

SECURITIES AND EXCHANGE COMMISSION
SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended
Dec 31, 2025
2. SEC Identification Number
12942
3. BIR Tax Identification Number
000-104-320-000
4. Exact name of issuer as specified in its charter
Marcventures Holdings, Inc.
5. Province, country or other jurisdiction of incorporation
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)

7. Address of principal office
4th Floor BDO Towers Paseo (formerly Citibank Center), 8741 Paseo de Roxas, Makati
City
Postal Code
1227

8. Issuer's telephone number, including area code
632-88314479
9. Former name, former address, and former fiscal year, if changed since last report
-

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

Marcventures Holdings, Inc.

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PSE Disclosure Form I-ACGR - Integrated Annual Corporate Governance Report
Reference: SEC Code of Corporate Governance for Publicly-Listed Companies, PSE
Corporate Governance Guidelines, and ASEAN Corporate Governance Scorecard

Description of the Disclosure

PLEASE SEE ATTACHED INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT FOR THE YEAR 2025.

Filed on behalf by:

Name	Jolena Guantero
Designation	Legal Admin Supervisor



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

GENERAL INSTRUCTIONS

A. Use of Form I-ACGR

This SEC Form shall be used as a tool to disclose Publicly-Listed Companies’ compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for Publicly-Listed Companies, which follows the “comply or explain” approach, and for harmonizing the corporate governance reportorial requirements of the SEC and the Philippine Stock Exchange (PSE).

B. Preparation of Report

These general instructions are not to be filed with the report. The report shall contain the numbers and captions of all items.

The I-ACGR has four columns, arranged as follows:

RECOMMENDED CG PRACTICE/POLICY	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Contains CG Practices/ Policies, labelled as follows: (1) “Recommendations” – derived from the CG Code for PLCs; (2) “Supplement to Recommendation” – derived from the PSE CG Guidelines for Listed Companies; (3) “Additional Recommendations” – CG Practices not found in the CG Code for PLCs and PSE CG Guidelines but are expected already of PLCs; and (4) “Optional Recommendation” – practices taken from the	The company shall indicate compliance or non-compliance with the recommended practice.	The company shall provide additional information to support their compliance with the recommended CG practice.	The PLCs shall provide the explanations for any non-compliance, pursuant to the “comply or explain” approach. Please note that the explanation given should describe the non-compliance and include by the company. *“Not Applicable” or “None” shall not be considered as sufficient explanation

<p style="text-align: center;">ASEAN Corporate Governance Scorecard</p> <p>*Items under (1) – (3) must be answered/disclosed by the PLCs following the “comply or explain” approach. Answering of items under (4) are left to the discretion of PLCs.</p>			
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C. Signature and Filing of the Report

- a. Three (3) copies of a fully accomplished I-ACGR shall be filed with the Main Office of the Commission on or before May 30 of the following year for every year that the company remains listed in the PSE.
- b. At least one (1) complete copy of the I-ACGR shall be duly notarized and shall bear original and manual signatures.
- c. The I-ACGR shall be signed under oath by: (1) Chairman of the Board; (2) Chief Executive Officer or President; (3) All Independent Directors; (4) Compliance Officer; and (5) Corporate Secretary.
- d. The I-ACGR shall cover all relevant information from January to December of the given year.
- e. All reports shall comply with the full disclosure requirements of the Securities Regulation Code.



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended 31 December 2025
2. SEC Identification Number 12942
3. BIR Tax Identification No. 000-104-320-000
4. Exact name of issuer as specified in its charter. **Marcventures Holdings, Inc.**
5. Manila, Philippines
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. 4th Floor BDO Towers Paseo (formerly Citibank Center), 8741, Paseo de Roxas, Makati 1227
Address of principal office Postal Code
8. (+632)8831-4479 or (+632)8831-4483
Issuer's telephone number, including area code
9. n/a
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT, NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
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	<p><i>Provide information or link/reference to a document containing information on the following:</i></p> <p><i>1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors</i></p> <p><i>2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance</i></p> <p><u>Links/References are as follows:</u></p> <p>Website: Board of Directors and Officers https://marcventuresholdings.com.ph/board-of-directors-and-officers/</p> <p>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 1(1.1) https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>PSE Disclosure: 2025 Annual Report Ref: Item 9: Directors and Executive Officers of the Registrant, pages 29-33</p>	

		<p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p> <p>SEC Form 20-IS <i>Ref: Item 5: Directors and Executive Officers, pages 5-10</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
<p>2. Board has an appropriate mix of competence and expertise.</p>	<p>Compliant</p>	<p>Website: Board of Directors and Officers https://marcventuresholdings.com.ph/board-of-directors-and-officers/</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 1(1.1)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>PSE Disclosure: 2025 Annual Report <i>Ref: Item 9: Directors and Executive Officers of the Registrant, pages 29-33</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p> <p>SEC Form 20-IS <i>Ref: Item 5: Directors and Executive Officers, pages 5-10</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	

