



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **DECEMBER 31, 2020**
2. SEC Identification Number **24015** 3. BIR Tax Identification No. **004-512-387**
4. Exact name of issuer as specified in its charter **DA VINCI CAPITAL HOLDINGS, INC.**
5. **Manila, Philippines** (SEC Use Only)
Province, Country or other jurisdiction of Industry Classification Code:
incorporation or organization
7. **No. 900 Romualdez St., Paco, Manila** **1007**
Address of principal office Postal Code
8. **632-8523-3055**
Issuer's telephone number, including area code
9. **None**
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	Provide information or link/reference to a document containing information on the following:	
2. Board has an appropriate mix of competence and expertise.	Compliant	1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors.	
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	<p><i>The new members of the Board of Directors (BOD) of Da Vinci Capital Holdings, Inc. (the "Company") have a collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</i></p> <p><i>Reference Page No. 8-11 Annual Report 2020 -</i> http://davincicapital.com.ph/images/uploads/SEC_FORM_17-A_Annual_Report_of_Da_Vinci_Capital_Holdings_Inc_for_CY_2020.pdf</p> <p>2. Qualification standards for directors to facilitate the selection of potential</p>	

		<p>nominees and to serve as benchmark for the evaluation of its performance</p> <p><i>The new members of the BOD possess all the qualifications and none of the disqualifications required from a Director position.</i></p> <p><i>Reference Page No. 3-4 Manual on Corporate Governance -</i> http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf</p> <p><i>Reference Page No. 4-6 Company's Bylaws -</i> http://davincicapital.com.ph/images/items/uploads/ABL%2004%2026%202013.pdf</p>	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Non-compliant	Identify or provide link/reference to a document identifying the directors and the type of their directorships	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>As soon as it operates, that BOD will discuss and adopt measures to be compliant on this matter.</i></p>
Recommendation 1.3			

<p>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</p>	<p>Compliant</p>	<p>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</p> <p><i>Directors and Officers of the Company regularly attend Corporate Governance training.</i></p> <p><i>Reference Page No. 1 Manual on Corporate Governance -</i> http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf</p> <p><i>Reference Page No. 16 Annual Report 2020 -</i> http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A_Annual_Report_of_Da_Vinci_Capital_Holdings_Inc._for_CY_2020.pdf</p>	
<p>2. Company has an orientation program for first time directors.</p>	<p>Non-compliant</p>	<p>Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.</p>	<p><i>The new members of the BOD were elected during the COVID-19 pandemic (November 20, 2020). Due to government regulations prohibiting mass gatherings, the Company did not conduct an orientation program for first time directors in 2020.</i></p>
<p>3. Company has relevant annual continuing training for all directors.</p>	<p>Compliant</p>	<p><i>Directors and Officers of the Company regularly attend Corporate Governance training.</i></p> <p><i>Reference Page No. 1 Manual on Corporate Governance -</i></p>	

		http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf Reference Page No. 16 Annual Report 2020 - http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A_Annual_Report_of_Da_Vinci_Capital_Holdings_Inc._for_CY_2020.pdf	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>Indicate gender composition of the board.</p> <p><i>The Company's BOD is composed of five (5) male directors and two (2) female directors.</i></p> <p><i>Board Diversity Policy</i> <i>Reference Page 1 Manual on Corporate Governance -</i> http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf</p> <p><i>Board Composition</i> <i>Reference Page No. 8-11 Annual Report 2020 -</i> http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17- </p>	

		A Annual Report of Da Vinci Capital Holdings Inc. for CY 2020.pdf	
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.	-	Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity. Provide link or reference to a progress report in achieving its objectives.	-
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions. <i>Reference Page No. 11 Annual Report 2020 - http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A_Annual_Report_of_Da_Vinci_Capital Holdings Inc. for CY 2020.pdf</i> <i>Reference Page No. 12 Company's Bylaws - http://davincicapital.com.ph/images/items/uploads/ABL%2004%2026%202013.pdf</i> <i>Reference Page No. 1 Manual on Corporate Governance - http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf</i>	
2. Corporate Secretary is a separate individual from the Compliance Officer.			
3. Corporate Secretary is not a member of the Board of Directors.			
4. Corporate Secretary attends training/s on corporate governance.			

		<p>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p>Reference Page No. 16 Annual Report 2020 - http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A_Annual_Report_of_Da_Vinci_Capital_Holdings_Inc._for_CY_2020.pdf</p>	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	-	Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting	-
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	<p>Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.</p> <p>Reference Page No. 12 Annual Report 2020- http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A_Annual_Report_of_Da_Vinci_Capital_Holdings_Inc._for_CY_2020.pdf</p>	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Non-compliant		<i>The Compliance Officer does not have the rank of a Senior Vice-President in the Company.</i>

<p>3. Compliance Officer is not a member of the board.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p>Reference Page No. 1 Manual on Corporate Governance - http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf</p> <p>Reference Page No. 8 and 16 Annual Report 2020 - http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A_Annual_Report_of_Da_Vinci_Capital_Holdings_Inc._for_CY_2020.pdf</p>	
<p>4. Compliance Officer attends training/s on corporate governance.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p>Reference Page No. 16 Annual Report 2020 - http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A_Annual_Report_of_Da_Vinci_Capital_Holdings_Inc._for_CY_2020.pdf</p> <p>Reference Page No. 1 Manual on Corporate Governance - http://davincicapital.com.ph/images/items/</p>	

		uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf	
Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting) <i>Reference Page No. 1 Manual on Corporate Governance -</i> http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	Indicate frequency of review of business objectives and strategy <i>Reference Page No. 1 Manual on Corporate Governance -</i> http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf	

Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>Indicate or provide link/reference to a document containing the company’s vision, mission and core values.</p> <p>Indicate frequency of review of the vision, mission and core values.</p> <p>Reference Page No. 1 Manual on Corporate Governance - http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf</p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company’s business environment, and culture.	Compliant	<p>Provide information on or link/reference to a document containing information on the strategy execution process.</p> <p>Reference Page No. 1 Manual on Corporate Governance - http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf</p>	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications</p> <p>Reference Page No. 8 Annual Report 2020 http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-</p>	

		A Annual Report of Da Vinci Capital Holdings Inc. for CY 2020.pdf	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Non-compliant	Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The Company will ensure effective succession planning program and retirement for directors, key officers and management as soon as the Company starts to operate its new business.</i></p>
2. Board adopts a policy on the retirement for directors and key officers.			
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Non-compliant	Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The Company will soon align the remuneration of key officers and board members with long interest of the Company, adopt policy that will specify remuneration – performance relationship and that no director will participate in the discussion of his or her remuneration.</i></p>
2. Board adopts a policy specifying the relationship between remuneration and performance.			
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.			
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	-	Provide proof of board approval	-

2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	-	Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.	-
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Non-compliant	<p>Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.</p> <p>Provide proof if minority shareholders have a right to nominate candidates to the board.</p> <p>Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</p>	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>It will adopt policy on board nomination and election policy as soon as the Company starts to operate its new business.</i></p>
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.			
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.			
4. Board nomination and election policy includes how the board shortlists candidates.			
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.			
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.			
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director	-	Identify the professional search firm used or other external sources of candidates	-

databases set up by director or shareholder bodies) when searching for candidates to the board of directors.			
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs Identify transactions that were approved pursuant to the policy. Reference Document Material Related Party Transaction Policy - http://davincicapital.com.ph/images/items/uploads/Amended_Material_Related_Party_Transactions_Policy_of_Da_Vinci_Capital_Holdings,_Inc..pdf	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.			
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.			
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	Provide information on a materiality threshold for RPT disclosure and approval, if any. Provide information on RPT categories Reference Document Material Related Party Transaction Policy - http://davincicapital.com.ph/images/items/uploads/Amended_Material_Related_Party_Transactions_Policy_of_Da_Vinci_Capital_Holdings,_Inc..pdf	

<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>Compliant</p>	<p>Provide information on voting system, if any.</p> <p>Reference Document Material Related Party Transaction Policy - http://davincicapital.com.ph/images/items/uploads/Amended_Material_Related_Party_Transactions_Policy_of_Da_Vinci_Capital_Holdings,_Inc..pdf</p>	
<p>Recommendation 2.8</p>			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>Identity the Management team appointed</p> <p>The BOD confirms the appointment of the President, Comptroller, Compliance Officer, and Audit Officer.</p>	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Non-Compliant</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p>	<p>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</p> <p>It will adopt policy on assessing performance of the Management as soon as the Company starts to operate its new business.</p>
<p>Recommendation 2.9</p>			
<p>1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the</p>	<p>Non-compliant</p>	<p>Provide information on or link/reference to a document containing the Board's performance</p>	<p>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</p>

standards set by the Board and Senior Management.		management framework for management and personnel.	<i>It will adopt policy on effective performance management framework as soon as the Company starts to operate its new business.</i>
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.			
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Non-compliant	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system. Provide reference or link to the company's Internal Audit Charter	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>It will ensure that an effective internal controls are in place and adopt Internal Audit Charter as soon as the Company starts to operate its new business.</i>
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.			
3. Board approves the Internal Audit Charter.			
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.	Non-compliant	Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework. Provide proof of effectiveness of risk management strategies, if any.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>It will ensure to have a sound enterprise risk management (ERM) framework as soon as the Company starts to operate its new business.</i>
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.			
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.	Non-compliant	Provide link to the company's website where the Board Charter is disclosed.	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>It will ensure to have a Board Charter as soon as the Company starts to operate its new business.</i></p>
2. Board Charter serves as a guide to the directors in the performance of their functions.			
3. Board Charter is publicly available and posted on the company's website.			
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Non-compliant	Provide information on or link/reference to a document showing company's insider trading policy.	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>It will ensure to have an Insider Trading Policy as soon as the Company starts to operate its new business.</i></p>
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	-	Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.	-
2. Company discloses the types of decision requiring board of directors' approval.	-	Indicate the types of decision requiring board of directors' approval and where there are disclosed.	-
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			

1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Non-compliant	Provide information or link/reference to a document containing information on all the board committees established by the company.	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>It will ensure to establish board committees as soon as the Company starts to operate its new business.</i></p>
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Non-compliant	<p>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</p> <p>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</p>	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The BOD will ensure to establish an Audit Committee in its next Organizational Meeting.</i></p>
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.			
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.			
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.			
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Non-compliant	Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p>

2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.		Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.	<i>It will adopt policy related to Audit Committee's approval of non-audit services and that it will conduct regular meetings and dialogues with the external audit team without anyone from management present, as soon as the Company starts to operate its new business.</i>
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	-	Indicate the number of Audit Committee meetings during the year and provide proof	-
2. Audit Committee approves the appointment and removal of the internal auditor.	-	Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.	-
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.	Non-compliant	Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>It will ensure to establish a Corporate Governance Committee as soon as the Company starts to operate its new business.</i>
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.		Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.	

