">https://www.vistaland.com.ph/assets/corporate-governance/boardcommittees/1deb84d426/CommitteeCharter.pdf</a></p>	
<b>Recommendation 9.2</b>			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <p>i. assessing the integrity and independence of external auditors;</p>	Compliant	<p>Please refer to the Audit Committee Charter through this link</p> <p><a href="https://www.vistaland.com.ph/assets/corporate-governance/boardcommittees/1deb84d426/CommitteeCharter.pdf">https://www.vistaland.com.ph/assets/corporate-governance/boardcommittees/1deb84d426/CommitteeCharter.pdf</a></p>	

<p>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</p> <p>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p>			
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	Please refer to the Audit Committee Charter through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/boardcommittees/1deb84d426/CommitteeCharter.pdf">https://www.vistaland.com.ph/assets/corporate-governance/boardcommittees/1deb84d426/CommitteeCharter.pdf</a>	
<b>Supplement to Recommendations 9.2</b>			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	Please refer to the Audit Committee Charter through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/boardcommittees/1deb84d426/CommitteeCharter.pdf">https://www.vistaland.com.ph/assets/corporate-governance/boardcommittees/1deb84d426/CommitteeCharter.pdf</a>	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Please refer to the Audit Committee Charter through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/boardcommittees/1deb84d426/CommitteeCharter.pdf">https://www.vistaland.com.ph/assets/corporate-governance/boardcommittees/1deb84d426/CommitteeCharter.pdf</a>	
<b>Recommendation 9.3</b>			
1. Company discloses the nature of non-audit services performed by its external	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link <a href="https://www.vistaland.com.ph/assets/stockinfor">https://www.vistaland.com.ph/assets/stockinfor</a>	

auditor in the Annual Report to deal with the potential conflict of interest.		<a href="#">mation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>																			
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	Please refer to the Audit Committee Charter through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/boardcommittees/1deb84d426/CommitteeCharter.pdf">https://www.vistaland.com.ph/assets/corporate-governance/boardcommittees/1deb84d426/CommitteeCharter.pdf</a>																			
Supplement to Recommendation 9.3																					
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p>Please refer to the Company's Annual Report SEC Form 17-A through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a></p> <table><tr><td></td><td>2019</td><td>2020</td></tr><tr><td></td><td colspan="2">(In ₱ Thousands)</td></tr><tr><td>Audit and Audit-Related Fees:</td><td></td><td></td></tr><tr><td>Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements</td><td>₱ 31,995</td><td>₱ 30,862</td></tr><tr><td>All other fees</td><td>—</td><td>—</td></tr><tr><td><b>Total</b></td><td><b>₱ 31,995</b></td><td><b>₱ 30,862</b></td></tr></table> <p><i>SGV &amp; Co. does not have any direct or indirect interest in the Company</i></p>		2019	2020		(In ₱ Thousands)		Audit and Audit-Related Fees:			Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements	₱ 31,995	₱ 30,862	All other fees	—	—	<b>Total</b>	<b>₱ 31,995</b>	<b>₱ 30,862</b>	
	2019	2020																			
	(In ₱ Thousands)																				
Audit and Audit-Related Fees:																					
Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements	₱ 31,995	₱ 30,862																			
All other fees	—	—																			
<b>Total</b>	<b>₱ 31,995</b>	<b>₱ 30,862</b>																			
Additional Recommendation to Principle 9																					