<p>3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</p>	<p>Compliant</p>	<p>Website: Board of Directors and Officers https://marcventuresholdings.com.ph/board-of-directors-and-officers/</p> <p>PSE Disclosure: 2025 Annual Report <i>Ref: Item 9: Directors and Executive Officers of the Registrant, pages 29-33</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p> <p>SEC Form 20-IS <i>Ref: Item 5: Directors and Executive Officers, pages 5-10</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
Recommendation 1.2			
<p>1. Board is composed of a majority of non-executive directors</p>	<p>Compliant</p>	<p><i>Identify or provide link/reference to a document identifying the directors and the type of their directorships.</i></p> <p>MHI currently has nine (9) directors in accordance with Sixth Article of MHI’s amended Articles of Incorporation (AOI) dated 28 March 2022. All are non-executive directors.</p> <p>PSE Disclosure: Amended Articles of Incorporation dated 28 March 2022 https://edge.pse.com.ph/openDiscViewer.do?edge_no=95d6cc9b5adf7e683470cea4b051ca8f</p> <p>Website: Board of Directors and Officers https://marcventuresholdings.com.ph/board-of-directors-and-officers/</p>	

		<p>SEC Form 20-IS Ref: Item 5: Directors and Executive Officers, pages 5-10, https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p> <p>2025 General Information Sheet Ref: page 4 https://marcventuresholdings.com.ph/general-information-sheet/</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><i>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</i></p> <p><u>Links/References are as follows:</u></p> <p>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 1(1.3) https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>The Company provides an annual training program from an SEC-accredited provider. The training programs vary each year and cover a range of matters, including traditional corporate governance topics such as audit, internal controls, anti-corruption and risk management. In 2025, the topics discussed during the Corporate Governance Training held on 24 October 2025 were on:</p>	

		<ol style="list-style-type: none"> 1. Review of Code of Corporate Governance Code for Publicly Listed Companies 2. 2025 Global and Regional Trends in Corporate Governance 3. RP Economic Statistics 4. Analysis of Global Developments on the Philippine Economy 5. Analysis of the Local Political Situation and its Impact on Business and Corporate Governance <p>The Company has no formal Board Charter and policy on training. However, all Directors and officers undergo a yearly 5-hour training program with SEC-certified providers.</p> <p>The Certificates of Attendance to the training program for 2025 were submitted to both the SEC and PSE.</p> <p>Advisement Letter https://edge.pse.com.ph/openDiscViewer.do?edge_no=3c40230dc2e4117cec6e1601ccee8f59</p>	
<p>2. Company has an orientation program for first time directors.</p>	<p>Compliant</p>	<p><i>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.</i></p> <p><u>Links/References are as follows:</u></p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 1(1.3)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	

		<p>The Company provides annual training and/or seminar to its directors and officers from an SEC-accredited provider. The orientation program is compulsory for all members to participate, including first-time directors. The Company also encourages the directors to participate in seminars conducted by reputable providers.</p> <p>The President, Chairman, and the Board have a responsibility to ensure that first-time directors are given proper support in learning their role so that they can get up to speed. All nominees are screened by the Nominations and Compensation Committee and are informed in advance of the board's mandate and areas of responsibility, organizational structure, operations and key personnel, terms of directors, committee membership, chairs etc., board work plan, including current projects and priorities, board culture and protocols relating to motions, voting, agenda, and telephone participation, among others.</p>	
<p>3. Company has relevant annual continuing training for all directors.</p>	<p>Compliant</p>	<p>The Company has no formal Board Charter on training. However, all Directors and officers undergo a yearly 5-hour training program with SEC-certified providers.</p> <p>The Certificates of Attendance to the training program for 2025 were submitted to both the SEC and PSE.</p> <p>Advisement Letter https://edge.pse.com.ph/openDiscViewer.do?edge_no=3c40230dc2e4117cec6e1601ccee8f59</p> <p>Links/References are as follows:</p>	

		<p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 1(1.3)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	<p><i>Provide information on or link/reference to a document containing information on the company's board diversity policy.</i></p> <p><i>Indicate gender composition of the board.</i></p> <p><u>Links/References are as follows:</u></p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 1(1.4)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>The Board has 9 members with 7 male and 2 female directors.</p> <p>Website: Board of Directors and Officers https://marcventuresholdings.com.ph/board-of-directors-and-officers/</p> <p>PSE Disclosure: Amended Articles of Incorporation dated 28 March 2022 https://edge.pse.com.ph/openDiscViewer.do?edge_no=95d6cc9b5adf7e683470cea4b051ca8f</p>	
Optional: Recommendation 1.4			

<p>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</p>	<p>Non-Compliant</p>	<p><i>Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.</i></p> <p><i>Provide link or reference to a progress report in achieving its objectives.</i></p>	<p>While the Company has no formal Board Diversity policy yet, MHI still practices board diversity by ensuring that the Board is composed of individuals with varying professional and personal backgrounds (namely from different fields, regional and industry experience, age, gender, culture, skills, background, competence and knowledge). Moving forward, the Company intends to institutionalize such practice by adopting the same in its Board Charter.</p>
<p>Recommendation 1.5</p>			
<p>1. Board is assisted by a Corporate Secretary.</p>	<p>Compliant</p>	<p><i>Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.</i></p> <p><u>Links/References are as follows:</u></p> <p>The Corporate Secretary of MHI is Atty. Roberto V. San Jose https://marcventuresholdings.com.ph/board-of-directors-and-officers/</p> <p>The qualifications, duties, and responsibilities of the Corporate Secretary are disclosed in in the 2020 Revised Manual on Corporate Governance of MHI.</p> <p>2020 Revised Manual on Corporate Governance</p>	