3. Chairman of the Corporate Governance Committee is an independent director.		Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.	
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.	-	Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.	-
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.	Non-compliant	Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>It will ensure to establish a Board Risk Oversight Committee as soon as the Company starts to operate its new business.</i></p>
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.		Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.		Provide information or link/reference to a document containing information on the Chairman of the BROC	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.		Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with	Compliant	Provide information or link/reference to a document containing information on the	

<p>reviewing all material related party transactions of the company.</p>		<p>Related Party Transactions (RPT) Committee, including its functions.</p> <p>Reference Document Material Related Party Transaction Policy - http://davincicapital.com.ph/images/items/uploads/Amended Material Related Party Transactions Policy of Da Vinci Capital Holdings, Inc..pdf</p>	
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>Non-compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.</p>	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>It will ensure to appoint RPT Committee members of at least three non-executive directors, two of whom should be independent, including the Chairman as soon as the Company starts to operate its new business.</i></p>
<p>Recommendation 3.6</p>			
<p>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.</p>	<p>Non-compliant</p>	<p>Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes. Provide link to company's website where the Committee Charters are disclosed.</p>	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>It will ensure to adopt Committee Charters as soon as the Company starts to operate its new business.</i></p>
<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>			

3. Committee Charters were fully disclosed on the company's website.			
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.	Non-Compliant	Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>It will ensure directors' active participation in all meetings of the Board, Committees and shareholders, and that directors receive meeting materials ahead of the meetings as soon as the Company starts to operate its new business.</i></p>
2. The directors review meeting materials for all Board and Committee meetings.			
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.			
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Non-compliant	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies</p>	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>It will adopt policy that non-executive directors have limit in the number of publicly listed companies that they serve, as soon as the Company starts to operate its new business.</i></p>
Recommendation 4.3			

1. The directors notify the company's board before accepting a directorship in another company.	Non-compliant	Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>It will adopt policy that would require directors to notify the Company's board before accepting a directorship in another company.</i></p>
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	-	-	-
2. Company schedules board of directors' meetings before the start of the financial year. 3.	-	-	-
4. Board of directors meet at least six times during the year.	-	Indicate the number of board meetings during the year and provide proof	-
5. Company requires as minimum quorum of at least 2/3 for board decisions.	-	Indicate the required minimum quorum for board decisions	-
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	Provide information or link/reference to a document containing information on the number of independent directors in the board <i>Reference Page No. 8 Annual Report 2020 - http://davincicapital.com.ph/images/items/</i>	

		uploads/SEC_FORM_17-A Annual Report of Da Vinci Capital Holdings Inc. for CY 2020.pdf <i>Reference Page No. 3 Manual on Corporate Governance</i> http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf	
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Provide information or link/reference to a document containing information on the qualifications of the independent directors. <i>Reference Page No. 10-11 Annual Report 2020 -</i> http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A Annual Report of Da Vinci Capital Holdings Inc. for CY 2020.pdf <i>Reference Page No. 3 Manual on Corporate Governance -</i> http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that	Compliant	Provide link/reference to a document containing information that directors are not constrained to vote independently.	

<p>constrain the directors' ability to vote independently.</p>		<p>Reference Page No. 13 Annual Report 2020 - http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A_Annual_Report_of_Da_Vinci_Capital_Holdings_Inc_for_CY_2020.pdf</p>	
Recommendation 5.3			
<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document showing the years IDs have served as such.</p> <p>Reference Page No. 8-11 Annual Report 2020 - http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A_Annual_Report_of_Da_Vinci_Capital_Holdings_Inc_for_CY_2020.pdf</p> <p>Reference Page No. 3 Manual on Corporate Governance - http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf</p>	
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director</p> <p>Reference Page No. 3 Manual on Corporate Governance - http://davincicapital.com.ph/images/items/</p>	

		uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	<p>Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.</p> <p>Reference Page No. 3 Manual on Corporate Governance - http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf</p>	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	<p>Identify the company's Chairman of the Board and Chief Executive Officer</p> <p>The Chairman of the BOD is Mr. Lucio Co. The President is Mr. Jose Paulino Santamarina.</p> <p>Reference Page No. 8 Annual Report 2020 - http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A_Annual_Report_of_Da_Vinci_Capital_Holdings_Inc_for_CY_2020.pdf</p> <p>Reference Page No. 3 Manual on Corporate Governance - http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf</p>	

<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <p>Identify the relationship of Chairman and CEO.</p> <p><i>The Chairman and the President have no personal relation or are not related.</i></p> <p><i>Reference Page 8-11 Company's Bylaws - http://davincicapital.com.ph/images/items/uploads/ABL%2004%2026%202013.pdf</i></p>	
<p>Recommendation 5.5</p>			
<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>Non-compliant</p>	<p>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</p> <p>Indicate if Chairman is independent.</p>	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>It will appoint a Lead Independent Director in the upcoming Organizational Meeting of the Company.</i></p>
<p>Recommendation 5.6</p>			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>Compliant</p>	<p>Provide proof of abstention, if this was the case.</p> <p><i>In 2020, the BOD has no material transaction involving a director.</i></p>	
<p>Recommendation 5.7</p>			

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	Provide proof and details of said meeting, if any.	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>It will ensure that 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, and that meetings are chaired by the lead independent director, as soon as the Company starts to operate its new business.</i></p>
2. The meetings are chaired by the lead independent director.		Provide information on the frequency and attendees of meetings.	
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.		Provide name/s of company CEO for the past 2 years	
<p>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.</p>			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Non-compliant	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p>
2. The Chairman conducts a self-assessment of his performance.		Identify the external facilitator and provide proof of use of an external facilitator.	<p><i>The Company will adopt a policy on Board and Individual Member Self-Assessment on its performance as soon as the Company starts to operate its new business.</i></p>
3. The individual members conduct a self-assessment of their performance.			
4. Each committee conducts a self-assessment of its performance.			