1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>SYCIP GORRES VELAYO &amp; CO.</p> <p><i>Cyril Jasmin B. Valencia</i> Cyril Jasmin B. Valencia Partner CPA Certificate No. 90787 SEC Accreditation No. 1737-A (Group A), January 24, 2019, valid until January 23, 2022 Tax Identification No. 162-410-623 BIR Accreditation No. 08-001998-074-2020, December 3, 2020, valid until December 2, 2023 PTR No. 8534376, January 4, 2021, Makati City</p> <p>April 16, 2021</p>	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	<p>1. Date it was subjected to SOAR inspection, if subjected</p> <p><b>November 12-23, 2018</b></p> <p>2. Name of the Audit firm</p> <p><b>SGV &amp; Co.</b></p> <p>3. Members of the engagement team inspected by the SEC</p> <p><b>The names of the members of the engagement team were provided to the SEC during the SOAR inspection.</b></p>	
<b>Principle 10:</b> The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
<b>Recommendation 10.1</b>			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of	Compliant	The Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic,	

economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.		environmental, social and governance (EESG) issues of its business, which underpin sustainability. Such were discussed in the Company's Sustainability Report that was included in its 2020 Annual Report (SEC Form 17-A). Please refer through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Please refer to the Company's Sustainability Report included in its 2020 Annual Report (SEC Form 17-A) through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	
<b>Principle 11:</b> 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.			
<b>Recommendation 11.1</b>			
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	<p>The Company uses the following channels: Website, Analyst's briefing, Press briefing, Quarterly reporting, and Current reporting. In light of the current situation due to COVID-19, Press and Analysts' Briefings during the year were conducted through remote communications. Pertinent materials were posted on the Company's websites.</p> <p><a href="https://www.vistaland.com.ph/investor-relations/#top">https://www.vistaland.com.ph/investor-relations/#top</a></p>	

<b>Supplemental to Principle 11</b>			
1. Company has a website disclosing up-to-date information on the following:		<a href="https://www.vistaland.com.ph/">https://www.vistaland.com.ph/</a>	
a. Financial statements/reports (latest quarterly)	Compliant		
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		
d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		
<b>Additional Recommendation to Principle 11</b>			
1. Company complies with SEC-prescribed website template.	Compliant	<a href="https://www.vistaland.com.ph/">https://www.vistaland.com.ph/</a>	
<b>Internal Control System and Risk Management Framework</b>			
<b>Principle 12:</b> To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
<b>Recommendation 12.1</b>			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	The Company has a dedicated Internal Audit Department that reports to the Audit Committee. <a href="https://www.vistaland.com.ph/assets/corporate">https://www.vistaland.com.ph/assets/corporate</a>	

		<a href="#">governance/boardcommittees/1deb84d426/CommitteeCharter.pdf</a>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	Please refer to the Risk Management System through this link <a href="https://www.vistaland.com.ph/assets/corporategovernance/riskarticle/644525db93/RiskManagementSystem.pdf">https://www.vistaland.com.ph/assets/corporategovernance/riskarticle/644525db93/RiskManagementSystem.pdf</a>	
<b>Supplement to Recommendations 12.1</b>			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>  Please refer to the Risk Management System through this link <a href="https://www.vistaland.com.ph/assets/corporategovernance/riskarticle/644525db93/RiskManagementSystem.pdf">https://www.vistaland.com.ph/assets/corporategovernance/riskarticle/644525db93/RiskManagementSystem.pdf</a>	
<b>Optional: Recommendation 12.1</b>			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	The Company has a dedicated Information Technology Department.	
<b>Recommendation 12.2</b>			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add	Compliant	The internal audit function is in-house.	

value and improve the company's operations.			
<b>Recommendation 12.3</b>			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	The company's Chief Audit Executive is Ms. Melissa Camille Z. Domingo. Please refer to the Revised Manual on Corporate Governance Report for the CAE's functions <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant	Please refer to the Revised Manual on Corporate Governance Report for the CAE's functions <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Not Applicable	The Internal Audit Function is in-house.	
<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Please refer to the Risk Management System through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/riskarticle/644525db93/RiskManagementSystem.pdf">https://www.vistaland.com.ph/assets/corporate-governance/riskarticle/644525db93/RiskManagementSystem.pdf</a>	
<b>Supplement to Recommendation 12.4</b>			