		<p><i>Ref: Article 3, Item 1(1.5)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>SEC Form 20-IS <i>Ref: Item 5: Directors and Executive Officers, pages 5 and 10,</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p> <p>PSE Disclosure – Results of Organizational Meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=67a4498ccde47f1cabca0fa0c5b4e4d0</p>	
<p>2. Corporate Secretary is a separate individual from the Compliance Officer.</p>	<p>Compliant</p>	<p>MHI ensures that the functions of the Corporate Secretary are distinct and clearly delineated from the function of the Compliance Officer. This is laid down in the Company’s 2020 Revised Manual on Corporate Governance.</p> <p><u>Links/References are as follows:</u></p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 1(1.5)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>PSE Disclosure – Results of Organizational Meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=75211b9fa75cbebec6e1601ccee8f59</p> <p>Corporate Secretary:</p> <ul style="list-style-type: none"> • Atty. Roberto V. San Jose <p>Asst. Corporate Secretaries and Compliance Officers:</p>	

		<ul style="list-style-type: none"> • Atty. Ana Maria A. Katigbak • Atty. Rommel T. Casipe <p>Please note that effective 2026, the Company appointed Mr. Emerson Paulino as its Compliance Officer.</p>	
<p>3. Corporate Secretary is not a member of the Board of Directors.</p>	<p>Compliant</p>	<p>The Corporate Secretary, Atty. Roberto V. San Jose, is not a member of the MHI Board of Directors.</p> <p><u>Links/References are as follows:</u></p> <p>Website: Board of Directors and Officers https://marcventuresholdings.com.ph/board-of-directors-and-officers/</p> <p>SEC Form 20-IS <i>Ref: Item 5. Directors and Executive Officers, pages 5-10</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p> <p>PSE Disclosure – Results of Organizational Meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=75211b9fa75cbebec6e1601ccee8f59</p> <p>2025 General Information Sheet <i>Ref: page 4</i> https://marcventuresholdings.com.ph/general-information-sheet/</p>	

<p>4. Corporate Secretary attends training/s on corporate governance.</p>	<p>Compliant</p>	<p><i>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered.</i></p> <p>MHI Officers participate in comprehensive training programs, and it is compulsory for all key officers to participate in on-going professional development training. In 2025, the topics discussed during the Corporate Governance Training held on 24 October 2025 were on:</p> <ol style="list-style-type: none"> 1. Review of Code of Corporate Governance Code for Publicly Listed Companies 2. 2025 Global and Regional Trends in Corporate Governance 3. RP Economic Statistics 4. Analysis of Global Developments on the Philippine Economy 5. Analysis of the Local Political Situation and its Impact on Business and Corporate Governance <p>The Certificates of Attendance to the training program for 2025 were submitted to both the SEC and PSE.</p> <p>Advisement Letter https://edge.pse.com.ph/openDiscViewer.do?edge_no=3c40230dc2e4117cec6e1601ccee8f59</p>	
Optional: Recommendation 1.5			
<p>1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.</p>	<p>Compliant</p>	<p><i>Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting.</i></p>	

		<p>Under Article 3, Item 1(1.5)(f) of the 2020 Revised Manual on Corporate Governance, it is the Corporate Secretary's duty and responsibility to inform members of the Board, in accordance with MHI by-laws and its amendment/s, of the agenda of their meetings at least five (5) working days in advance prior to the date of the meeting, and ensure that the members have before them accurate information that will enable them to arrive at intelligent decisions on matter that require their approval.</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 1(1.5)(f)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>The Asst. Corporate Secretary sends email notification to the Board on the agenda of the meeting at least five (5) business days before the scheduled meeting and provides advance copies of the materials (memos and reports) both via email and printed copies before the meeting. See sample screenshots of the emails (Annex "A").</p>	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	<p><i>Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.</i></p> <p><u>Links/References are as follows:</u></p>	

		<p>The Company's Compliance Officers are Atty. Ana Maria A. Katigbak (Compliance Officer) and Atty. Rommel T. Casipe (Co-Compliance Officer)</p> <p>https://marcventuresholdings.com.ph/board-of-directors-and-officers/</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 1(1.6)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>PSE Disclosure – Results of Organizational Meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=75211b9fa75cbebec6e1601ccee8f59</p> <p>2025 General Information Sheet <i>Ref: page 4</i> https://marcventuresholdings.com.ph/general-information-sheet/</p> <p>SEC Form 20-IS <i>Ref: Item 5. Directors and Executive Officers, pages 5-10</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</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		The Compliance Officer, Atty. Ana Maria A. Katigbak, is engaged in a consultancy capacity. She is a Senior Partner in the Law Firm of Castillo Laman Tan Pantaleon & San Jose.
3. Compliance Officer is not a member of the board.	Compliant	Atty. Ana Maria A. Katigbak, the Company's Compliance Officer is not a member of the Board.	