5. Every three years, the assessments are supported by an external facilitator.			
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.	Non-compliant	Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The Company will establish a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees, and a feedback mechanism from shareholders as soon as the Company starts to operate its new business.</i></p>
2. The system allows for a feedback mechanism from the shareholders.			
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.	Non-compliant	<p>Provide information on or link/reference to the company's Code of Business Conduct and Ethics.</p> <p>Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.</p> <p>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.</p>	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>It will adopt a Code of Business Conduct and Ethics as soon as the Company starts to operate its new business.</i></p>
2. The Code is properly disseminated to the Board, senior management and employees.			
3. The Code is disclosed and made available to the public through the company website.			
Supplement to Recommendation 7.1			

1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Non-compliant	Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>It will adopt an Anti-Bribery Policy as soon as the Company starts to operate its new business.</i></p>
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Non-compliant	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p>
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.		Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.	<p><i>The BOD will ensure the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics as soon as the Company starts to operate its new business.</i></p>
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	<p>Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders</p> <p><i>The Company is complying with the disclosure rules of the SEC and PSE.</i></p> <p><i>Reference Document Annual Report 2020 - http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-</i></p>	

[A Annual Report of Da Vinci Capital Holdings Inc. for CY 2020.pdf](#)

Reference Document Definitive Information Statement -

[http://davincicapital.com.ph/images/items/uploads/Definitive Information Statement 17Nov2020.pdf](http://davincicapital.com.ph/images/items/uploads/Definitive_Information_Statement_17Nov2020.pdf)

Reference Document Public Ownership Report -

[http://davincicapital.com.ph/images/items/uploads/Public Ownership Report as of December 31, 2020.pdf](http://davincicapital.com.ph/images/items/uploads/Public_Ownership_Report_as_of_December_31,_2020.pdf)

Reference Document Quarterly Report -

[http://davincicapital.com.ph/images/items/uploads/Da Vinci Capital Holdings Inc Third Quarterly Report-compressed.pdf](http://davincicapital.com.ph/images/items/uploads/Da_Vinci_Capital_Holdings_Inc_Third_Quarterly_Report-compressed.pdf)

Reference Document Number of Stockholders Report -

[http://davincicapital.com.ph/images/items/uploads/as_of December 31, 2020 \(2\).pdf](http://davincicapital.com.ph/images/items/uploads/as_of_December_31,_2020_(2).pdf)

Reference Document Foreign Ownership Report -

[http://davincicapital.com.ph/images/items/uploads/as_of December 31, 2020 \(3\).pdf](http://davincicapital.com.ph/images/items/uploads/as_of_December_31,_2020_(3).pdf)

		Reference Document Corporate Comprehensive Disclosure - http://davincicapital.com.ph/images/items/uploads/Comprehensive Corporate Disclosure.pdf	
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.	Non-Compliant	Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.	<i>Consolidated financial statements are disclosed within one hundred five (105) days from the end of the fiscal year, while interim reports are disclosed within forty-five (45) days from the end of the reporting period.</i>
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; crossholdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	Provide link or reference to the company's annual report where the following are disclosed: <ol style="list-style-type: none"> 1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders; 2. crossholdings among company affiliates; and 3. any imbalances between the controlling shareholders' voting power and overall equity position in the company. Reference Document Annual Report 2020 - http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-	

		<p>A Annual Report of Da Vinci Capital Holdings Inc. for CY 2020.pdf</p> <p>Reference Document Audited Financial Statements 2020 - http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A_Annual_Report_of_Da_Vinci_Capital Holdings Inc. for CY 2020.pdf</p>	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.	
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	<p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p> <p><i>The Company is complying with the disclosure rules of the SEC and PSE specifically the beneficial ownership report/form.</i></p> <p>Reference Page No. 14-15 Annual Report 2020 - http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A_Annual_Report_of_Da_Vinci_Capital Holdings Inc. for CY 2020.pdf</p>	

		<p>Reference Page No. 4 Manual on Corporate Governance - http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf</p>	
Supplement to Recommendation 8.2			
<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.</p> <p>Provide link or reference to the company's Conglomerate Map.</p> <p>Reference Page No. 14-15 Annual Report 2020 - http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A_Annual_Report_of_Da_Vinci_Capital_Holdings_Inc_for_CY_2020.pdf</p> <p>Reference Document Top 100 Stockholders - http://davincicapital.com.ph/images/items/uploads/List_of_Top_100_Stockholders_of_Da_Vinci_Capital_Holdings_Inc_as_of_December_31_2020.pdf</p> <p>Reference Document General Information Sheet/Beneficial Ownership Report - http://davincicapital.com.ph/images/items/uploads/General_Information_Sheet_for_the_year_2020_compressed.pdf</p>	

Recommendation 8.3			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	Compliant	<p>Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>Reference Page No. 8-11 Annual Report 2020 - http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A_Annual_Report_of_Da_Vinci_Capital_Holdings_Inc._for_CY_2020.pdf</p> <p>Reference Page No. 4 Manual on Corporate Governance - http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf</p>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	Compliant	<p>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>Reference Page No. 11-12 Annual Report 2020 - http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-</p>	

		A Annual Report of Da Vinci Capital Holdings Inc. for CY 2020.pdf Reference Page No. 4 Manual on Corporate Governance - http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Non-compliant	Disclose or provide link/reference to the company policy and practice for setting board remuneration	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>It will adopt policies and procedure for setting Board remuneration as soon as the Company starts to operate its new business.</i></p>
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Non-compliant	Disclose or provide link/reference to the company policy and practice for determining executive remuneration	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>It will adopt policies and procedure for setting executive remuneration as soon as the Company starts to operate its new business.</i></p>
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-compliant	Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>It will adopt policies and procedure for disclosing remuneration, including termination and retirement provisions, as</i></p>