1. Company seeks external technical support in risk management when such competence is not available internally.	Not Applicable	The Company is using internal expertise and has not used external technical support during the year.	
<b>Recommendation 12.5</b>			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	The company's Chief Risk Officer is Ms. Cynthia J. Javarez. Please refer to the Company's Annual Report SEC Form 17-A through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a> for more information.	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	Please refer to the Company's Annual Report SEC Form 17-A through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a> for more information about the Company's CRO.	
<b>Additional Recommendation to Principle 12</b>			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	Please refer to the Audit Committee Charter through this link <a href="https://www.vistaland.com.ph/assets/corporategovernance/boardcommittees/1deb84d426/CommitteeCharter.pdf">https://www.vistaland.com.ph/assets/corporategovernance/boardcommittees/1deb84d426/CommitteeCharter.pdf</a>	
<b>Cultivating a Synergic Relationship with Shareholders</b>			
<b>Principle 13:</b> The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
<b>Recommendation 13.1</b>			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	The shareholder's rights are disclosed in the Company's Revised Manual on Corporate Governance which can be accessed through	

		this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	<a href="https://www.vistaland.com.ph/">https://www.vistaland.com.ph/</a>	
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share.	Compliant	Please refer to the Company's 2016 Annual Corporate Governance Report which can be viewed in the Company's website through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SECFORM_ACGR_2016_05302017-v3.pdf">https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SECFORM_ACGR_2016_05302017-v3.pdf</a>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	Please refer to the disclosed Definitive Information Statement of the Company which can be viewed through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf</a>	
3. Board has an effective, secure, and efficient voting system.	Compliant	Please refer to the disclosed Definitive Information Statement of the Company which can be viewed through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf</a>	
4. Board has an effective shareholder voting mechanisms such as supermajority or	Compliant	Whenever applicable, the Company faithfully observes the PSE and SEC rules on securing	

"majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.		majority of minority approvals for relevant matters.	
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	The Company's Amended By-Laws provide that a stockholders' meeting may be called upon written request of stockholders representing majority of the outstanding capital stock.	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	<p>Please refer to Company's Definitive Information Statement SEC Form 20-IS through this link  <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf</a></p> <p>Please refer to the Company's Revised Manual on Corporate Governance through this link  <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a></p>	
7. Company has a transparent and specific dividend policy.	Compliant	<p>Please refer to the Company's Annual Report SEC Form 17-A specifically on Dividend Policy Section through this link  <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a></p> <p>The Company declared dividends on September 30, 2020 and paid the same on October 30, 2020 or 30 days from declaration date.</p>	

		<p>At the meeting of the Board of Directors of Vista Land &amp; Lifescapes, Inc. (the "Company"), the Board approved the following:</p> <p>Declaration of 2020 Cash Dividends which shall be payable in cash to all its stockholders on the basis of outstanding stocks held by them. Details as follows:</p> <p>Amount : Php 0.0500 per share  Record Date : 16 October 2020  Payment Date : 30 October 2020</p>	
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	BDO Unibank, Inc. – Trust and Investment Group, our stock and transfer agent for 2020 counted/validated the votes at the ASM.	
<b>Recommendation 13.2</b>			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>Notices for the July 15, 2020 Annual Stockholder's meeting were sent out through publication of the Notice of the Meeting in print and online format in the Manila Bulletin and Business Mirror, both in newspaper of general circulation, on June 23, 2020 and June 24, 2020 and posted on the website of the Company and the Philippine Stock Exchange (PSE) in compliance with SEC Memorandum Circular No. 6 <i>ALTERNATIVE MODE FOR DISTRIBUTING and PROVIDING COPIES OF THE NOTICE OF MEETING, INFORMATION STATEMENT, and OTHER DOCUMENTS IN CONNECTION WITH THE HOLDING OF ANNUAL STOCKHOLDERS' MEETING ("ASM") FOR 2020.</i></p> <p>Please refer to Company's Definitive Information Statement SEC Form 20-IS through this link  <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf</a></p>	

Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:			
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	Please refer to Company's Definitive Information Statement SEC Form 20-IS through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf</a>	
b. Auditors seeking appointment/re-appointment	Compliant	Please refer to Company's Definitive Information Statement SEC Form 20-IS through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf</a>	
c. Proxy documents	Compliant	Please refer to Company's Definitive Information Statement SEC Form 20-IS through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf</a>	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Please refer to Company's Definitive Information Statement SEC Form 20-IS through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf</a>	

		<a href="#">mation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf</a>	
<b>Recommendation 13.3</b>			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Please refer to the minutes of the Annual Shareholder's meeting through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/cd9d3e5b05/VLL-2020AGM_MinutesofMeeting.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/cd9d3e5b05/VLL-2020AGM_MinutesofMeeting.pdf</a>	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	Please refer to the minutes of the Annual Shareholder's meeting through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/cd9d3e5b05/VLL-2020AGM_MinutesofMeeting.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/cd9d3e5b05/VLL-2020AGM_MinutesofMeeting.pdf</a>	
<b>Supplement to Recommendation 13.3</b>			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	The external auditor were present during the meeting.	
<b>Recommendation 13.4</b>			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	Please refer to Company's Definitive Information Statement SEC Form 20-IS through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/4a28d1aee5/VLL_RevisedDIS_6_24_20.pdf</a>  Please refer to the Company's Revised Manual on Corporate Governance through this link	

		<a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a>	
<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<p>Disclose the contact details of the officer/office responsible for investor relations, such as:</p> <p>1. Name of the person: <b>Brian N. Edang</b>  2. Telephone number: <b>3226 3552 ext 0088</b>  3. Fax number: <b>3226 3552 ext 0046</b>  4. E-mail address: <b>brian_edang@vistaland.com.ph</b></p>	
2. IRO is present at every shareholder's meeting.	Compliant	The IRO was present during the ASM.	
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	The Board of Directors are nominated and elected in accordance with the procedures set forth by the Nominations Committee. The directors are elected annually and only serve a term of one year or until their successors have been elected and qualified.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-Compliant		<p>The Company is compliant with the minimum public float requirement of 20%.</p> <p>As of December 31, 2020, Company's public float lever is at 24.37%.</p>

Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	The Company has a dedicated Investor Relations Group that engages with shareholders of the Company.	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	The Company used secure electronic voting in absentia for the 2020 Annual Stockholders' Meeting.	
Duties to Stakeholders			
<b>Principle 14:</b> The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Please refer to the Company's 2016 Annual Corporate Governance Report which can be viewed in the Company's website through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE_CForm_ACGR_2016_05302017-v3.pdf">https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE_CForm_ACGR_2016_05302017-v3.pdf</a>	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Please refer to the Company's 2016 Annual Corporate Governance Report which can be viewed in the Company's website through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE_CForm_ACGR_2016_05302017-v3.pdf">https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE_CForm_ACGR_2016_05302017-v3.pdf</a>	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to	Compliant	The Company has stakeholder engagement touch-points such as the Investor Relations	

communicate with the company and to obtain redress for the violation of their rights.		Office, Office of the Corporate Secretary, Customer Relations Office, and Corporate Communications Group.  The stakeholder can raise their concerns and/or complaints for possible violation of their rights to:  Mr. Brian N. Edang (032) 3226 3552 <a href="mailto:brian_edang@vistaland.com.ph">brian_edang@vistaland.com.ph</a>	
<b>Supplement to Recommendation 14.3</b>			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	As a policy, the Company endeavors that any dispute with key stakeholders is settled amicably.	
<b>Additional Recommendations to Principle 14</b>			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	The Company did not request exemption for the year.	
2. Company respects intellectual property rights.	Compliant	Please refer to the discussion on Intellectual Property included in our Annual Report which can be viewed through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	