		<p>PSE Disclosure – Results of Organizational meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=75211b9fa75cbebec6e1601ccee8f59</p> <p>2025 General Information Sheet <i>Ref: page 4</i> https://marcventuresholdings.com.ph/general-information-sheet/</p>	
<p>4. Compliance Officer attends training/s on corporate governance.</p>	<p>Compliant</p>	<p><i>Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered.</i></p> <p>MHI Officers participate in comprehensive training programs, and it is compulsory for all key officers to participate in on-going professional development training. The topics discussed during the Corporate Governance Training held on 24 October 2025 were on:</p> <ol style="list-style-type: none"> 1. Review of Code of Corporate Governance Code for Publicly Listed Companies 2. 2025 Global and Regional Trends in Corporate Governance 3. RP Economic Statistics 4. Analysis of Global Developments on the Philippine Economy 5. Analysis of the Local Political Situation and its Impact on Business and Corporate Governance 	

		<p>The Certificates of Attendance to the training program for 2025 were submitted to both the SEC and PSE.</p> <p><u>Links/References are as follows:</u></p> <p>Advisement Letter https://edge.pse.com.ph/openDiscViewer.do?edge_no=3c40230dc2e4117cec6e1601ccee8f59</p>	
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Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company’s articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

Recommendation 2.1

<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>Compliant</p>	<p><i>Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting).</i></p> <p>Board of Directors actively participates during regular and special Board meetings. Further, the Chairman of the Board makes certain that the meeting agenda focuses on strategic and operational matters with the assistance of the Corporate Secretary, while taking into consideration the advice and suggestions of the Board and Management.</p> <p>The Directors are able to perform their duties and responsibilities through the timely provision of Board materials as well as easy and timely access to information or inputs for sound decision making.</p> <p>The Board ensures that key financial decisions related to investment/capital expenditure considered by various businesses in which the Company has direct equity undergo appropriate processes and approval.</p>	
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		<p>See sample Minutes of the Regular Meeting of the Board of Directors of MHI held on June 26, 2025 (Annex “B”)</p> <p>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.1) https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
Recommendation 2.2			
<p>1. Board oversees the development, review and approval of the company’s business objectives and strategy.</p>	<p>Compliant</p>	<p><i>Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting).</i></p> <p><i>Indicate frequency of review of business objectives and strategy.</i></p> <p>The Board plays a leading role in the establishment of the Company’s strategic framework, setting the overall strategic direction and reviewing and monitoring of its progress at least on a quarterly basis. It ensures that the implementation of existing policies and strategies, including business plans and overall performance of the Management team based on clear established performance matrix are periodically evaluated and monitored, and that the corporate activities and key management decisions are still aligned with the Company’s vision and mission.</p>	

		<p>Quarterly board meetings ensure regular reporting and monitoring of performance management while the Executive Committee monitors the progress of the implementation on a monthly and/or regular basis.</p> <p>See Material Information Disclosures in the Company and PSE, Company website, and Minutes of the Board Meetings</p> <p>See sample Minutes of the Regular Meeting of the Board of Directors of MHI held on June 26, 2025 (Annex “B”)</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.2)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
2. Board oversees and monitors the implementation of the company’s business objectives and strategy.	Compliant	<p>The Board leads the overall Company’s business direction and strategy and monitors Management’s performance.</p> <p>See sample Minutes of the Regular Meeting of the Board of Directors of MHI held on June 25, 2025 (Annex “B”)</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.2)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p><i>Indicate or provide link/reference to a document containing the company’s vision, mission and core values.</i></p> <p><i>Indicate frequency of review of the vision, mission and core values.</i></p>	

		<p><u>Links/References are as follows:</u></p> <p>Website: Vision Mission Statement https://marcventuresholdings.com.ph/vision-mission-statement/</p>	
<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p>	<p>Compliant</p>	<p><i>Provide information on or link/reference to a document containing information on the strategy execution process.</i></p> <p>The Company is constantly reviewing and modifying processes to facilitate effective management and performance in harmony with the Company's business environment and culture. Management aims to develop a corporate culture which creates an environment that is conducive to performance improvement, shapes the way people act and interact, as a result, this culture influences how things get done. The Senior Officers closely collaborate with the aim of fostering organizational growth and development in support of its strategic goals.</p> <p>In 2025, the Board was supported in the performance of its functions by the following board committees:</p> <ul style="list-style-type: none"> • Executive Committee • Audit, Corporate Governance, Risk Oversight and Related Party Transaction Committee • Nomination and Compensation Committee • Investment Committee • Retirement Committee 	

		<p>The Committees assist the Board in ensuring that the Company's business objectives and strategies are cascaded, implemented, and properly monitored within their specific spheres of functions.</p> <p><u>Links/References are as follows:</u></p> <p>PSE Disclosure – Results of Organizational Meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=75211b9fa75cbebec6e1601ccee8f59</p>	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p><i>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications.</i></p> <p>See website for Information about Mr. Cesar Zalamea, Chairman https://marcventuresholdings.com.ph/board-of-directors-and-officers/</p> <p>SEC Form 20-IS <i>Ref: Item 5. Directors and Executive Officers, pages 5 and 6</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<p>Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation.</p> <p><u>Links/References are as follows:</u></p>	

		<p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.3)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>While the Company has no formal succession planning program in place to date, it has an Organizational Chart which is sufficient for purposes of succession planning of key officers and management.</p> <p>For Directors, the By-laws provide for a mechanism in case there is a vacant seat:</p> <p>Amended By-Laws dated November 15, 2023 <i>Ref: Article II, Section 5</i> https://marcventuresholdings.com.ph/articles-of-incorporation-by-laws/</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.5.1.f)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
<p>2. Board adopts a policy on the retirement for directors and key officers.</p>	<p>Non-complaint</p>	<p>Links/References are as follows:</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.3)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	<p>While the Company has yet to adopt a formal policy for the retirement of its Directors, it follows general statutory mandates, and the basic components of a retirement policy are already in place. For its Key Officers, a Retirement Policy is already in place.</p>