			<i>soon as the Company starts to operate its new business.</i>
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	<p>Disclose or provide reference/link to company's RPT policies</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p><i>The Company has adopted a Material Related Party Transaction Policy.</i></p> <p><i>Reference Document Material Related Party Transaction Policy -</i> http://davincicapital.com.ph/images/items/uploads/Amended_Material_Related_Party_Transactions_Policy_of_Da_Vinci_Capital_Holdings,_Inc..pdf</p>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> 1. name of the related counterparty; 2. relationship with the party; 3. transaction date; 4. type/nature of transaction; 5. amount or contract price; 6. terms of the transaction; 7. rationale for entering into the transaction; 	

		<p>8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and</p> <p>9. other terms and conditions</p> <p><i>The Company has adopted a Material Related Party Transaction Policy.</i></p> <p><i>Reference Document Material Related Party Transaction Policy -</i> http://davincicapital.com.ph/images/items/uploads/Amended_Material_Related_Party_Transactions_Policy_of_Da_Vinci_Capital_Holdings,_Inc..pdf</p>	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p><i>Reference Document Material Related Party Transaction Policy. -</i> http://davincicapital.com.ph/images/items/uploads/Amended_Material_Related_Party_Transactions_Policy_of_Da_Vinci_Capital_Holdings,_Inc..pdf</p>	
Optional : Recommendation 8.5			

1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	-	Provide link or reference where this is disclosed, if any	-
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	Provide link or reference where this is disclosed. <i>Reference Document Corporate Comprehensive Disclosure - http://davincicapital.com.ph/images/items/uploads/Comprehensive_Corporate_Disclosure.pdf</i>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	Identify independent party appointed to evaluate the fairness of the transaction price Disclose the rules and procedures for evaluating the fairness of the transaction price, if any. <i>In 2020, the Company dealt with Isla Lipana & Co. to evaluate its value as a shell company.</i>	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	Provide link or reference where these are disclosed. <i>In 2020, there were no shareholder agreements, voting trust agreements, confidentiality agreements that would otherwise require the Company to disclose.</i>	

		Reference Page No. 13 Annual Report 2020 - http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A_Annual_Report_of_Da_Vinci_Capital_Holdings_Inc_for_CY_2020.pdf	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Provide link to the company's website where the Manual on Corporate Governance is posted.	
2. Company's MCG is submitted to the SEC and PSE.		Reference Document Manual on Corporate Governance - http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf	
3. Company's MCG is posted on its company website.			
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Non-compliant	Provide proof of submission.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company will update its MCG as soon as it starts to operate.</i>
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		Provide link or reference to the company's Annual Report containing the said information.	
a. Corporate Objectives	Compliant	Reference Page No. 3-5 Annual Report - http://davincicapital.com.ph/images/items/	

		uploads/SEC_FORM_17-A Annual Report of Da Vinci Capital Holdings Inc. for CY 2020.pdf	
b. Financial performance indicators	Compliant	<p>Reference Document Annual Report Annex “A” Management Discussion and Analysis</p> <p>Reference Document Audited Financial Report 2020 Annex “B”</p> <p>http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A Annual Report of Da Vinci Capital Holdings Inc. for CY 2020.pdf</p>	
c. Non-financial performance indicators	Non-compliant	Provide link or reference to where this is contained in the Annual Report.	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The Company will provide non-financial performance indicators in its Annual Report once it is already operating.</i></p>
d. Dividend Policy	Non-compliant	Provide link or reference to where this is contained in the Annual Report.	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The Company will adopt a Dividend Policy once it is already operating.</i></p>
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	<p>Reference Page No. 8-11 Annual Report 2020 -</p> <p>http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-</p>	

		A Annual Report of Da Vinci Capital Holdings Inc. for CY 2020.pdf	
f. Attendance details of each director in all directors' meetings held during the year	Non-compliant	Provide link or reference to where this is contained in the Annual Report.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company will disclose attendance details of each director in 2021 Annual Report.</i>
g. Total remuneration of each member of the board of directors	Non-compliant	Provide link or reference to where this is contained in the Annual Report.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company will disclose the total remuneration of each director in 2021 Annual Report.</i>
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Non-compliant	Provide link or reference to where this is contained in the Annual Report.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company will make such statement of full compliance with the Code of Corporate Governance in its 2021 Annual Report.</i>
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.	Non-compliant	Provide link or reference to where this is contained in the Annual Report.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The BOD will review the Company's material controls (including operational, financial and compliance controls) and risk</i>

			<i>management systems as soon as the Company starts to operate.</i>
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.	Non-compliant	Provide link or reference to where this is contained in the Annual Report.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company will make such statement on the adequacy of the company's internal controls/risk management system in its 2021 Annual Report.</i>
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).	Non-compliant	Provide link or reference to where these are contained in the Annual Report.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company will disclose key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic) in its 2021 Annual Report.</i>
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.	Non-compliant	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company will establish an Audit Committee and prescribe its rules to</i>

2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.		Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.	<i>effectively carry out is mandate under the Manual on Corporate Governance.</i>
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.		Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years. <i>R.G. Manabat & Company is currently the external auditor of the Company. The firm was appointed for the very first time in 2019.</i>	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	Non-compliant	Provide link/reference to the company's Audit Committee Charter	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company will adopt an Audit Committee Charter as soon as the Audit Committee is established.</i>