<b>Optional: Principle 14</b>			
1. Company discloses its policies and practices that address customers' welfare	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a> as well as to the Company's Sustainability Report included in its 2020 Annual Report (SEC Form 17-A) through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a> as well as to the Company's Sustainability Report included in its 2020 Annual Report (SEC Form 17-A) through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	
<b>Principle 15:</b> A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
<b>Recommendation 15.1</b>			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	Please refer to Section H.3. Performance-enhancing mechanisms for employee participation in the 2016 Annual Corporate Governance Report which can be viewed in the Company's website through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SECForm_ACGR_2016_05302017-v3.pdf">https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SECForm_ACGR_2016_05302017-v3.pdf</a> as well as to the Company's Sustainability Report included	

		in its 2020 Annual Report (SEC Form 17-A) through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	
<b>Supplement to Recommendation 15.1</b>			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	The company is committed to responsible compensation practices. You may refer to Section H.3. Performance-enhancing mechanisms for employee participation in the 2016 Annual Corporate Governance Report which can be viewed in the Company's website through this link <a href="https://www.vistaland.com.ph/assets/corporategovernance/annualreport/b3b31979e0/VLL_SECForm_ACGR_2016_05302017-v3.pdf">https://www.vistaland.com.ph/assets/corporategovernance/annualreport/b3b31979e0/VLL_SECForm_ACGR_2016_05302017-v3.pdf</a> for more information as well as to the Company's Sustainability Report included in its 2020 Annual Report (SEC Form 17-A) through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	The Company has policies and practices on health, safety and welfare of the employees which can be viewed in the Company's website through this link <a href="https://www.vistaland.com.ph/corporate-governance/#top">https://www.vistaland.com.ph/corporate-governance/#top</a> as well as to the Company's Sustainability Report included in its 2020 Annual Report (SEC Form 17-A) through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	

3. Company has policies and practices on training and development of its employees.	Compliant	The Company has policies and practices on training and development of its employees which can be viewed in the Company's website through this link <a href="https://www.vistaland.com.ph/corporate-governance/#top">https://www.vistaland.com.ph/corporate-governance/#top</a> as well as to the Company's Sustainability Report included in its 2020 Annual Report (SEC Form 17-A) through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	
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#### Recommendation 15.2

1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a> as well as to the Company's Sustainability Report included in its 2020 Annual Report (SEC Form 17-A) through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through this link <a href="https://www.vistaland.com.ph/corporate-governance/">https://www.vistaland.com.ph/corporate-governance/</a> as well as to the Company's Sustainability Report included in its 2020 Annual Report (SEC Form 17-A) through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	

#### 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	Please refer to Section B.1. Policies in the 2016 Annual Corporate Governance Report which can be viewed in the Company's website through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE CForm ACGR 2016 05302017-v3.pdf">https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE CForm ACGR 2016 05302017-v3.pdf</a>	
<b>Recommendation 15.3</b>			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	Please refer to Section B.1. Policies in the 2016 Annual Corporate Governance Report which can be viewed in the Company's website through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE CForm ACGR 2016 05302017-v3.pdf">https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE CForm ACGR 2016 05302017-v3.pdf</a>  The Company established an open-door policy that allows the employee to talk with his/ her immediate supervisor or to a higher level of management without fear of retaliation.	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	Please refer to Section B.1. Policies in the 2016 Annual Corporate Governance Report which can be viewed in the Company's website through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE CForm ACGR 2016 05302017-v3.pdf">https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE CForm ACGR 2016 05302017-v3.pdf</a>	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Please refer to Section B.1. Policies in the 2016 Annual Corporate Governance Report which can be viewed in the Company's website through this link <a href="https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE CForm ACGR 2016 05302017-v3.pdf">https://www.vistaland.com.ph/assets/corporate-governance/annualreport/b3b31979e0/VLL_SE CForm ACGR 2016 05302017-v3.pdf</a>	