			<p>On December 4, 2019, MHI Retirement Plan covering qualified employees and officers was presented to the Retirement Committee of MHI and the MHI Retirement Plan was approved by the Board during its regular meeting held on December 18, 2019.</p> <p>MHI's Retirement Fund Trustee-Bank is China Banking Corporation.</p> <p>On July 26, 2023, the Bureau of Internal Revenue (BIR) approved the MHI Retirement Plan.</p>
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	<p><i>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.</i></p>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	<p><u>Links/References are as follows:</u></p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.4)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	<p>The By-Laws of the Company grants compensation to the members of the Board in accordance with the provisions of the Revised Corporation Code.</p>	
Optional: Recommendation 2.5			

<p>1. Board approves the remuneration of senior executives.</p>	<p>Compliant</p>	<p><i>Provide proof of board approval.</i></p> <p>There was no instance in 2025 which required Board approval relative to remuneration of senior executives.</p> <p><u>Links/References are as follows:</u></p> <p>The remuneration of Executive directors can be found in the Company's 2020 Revised Manual on Corporate Governance.</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.4)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>Amended By-Laws dated November 15, 2023 https://marcventuresholdings.com.ph/articles-of-incorporation-by-laws/</p> <p>Section 6, Article II of the Company's Amended By-Laws dated November 15, 2023 states:</p> <p>A portion of the Company's annual net profits before tax shall be allocated as a performance-based bonus to be distributed among members of the Board of Directors, executive officers and consultants of the Company, as determined by the Board, provided that the total yearly compensation of Directors, as such directors duly approved by the vote of the stockholders representing at least majority of the outstanding capital stock shall not</p>	
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		exceed 10% of the net income before income tax of the Company during the preceding year, in addition to any reasonable per diems that a Director may receive (Amended on November 14, 2014).	
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.	Non-Compliant	<i>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.</i>	<p>The Company currently does not have any claw back provision or mechanism on deferred bonuses. This may not be necessary considering the size, structure, and operations of the Company.</p> <p>The Company also currently does not have a performance-pay system based on performance indicators, nor a scorecard to align the remuneration of the executive directors and senior executives with their performance.</p>
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	<p><i>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.</i></p> <p><i>Provide proof if minority shareholders have a right to nominate candidates to the board.</i></p> <p><i>Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</i></p>	

		<p><u>Links/References are as follows:</u></p> <p>The nomination and selection process in electing directors are provided in the Company's 2020 Revised Manual on Corporate Governance, and in the Securities and Exchange Commission (SEC) Information Statement.</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.5)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>SEC Form 20-IS <i>Ref: Item 5. Directors and Executive Officers, pages 5-10</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	<p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.5)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	<p>The Corporation recognizes minority rights as embodied in the Revised Corporation Code which allows minority stockholders the right to cumulate their votes for election of directors and the right to nominate directors, among others.</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.5) & Item 13(13.1)</i></p>	

		https://marcventuresholdings.com.ph/manual-on-corporate-governance/	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.5)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant	2020 Revised Manual on Corporate Governance, <i>Ref: Article 3, Item 2(2.5)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.5)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/	
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Non-Compliant	<i>Identify the professional search firm used or other external sources of candidates.</i>	The Company currently does not use any professional search firm or other external sources of candidates. When searching candidates for the board or when conducting search for candidates to directorships, the Company receives recommendations from the members of the board or from stockholders. In this manner, the Board is aware of the capabilities of the candidate.
Recommendation 2.7			

<p>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.</p>	<p>Compliant</p>	<p><i>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.</i></p> <p><i>Identify transactions that were approved pursuant to the policy.</i></p> <p>While the Company has an existing policy of related party transactions, there is no transaction yet that has reached the materiality threshold.</p> <p><u>Links/References are as follows:</u></p> <p>Material Related Party Transactions Policy https://marcventuresholdings.com.ph/company-policies/</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.6)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p>Compliant</p>	<p>Material Related Party Transactions Policy <i>Ref: Part V. and VI.</i> https://marcventuresholdings.com.ph/company-policies/</p>	
<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>Compliant</p>	<p>Material Related Party Transactions Policy <i>Ref: Part II.</i> https://marcventuresholdings.com.ph/company-policies/</p>	

Supplement to Recommendations 2.7			
<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered de minimis or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	<p>Compliant</p>	<p><i>Provide information on a materiality threshold for RPT disclosure and approval, if any.</i></p> <p><i>Provide information on RPT categories.</i></p> <p>The Company’s Material Related Party Transactions Policy defines who are Related Parties and pegs the materiality threshold of related party transactions at ten percent (10%) of the Company’s total consolidated assets. It also provides for the guidelines in the review and approval of a material related party transaction and criteria in approving MRPT, disclosure and review, among others.</p> <p><u>Links/References are as follows:</u></p> <p>Material Related Party Transactions Policy <i>Ref: Part II.</i> https://marcventuresholdings.com.ph/company-policies/</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.6)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>PSE Disclosure: 2025 Annual Report: https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p>	
<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of</p>	<p>Compliant</p>	<p><i>Provide information on voting system, if any.</i></p> <p><u>Links/References are as follows:</u></p>	