2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.			
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Non-compliant	Provide link/reference to the company's Audit Committee Charter	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The Company will ensure that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions as soon as the Audit Committee is established.</i></p>
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Non-compliant	Provide link/reference to the company's Audit Committee Charter	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The Company will ensure that the external auditor has adequate quality control procedures as soon as the Audit Committee is established.</i></p>
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Non-compliant	Disclose the nature of non-audit services performed by the external auditor, if any.	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The Company will disclose the nature of non-audit services performed by its external</i></p>

			<i>auditor, if there is any, in the 2021 Annual Report.</i>
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.	Non-compliant	Provide link or reference to guidelines or policies on non-audit services	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The Company will make sure that the 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 as soon as the Audit Committee is established.</i></p>
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p>Provide information on audit and non-audit fees paid.</p> <p><i>In 2020, the Company paid audit fees to RG Manabat & Company in the amount of P150,000.00 and did not engage them to do any non-audit services.</i></p>	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>Provide information on company's external auditor, such as:</p> <ol style="list-style-type: none"> 1. Name of the audit engagement partner; 2. Accreditation number; 3. Date Accredited; 4. Expiry date of accreditation; and 	

		<p>5. Name, address, contact number of the audit firm.</p> <p>Gregorio I. Sambrano, Jr. CPA License No. 088825 SEC Accreditation No. 1548-AR-1 Group A, valid until December 17, 2021 R.G. Manabat & Co. The KPMG Center, Ayala Ave., Makati City ph-inquiry@kpmg.com (632) 8885 7000</p>	
<p>2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).</p>	Compliant	<p>Provide information on the following:</p> <ol style="list-style-type: none"> 1. Date it was subjected to SOAR inspection, if subjected; 2. Name of the Audit firm; and 3. Members of the engagement team <p>In 2019, R.G. Manabat & Co. had agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).inspected by the SEC.</p>	
<p>Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.</p>			
<p>Recommendation 10.1</p>			
<p>1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG)</p>	Non-compliant	<p>Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.</p>	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p>

issues of its business, which underpin sustainability.		Provide link to Sustainability Report, if any. Disclose the standards used.	<i>The Company will adopt a policy on the disclosure of non-financial information (EESG) and a globally recognized standard/framework in reporting sustainability and non-financial issues as soon as it starts to operate.</i>
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.			
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Non-compliant	Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company will hold 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 as soon as it starts to operate.</i>
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:		Provide link to company website	
a. Financial statements/reports (latest quarterly)	Compliant	<i>www.davincicapital.com.ph</i> <i>Reference Document Audited Financial Statements 2020 -</i> http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-	

		<p>A Annual Report of Da Vinci Capital Holdings Inc. for CY 2020.pdf</p> <p><i>Reference Document latest Quarterly Report</i> - http://davincicapital.com.ph/images/items/uploads/Da_Vinci_Capital_Holdings_Inc_Third_Quarterly_Report-compressed.pdf</p>	
b. Materials provided in briefings to analysts and media	Non-compliant		<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The Company will hold 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 as soon as it starts to operate.</i></p>
c. Downloadable annual report	Compliant	<p>www.davincicapital.com.ph <i>Reference Document Annual Report 2020</i> - http://davincicapital.com.ph/images/items/uploads/SEC_FORM_17-A_Annual_Report_of_Da_Vinci_Capital_Holdings_Inc_for_CY_2020.pdf</p>	
d. Notice of ASM and/or SSM	Compliant	www.davincicapital.com.ph	

		<i>Reference Document Notice of ASM and/or SSM -</i> http://davincicapital.com.ph/images/items/uploads/1614829036451_Notice_of_Annual_Stockholders_Meeting.pdf	
e. Minutes of ASM and/or SSM	Compliant	<i>www.davincicapital.com.ph Reference Document Minutes of ASM and/or SSM -</i> http://davincicapital.com.ph/images/items/uploads/Minutes_of_the_Annual_Stockholders_Meeting_dated_November_20,_2020.pdf	
f. Company's Articles of Incorporation and By-Laws	Compliant	<i>www.davincicapital.com.ph Reference Document Company's Articles of Incorporation and By-Laws -</i> http://davincicapital.com.ph/images/items/uploads/AAI%2004%2026%202013.pdf http://davincicapital.com.ph/images/items/uploads/ABL%2004%2026%202013.pdf	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	<i>www.davincicapital.com.ph</i>	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			

Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Non-compliant	<p>List quality service programs for the internal audit functions.</p> <p>Indicate frequency of review of the internal control system</p>	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The Company will have an adequate and effective internal control system in the conduct of its business as soon as it starts to operate.</i></p>
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Non-compliant	<p>Identify international framework used for Enterprise Risk Management</p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> 1. Company's risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks <p>Indicate frequency of review of the enterprise risk management framework.</p>	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The Company will have an adequate and effective enterprise risk management framework in the conduct of its business as soon as it starts to operate.</i></p>
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Non-compliant	<p>Provide information on or link/ reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p> <p>Indicate frequency of review.</p>	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The Company will have a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations as soon as it starts to operate.</i></p>

Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	-	Provide information on IT governance process	-
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Non-compliant	Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company will have an independent internal audit function as soon as it starts to operate.</i>
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Non-compliant	Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities. Identify qualified independent executive or senior management personnel, if applicable.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The BOD will appoint a qualified Chief Audit Executive (CAE) in its upcoming Organizational Meeting.</i>
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.			
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.			
Recommendation 12.4			