		<a href="https://www.vistaland.com.ph/assets/Uploads/governance/annualreport/b3b31979e0/VLL_SE_CForm_ACGR_2016_05302017-v3.pdf">governance/annualreport/b3b31979e0/VLL_SE CForm ACGR 2016 05302017-v3.pdf</a>	
<b>Principle 16:</b> The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
<b>Recommendation 16.1</b>			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	The Company Corporate Social Responsibility program is under The Villar Social Institute for Property Alleviation and Governance (Villar SIPAG). Villar SIPAG's key advocacies are livelihood generation, jobs creation, environment protection, assistance to overseas Filipino workers (OFWs), development of community enterprises, church-building and recently, agricultural training through the Villar SIPAG Farm School. Please refer to the Company's Annual Report for more details of the CSR programs. <a href="https://www.vistaland.com.ph/assets/Uploads/59138bb3b8/VLL-2020-Annual-Report.pdf">https://www.vistaland.com.ph/assets/Uploads/59138bb3b8/VLL-2020-Annual-Report.pdf</a>	
<b>Optional: Principle 16</b>			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	Environmental protection program is one of the key areas of the Company's CSR activities. As you may note, in the Company's Annual Report, there's a section dedicated to the various programs that the Company have implemented to protect the environment such as protection of the 175-hectare Las Pinas Paranaque Critical Habitat and Ecotourism Area (LPPCHEA), located just off Manila Bay, from a planned reclamation. LPPCHEA, a Ramsar Wetland of International Importance, is now a thriving eco-tourism destination now	

		known as the Las Pinas Paranaque Wetland Park. You may also refer to the Company's Sustainability Report through this link <a href="https://www.vistaland.com.ph/assets/Uploads/59138bb3b8/VLL-2020-Annual-Report.pdf">https://www.vistaland.com.ph/assets/Uploads/59138bb3b8/VLL-2020-Annual-Report.pdf</a>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	Please refer to the Corporate Social Responsibility Section of the Company's Annual Reports which can also be viewed through this link <a href="https://www.vistaland.com.ph/investor-relations/#top">https://www.vistaland.com.ph/investor-relations/#top</a> as well as to the Company's Sustainability Report included in its 2020 Annual Report (SEC Form 17-A) through this link <a href="https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf">https://www.vistaland.com.ph/assets/stockinformation/disclosures/17017f9f79/VLL_SEC-Form-17A_December-31-2020.pdf</a>	

# SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in **MANDALUYONG CITY** **MAY 3 1 2021**.

By:


  
**MANUEL B. VILLAR, JR.**  
Chairman of the Board

  
**MARILOU O. ADEA**  
Independent Director

  
**GEMMA M. SANTOS**  
Corporate Secretary

  
**MANUEL PAOLO A. VILLAR**  
President and Chief Executive Officer

  
**RUBEN O. FRUTO**  
Independent Director

  
**MA. NALEN SJ ROSERO**  
Compliance Officer

SUBSCRIBED AND SWORN to before me this **MAY 3 1 2021** at **MANDALUYONG CITY**, affiants exhibiting to me their respective Passports, to wit:

<u>Name</u>	<u>Passport No.</u>	<u>Date &amp; Place of Issue</u>
Manuel B. Villar, Jr.	P2529752B	15 Oct 2014 / DFA Manila
Manuel Paolo A. Villar	P3900440A	02 Aug 2017 / DFA Manila
Marilou O. Adea	P5623563A	16 Jan 2018 / DFA Manila
Ruben O. Fruto	P6428744A	15 Mar 2018 / DFA NCR North
Gemma M. Santos	P4547774A	29 Sep 2017 / DFA NCR North
Ma. Nalen SJ Rosero	P4792226B	12 Feb 2020 / DFA NCR East

Doc. No. 263  
Page No. 54  
Book No. XLV  
Series of 2021.

  
**ATTY. ARBIN OMAR P. CARIÑO**  
NOTARY PUBLIC  
UNTIL JUNE 30, 2021  
ROLL No. 57146  
IBP Lifetime Member No. 018537  
PTR No. 4574502 / 04 Jan. 2021 / Mandaluyong City  
MCLE Compliance No. VI-C025341 issued dated 11 April 2019  
Notarial Commission Appointment No. 0338-19  
Vista Corporate Center, Upper Ground Floor,  
Worldwide Corporate Center, Shaw Blvd., Mandaluyong City