<p>related party transactions during shareholders' meetings.</p>		<p>Material Related Party Transactions Policy <i>Ref: Part VI.</i> https://marcventuresholdings.com.ph/company-policies/</p> <p>The Board further adopts the provisions of the Revised Corporation Code of the Philippines on approvals of related-party transactions.</p>	
Recommendation 2.8			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p><i>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</i></p> <p><i>Identify the Management team appointed.</i></p> <p><u>Links/References are as follows:</u></p> <p>The Board is guided by the provisions of the Revised Corporation Code of the Philippines in the selection of certain officers.</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.7)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</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><i>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</i></p> <p><i>Provide information on the assessment process and indicate frequency of assessment of performance.</i></p>	<p>Although the Company has not adopted a formal policy on performance management, the Board clearly identifies and/or approves the Company's goals and objectives that are cascaded to all levels of the organization. Performance is gauged based on results that are discussed during the Management Committee weekly meetings and various internal committee meetings headed by the senior management officers.</p>
Recommendation 2.9			
<p>1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.</p>	<p>Compliant</p>	<p><i>Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.</i></p> <p>The Company's performance management is centered on the goals set from the Company level down to Management, teams and individual level. Goals set are Specific, Measurable, Achievable, Realistic, and Time-based. Progress is discussed weekly during the management committee meetings and monthly during the executive committee meetings and in quarterly board meetings.</p>	
<p>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p>	<p>Compliant</p>	<p><u>Links/References are as follows:</u></p> <p>2020 Revised Manual on Corporate Governance Ref: Article 3, Item 2(2.8) https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
Recommendation 2.10			

1. Board oversees that an appropriate internal control system is in place.	Compliant	<i>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.</i>	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<p>Please refer to the 2020 Revised Manual on Corporate Governance.</p> <p>The Board, through the Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee and Internal Audit Department, monitors and evaluates the adequacy and effectiveness of the Company's internal control system.</p> <p>2020 Revised Manual on Corporate Governance Ref: Article 3, Item 2(2.9) https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
3. Board approves the Internal Audit Charter.	Compliant	<p><i>Provide reference or link to the company's Internal Audit Charter.</i></p> <p>Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee Charter https://marcventuresholdings.com.ph/board-committees-and-members/</p>	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk	Non-Compliant	<i>Provide information on or link/reference to a document showing the Board's oversight responsibility on the</i>	Although the Company has no comprehensive, enterprise wide ERM

<p>management (ERM) framework to effectively identify, monitor, assess and manage key business risks.</p>		<p><i>establishment of a sound enterprise risk management framework and how the board was guided by the framework.</i></p>	<p>framework, the Company has an Enterprise Risk Management Policy (https://marcventuresholdings.com.ph/enterprise-risk-management/). The</p>
<p>2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.</p>	<p>Non-Compliant</p>	<p><i>Provide proof of effectiveness of risk management strategies, if any.</i></p> <p>MHI Enterprise Risk Management https://marcventuresholdings.com.ph/enterprise-risk-management/</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.10)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	<p>basic components of an ERM to address the various risks the Company is exposed to are already in place and it is in the process of providing for an ERM framework.</p> <p>The Board of Directors and Management assess the various risks involved in its operations, including the agreements, contracts, and transactions the Company enters into. The Company has appointed an Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee whose duties and responsibilities include among others, the oversight of financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal, compliance and other risks of the Corporation, and crisis management.</p> <p>The Company has an internal audit department tasked with directly reporting to the Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee or the Board, in accordance with a yearly approved</p>

			Audit Plan and in certain instances, on special audit matters.
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	<i>Provide link to the company's website where the Board Charter is disclosed.</i>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	Links/References are as follows: Website: Board Committee Charters https://marcventuresholdings.com.ph/board-committees-charters/	
3. Board Charter is publicly available and posted on the company's website.	Compliant	2020 Revised Manual on Corporate Governance https://marcventuresholdings.com.ph/manual-on-corporate-governance/	
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	<i>Provide information on or link/reference to a document showing company's insider trading policy.</i>	
		Links/References are as follows: Insider Trading Policy https://marcventuresholdings.com.ph/insidertradingpolicy/ In addition to the foregoing Policy, the Company adheres to the rules and regulations of the Security and Exchange	

		Commission (SEC) and the Philippine Stock Exchange (PSE).	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	<p><i>Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.</i></p> <p><u>Links/References are as follows:</u></p> <p>The Company does not have an express policy specifically on the grant of loans to directors. However, such transaction should be within the ambit of the Material Related Party Transactions Policy:</p> <p>Material Related Party Transactions Policy https://marcventuresholdings.com.ph/company-policies/</p>	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	<p><i>Indicate the types of decision requiring board of directors' approval and where these are disclosed.</i></p> <p><u>Links/References are as follows:</u></p> <p>PSE Disclosure: PSE Edge Website https://edge.pse.com.ph/companyDisclosures/form.do?company_id=175</p> <p>SEC Form 17-A (Annual Report) https://marcventuresholdings.com.ph/sec-form-17-a-annual-report/</p> <p>SEC Form 17-C Reports https://marcventuresholdings.com.ph/sec-form-17-c-current-report/</p>	

Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board’s functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p><i>Provide information or link/reference to a document containing information on all the board committees established by the company.</i></p> <p>Links/References are as follows:</p> <p>PSE Disclosure – Results of Organizational meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=67a4498ccde47f1cabca0fa0c5b4e4d0</p> <p>Board Committees https://marcventuresholdings.com.ph/board-committees-charters/</p> <p>2025 General Information Sheet, Ref: page 4 https://marcventuresholdings.com.ph/general-information-sheet/</p>	
Recommendation 3.2			
<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company’s financial reporting, internal control system, internal and external</p>	<p>Compliant</p>	<p><i>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</i></p>	

<p>audit processes, and compliance with applicable laws and regulations.</p>		<p><i>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</i></p> <p><u>Links/References are as follows:</u></p> <p>Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee Charter https://marcventuresholdings.com.ph/board-committees-and-members/</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 3(3.2)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p>Compliant</p>	<p><i>Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.</i></p> <p><u>Links/References are as follows:</u></p> <p>Currently, the members of the Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee are:</p> <ul style="list-style-type: none"> • Chairman: Atty. Carlos Alfonso T. Ocampo (Independent Director; Non-Executive) • Member: Mr. Michael L. Escaler (Non-Executive Director) • Member: Kwok Yam Ian Chan (Independent Director; Non-Executive Director) 	

		<p>See website for information about Atty. Carlos Alfonso T. Ocampo, Mr. Michael L. Escaler, and Mr. Kwok Yam Ian Chan.</p> <p>PSE Disclosure – Results of Organizational meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=67a4498ccde47f1cabca0fa0c5b4e4d0</p> <p>Board Committees https://marcventuresholdings.com.ph/board-committees-charters/</p> <p>SEC Form 20-IS <i>Ref: Item 5: Directors and Executive Officers, pages 5-10</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p> <p>2025 General Information Sheet <i>Ref: page 4</i> https://marcventuresholdings.com.ph/general-information-sheet/</p>	
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing, and finance.</p>	<p>Compliant</p>	<p><i>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</i></p> <p><u>Links/References are as follows:</u></p>	

		<p>See website for Information about Atty. Carlos Alfonso T. Ocampo, Mr. Michael L. Escaler, and Mr. Kwok Yam Ian Chan.</p> <p>https://marcventuresholdings.com.ph/board-of-directors-and-officers/</p> <p>SEC Form 20-IS, Ref: Item 5: Directors and Executive Officers, pages 5-10</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Non-compliant	<p><i>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee.</i></p> <p>Links/References are as follows:</p> <p>PSE Disclosure – Results of Organizational Meeting</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=67a4498ccde47f1cabca0fa0c5b4e4d0</p> <p>Board Committees</p> <p>https://marcventuresholdings.com.ph/board-committees-charters/</p>	<p>The Company’s Audit Committee functions are also supplemented by its Corporate Governance, Risk Oversight, and Related Party Transactions committee functions.</p> <p>Atty. Carlos Alfonso T. Ocampo, an independent non-executive director, is the current Chairman of the Audit, Corporate Governance, Risk Oversight, and Related Party Transaction Committee.</p> <p>Considering the size, structure, and operations of the Company, several committees were merged into one committee with analogous functions.</p>
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<p><i>Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.</i></p>	Not applicable. There were no non-audit services conducted by an external auditor for the year 2025.

2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Non-Compliant	<i>Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.</i>	The Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee conducts meetings with the external audit team with representatives from the Management to explain the operations of the subsidiaries. However, the Committee has direct access to the external audit team at any point in time.
Optional: Recommendation 3.2			
1. Audit Committee meets at least four times during the year.	Non-Compliant	<i>Indicate the number of Audit Committee meetings during the year and provide proof.</i>	The Audit Committee held two (2) meetings for the year 2025.
2. Audit Committee approves the appointment and removal of the internal auditor.	Non-complaint	<i>Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.</i>	The Company has a Head of Internal Audit whose appointment was approved by the Board in 2020. In 2025, there was no instance where an internal auditor was removed.
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	Compliant	<i>Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions.</i>	

<p>formerly assigned to a Nomination and Remuneration Committee.</p>		<p><i>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</i></p> <p><u>Links/References are as follows:</u></p> <p>Currently, the functions of Corporate Governance Committee can be found under the Nominations and Corporate Governance Committee Charter. The Company will endeavor to update its charters to conform to the Company committees' reorganization since the functions of the Corporate Governance Committee are exercised by the Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee.</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 3(3.3)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>Nominations and Corporate Governance Committee Charter https://marcventuresholdings.com.ph/board-committees-and-members/</p>	
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Non-Compliant</p>	<p><i>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.</i></p> <p><u>Links/References are as follows:</u></p>	<p>The functions of the Corporate Governance Committee are exercised by the Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee.</p> <p>MHI has only three (3) independent directors on the Board, namely Atty. Carlos Alfonso T. Ocampo, Mr. Kwok</p>