1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Non-compliant	Provide information on company's risk management function.	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The Company will appoint an officer who will identify, assess and monitor key risk exposures as soon as it starts to operate.</i></p>
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	<p>Identify source of external technical support, if any.</p> <p><i>In 2020, there is no occasion that would require the Company to seek external technical support in risk management. But the Company would do so, if needed.</i></p>	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Non-compliant	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The Company will appoint a Chief Risk Officer or any equivalent officer who will perform such function as soon as it starts to operate.</i></p>
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.			
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Non-compliant	Provide link to CEO and CAE's attestation	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The Company will include such attestation in its 2021 Annual Report.</i></p>

Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Provide link or reference to the company’s Manual on Corporate Governance where shareholders’ rights are disclosed. <i>Reference Page No. 6 Manual on Corporate Governance -</i> http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf	
2. Board ensures that basic shareholder rights are disclosed on the company’s website.	Compliant	Provide link to company’s website <i>Reference Page No. 6 Manual on Corporate Governance -</i> http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf	
Supplement to Recommendation 13.1			
1. Company’s common share has one vote for one share.	Compliant	<i>Reference Page No. 5 Definitive Information Statement -</i> http://davincicapital.com.ph/images/items/uploads/Definitive_Information_Statement_17Nov2020.pdf	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	Provide information on all classes of shares, including their voting rights if any. <i>Reference Page No. 5 Definitive Information Statement -</i>	

		http://davincicapital.com.ph/images/items/uploads/Definitive_Information_Statement_17Nov2020.pdf	
3. Board has an effective, secure, and efficient voting system.	Compliant	Provide link to voting procedure. Indicate if voting is by poll or show of hands. Reference Page No. 20 Definitive Information Statement - http://davincicapital.com.ph/images/items/uploads/Definitive_Information_Statement_17Nov2020.pdf	
4. Board has an effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.	Non-compliant	Provide information on shareholder voting mechanisms such as supermajority or “majority of minority”, if any.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company will establish an effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.</i>
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.	Non-compliant	Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company is yet to establish a policy on allowing shareholders to call a special shareholders’ meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</i>

6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	Provide information or link/reference to the policies on treatment of minority shareholders Reference Page No. 6 Manual on Corporate Governance - http://davincicapital.com.ph/images/items/uploads/Manual%20on%20Corporate%20%20Governance%20CY%202017.pdf	
7. Company has a transparent and specific dividend policy.	Non-compliant	Provide information on or link/reference to the company's dividend Policy. Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company will adopt a transparent and specific dividend policy as soon as it starts to operate.</i>
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	-	Identify the independent party that counted/validated the votes at the ASM, if any.	-
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out	

		<p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p> <p>Reference Document Notice of Stockholders' Meeting - http://davincicapital.com.ph/images/items/uploads/1614829036451_Notice_of_Annual_Stockholders_Meeting.pdf</p> <p>Reference Document Preliminary Information Statement - http://davincicapital.com.ph/images/items/uploads/Da_Vinci_Capital_Holdings_Inc_PIS-Preliminary_Information_Statement_-_October_2020.pdf</p> <p>Reference Document Definitive Information Statement - http://davincicapital.com.ph/images/items/uploads/Definitive_Information_Statement_17Nov2020.pdf</p>	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:		Provide link or reference to the company's notice of Annual Shareholders' Meeting	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment,	Compliant	Reference Document Preliminary Information Statement -	

<p>experience, and directorships in other listed companies)</p>		<p>http://davincicapital.com.ph/images/items/uploads/Da_Vinci_Capital_Holdings_Inc_PIS-Preliminary_Information_Statement_-_October_2020.pdf</p> <p>Reference Document Definitive Information Statement - http://davincicapital.com.ph/images/items/uploads/Definitive_Information_Statement_17Nov2020.pdf</p>	
<p>b. Auditors seeking appointment/re-appointment</p>	<p>Compliant</p>	<p>Reference Document Preliminary Information Statement - http://davincicapital.com.ph/images/items/uploads/Da_Vinci_Capital_Holdings_Inc_PIS-Preliminary_Information_Statement_-_October_2020.pdf</p> <p>Reference Document Definitive Information Statement - http://davincicapital.com.ph/images/items/uploads/Definitive_Information_Statement_17Nov2020.pdf</p>	
<p>c. Proxy documents</p>	<p>Compliant</p>	<p>Reference Document Preliminary Information Statement - http://davincicapital.com.ph/images/items/uploads/Da_Vinci_Capital_Holdings_Inc_PIS-Preliminary_Information_Statement_-_October_2020.pdf</p> <p>Reference Document Definitive Information Statement -</p>	

		http://davincicapital.com.ph/images/items/uploads/Definitive_Information_Statement_17Nov2020.pdf	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	<p>Provide link or reference to the rationale for the agenda items</p> <p><i>Reference Document Preliminary Information Statement -</i> http://davincicapital.com.ph/images/items/uploads/Da_Vinci_Capital_Holdings_Inc_PIS-Preliminary_Information_Statement_-_October_2020.pdf</p> <p><i>Reference Document Definitive Information Statement -</i> http://davincicapital.com.ph/images/items/uploads/Definitive_Information_Statement_17Nov2020.pdf</p>	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	<p>Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p> <p><i>Reference Document Result of Annual Stockholders Meeting -</i> http://davincicapital.com.ph/images/items/</p>	

		uploads/Result of Annual Stockholders Meeting dated November 20, 2020.pdf	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	<p>Provide link to minutes of meeting in the company website.</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Indicate also if the voting on resolutions was by poll.</p> <p>Include whether there was opportunity to ask question and the answers given, if any.</p> <p>Reference Document Result of Annual Stockholders Meeting - http://davincicapital.com.ph/images/items/uploads/Result of Annual Stockholders Meeting dated November 20, 2020.pdf</p> <p><i>The stockholders were given opportunity to question during the meeting.</i></p>	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	<p>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting.</p> <p><i>The external auditor representative was present during the last stockholders meeting.</i></p>	
Recommendation 13.4			

1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Non-compliant	Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i>
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.		Provide link/reference to where it is found in the Manual on Corporate Governance	<i>The Company will establish an alternative dispute mechanism to resolve intra-corporate disputes and the same will be included in the Company's Manual on Corporate Governance as soon as it starts to operate.</i>
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Non-compliant	Disclose the contact details of the officer/office responsible for investor relations, such as:	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i>
2. IRO is present at every shareholder's meeting.		<ol style="list-style-type: none"> 1. Name of the person 2. Telephone number 3. Fax number 4. E-mail address <p>Indicate if the IRO was present during the ASM.</p>	<i>The BOD will appoint an Investor Relations Officer in its upcoming Organizational Meeting.</i>
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group.	Non-compliant	Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.	<p><i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i></p> <p><i>The BOD is yet to adopt an anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group.</i></p>

2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-compliant	Indicate the company's public float.	<i>The company has public float of 15% as of December 31, 2020.</i>
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	-	Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM	-
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	-	Disclose the process and procedure for secure electronic voting in absentia, if any.	-
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Non-compliant	Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The BOD is yet to identify the Company's various stakeholders to promote cooperation between them and the Company in creating wealth, growth and sustainability.</i>
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Non-compliant	Identify policies and programs for the protection and fair treatment of company's stakeholders	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The BOD is yet to establish clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</i>

Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Non-compliant	Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights. Provide information on whistleblowing policy, practices and procedures for stakeholders	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The BOD is yet to adopt a transparent framework and process that would allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</i>
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Non-compliant	Provide information on the alternative dispute resolution system established by the company.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company is yet to establish an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</i>
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	Disclose any requests for exemption by the company and the reason for the request. <i>In 2020, the Company did not request or seek for any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue.</i>	
2. Company respects intellectual property rights.	Compliant	Provide specific instances, if any.	

		<i>The Company is not violating any one's intellectual property rights nor has any record of violating the same.</i>	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	-	Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.	-
2. Company discloses its policies and practices that address supplier/contractor selection procedures	-	Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.	-
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Non-compliant	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The BOD is yet to establish policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.</i>
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Non-compliant	Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i>

		employees, at the same time aligns their interests with those of the shareholders.	<i>The Company will adopt a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures as soon as it starts to operate.</i>
2. Company has policies and practices on health, safety and welfare of its employees.	Non-compliant	Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company will adopt policies and practices on health, safety and welfare of its employees as soon as it starts to operate.</i>
3. Company has policies and practices on training and development of its employees.	Non-compliant	Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company will adopt policies and practices on training and development of its employees as soon as it starts to operate.</i>
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.	Non-compliant	Identify or provide link/reference to the company's policies, programs and practices on anti-corruption.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i>
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.		Identify how the board disseminated the policy and program to employees across the organization	<i>As soon as it starts to operate, the Company will adopt anti-corruption policy and program in its Code of Conduct and will disseminate them to employees across the organization through trainings to embed them in the company's culture.</i>

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.	Non-compliant	Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices. Include any finding of violations of the company policy.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company will soon adopt policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</i>
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.	Non-compliant	Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees. Indicate if the framework includes procedures to protect the employees from retaliation. Provide contact details to report any illegal or unethical behavior. Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i> <i>The Company will soon establish a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.</i>
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.			
3. Board supervises and ensures the enforcement of the whistleblowing framework.			
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its	Non-compliant	Provide information or reference to a document containing information on the company's community involvement and environment-related programs.	<i>The Company is undergoing restructuring in terms of line of business, organization and capitalization.</i>

business, while contributing to the advancement of the society where it operates.			<i>The Company will soon actively promote and contribute to the advancement of the society where it operates.</i>
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	-	Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.	-
2. Company exerts effort to interact positively with the communities in which it operates	-	Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.	-

SIGNATURE PAGE

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf the registrant by the undersigned, thereunto duly authorized, in the City of Manila on 25 May 2021.


LUCIO L. CO
Chairman


JOSE PAULINO L. SANTAMARINA
President


BIENVENIDO E. LAGUESMA
Independent Director


ENRICO S. CRUZ
Independent Director


CANDY H. DACANAY-DATUON
Assistant Corporate Secretary & Compliance Officer

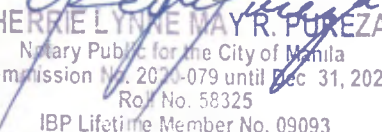
JUN 01 2021

SUBSCRIBED AND SWORN to before me this _____ day of May 2021 in the City of Manila, Philippines.

Name
Lucio L. Co
Jose Paulino L. Santamarina
Bienvenido E. Laguesma
Enrico S. Cruz
Candy H. Dacanay – Datuon

ID No.
TIN ID No. 108-975-971
TIN ID No, 255-968-021
TIN ID No. 135-071-243
TIN ID No. 106-968-932
TIN ID No. 233-200-394

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Book No. 28
Series of 2021.


CHERRIL LYNNE MAYR. PUREZA
Notary Public for the City of Manila
Commission No. 2070-079 until Dec 31, 2021
Roll No. 58325
IBP Lifetime Member No. 09093
PTR No. 9824725 / 01-05-2021 / Mla.
MCLE Compliance No. VI-0022488 / 04-16-19
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