		<p>See website for Information about Atty. Carlos Alfonso T. Ocampo, Mr. Augusto C. Serafica, Jr., and Mr. Kwok Yam Ian Chan</p> <p>Board Committees https://marcventuresholdings.com.ph/board-committees-and-members/</p> <p>PSE Disclosure – Results of Organizational meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=67a4498ccde47f1cabca0fa0c5b4e4d0</p> <p>2025 General Information Sheet <i>Ref: page 4</i> https://marcventuresholdings.com.ph/general-information-sheet/</p>	<p>Yam Ian Chan, and Mr. Alfredo S. Panlilio. Atty. Ocampo and Mr. Chan serve as members of the Corporate Governance Committee and were reelected as Independent Directors during the 25 July 2025 Annual Stockholders’ Meeting and Organizational Meeting, while Mr. Panlilio was first elected as Independent Director during the same meeting.</p> <p>Currently, the members of the Corporate Governance Committee are:</p> <ul style="list-style-type: none"> • Chairman: Atty. Carlos Alfonso T. Ocampo (Independent Director; Non-Executive Director) • Member: Augusto C. Serafica, Jr. (Non-Executive Director) • Member: Kwok Yam Ian Chan (Independent Director; Non-Executive Director)
<p>3. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>Compliant</p>	<p><i>Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.</i></p> <p>Atty. Carlos Alfonso T. Ocampo, the Chairman of MHI’s Corporate Governance Committee, is an Independent Director as per MHI 2025 General Information Sheet.</p>	

		<p>Links/References are as follows:</p> <p>PSE Disclosure – Results of Organizational Meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=75211b9fa75cbebec6e1601ccee8f59</p> <p>Board Committees https://marcventuresholdings.com.ph/board-committees-and-members/</p> <p>SEC Form 20-IS <i>Ref: Item 5: Directors and Executive Officers, page 10</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p> <p>2025 General Information Sheet <i>Ref: page 4</i> https://marcventuresholdings.com.ph/general-information-sheet/</p>	
Optional: Recommendation 3.3			
1. Corporate Governance Committee meet at least twice during the year.	Non-compliant	<i>Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.</i>	The Corporate Governance Committee did not have any meeting for the year 2025
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	<p><i>Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions.</i></p> <p>Links/References are as follows:</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 3(3.3)</i></p>	Considering the size, structure, and operations of the Company, it does not have a separate BROC. The Board is assisted by the Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee with responsibility for risk oversight as outlined in its committee charter.

		<p>https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee Charter https://marcventuresholdings.com.ph/board-committees-and-members/</p>	<p>Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee Charter https://marcventuresholdings.com.ph/board-committees-and-members/</p>
<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>Compliant</p>	<p><i>Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship.</i></p> <p>PSE Disclosure – Results of Organizational Meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=75211b9fa75cbebec6e1601ccee8f59</p> <p>Board Committees https://marcventuresholdings.com.ph/board-committees-and-members/</p> <p>Currently, the members of the Audit, Corporate Governance, <u>Risk Oversight</u> and Related Party Transactions Committee are:</p> <ul style="list-style-type: none"> • Chairman: Atty. Carlos Alfonso T. Ocampo (Independent Director; Non-Executive) • Member: Augusto C. Serafica, Jr. (Non-Executive Director) • Member: Kwok Yam Ian Chan (Independent Director; Non-Executive Director) 	<p>The establishment of a separate BROC may not be necessary at this point considering the Company’s minimal independent operations; being highly dependent on the performance of its subsidiaries which have their own independent audit, risk and control measures.</p> <p>The Chairman of the BROC is also the Chairman of the Audit, Corporate Governance, and Related Party Transactions Committees.</p> <p>https://marcventuresholdings.com.ph/board-committees-and-members/</p> <p>PSE Disclosure – Results of Organizational Meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=75211b9fa75cbebec6e1601ccee8f59</p>

		https://marcventuresholdings.com.ph/board-committees-and-members/ SEC Form 20-IS <i>Ref: Item 5: Directors and Executive Officers, pages 5-10</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59 2025 General Information Sheet <i>Ref: page 4</i> https://marcventuresholdings.com.ph/general-information-sheet/	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Non-complaint	<i>Provide information or link/reference to a document containing information on the Chairman of the BROC.</i>	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Complaint	<i>Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.</i> The members of the BROC are also the members of the Audit, Corporate Governance, and Related Party Transactions Committees. https://marcventuresholdings.com.ph/board-committees-and-members/ SEC Form 20-IS <i>Ref: Item 5: Directors and Executive Officers, pages 5-10</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59	
Recommendation 3.5			

<p>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p>	<p>Compliant</p>	<p><i>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</i></p> <p>The functions of the Related Party Transactions Committee are exercised by the Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee.</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 3(3.5)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee Charter https://marcventuresholdings.com.ph/board-committees-and-members/</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>Compliant</p>	<p><i>Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.</i></p> <p><u>Links/References are as follows:</u></p> <p>See website for Information about Atty. Carlos Alfonso T. Ocampo, Mr. Michael Escaler., and Mr. Kwok Yam Ian Chan.</p>	

		<p>Currently, the members of the Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee are:</p> <ul style="list-style-type: none"> • Chairman: Atty. Carlos Alfonso T. Ocampo (Independent Director; Non-Executive) • Member: Micheal Escaler (Non-Executive Director) • Member: Kwok Yam Ian Chan (Independent Director; Non-Executive Director) <p>PSE Disclosure – Results of Organizational Meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=75211b9fa75cbebec6e1601ccee8f59</p> <p>Board Committees https://marcventuresholdings.com.ph/board-committees-and-members/</p> <p>SEC Form 20-IS <i>Ref: Item 5: Directors and Executive Officers, pages 5-10</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p> <p>2025 General Information Sheet <i>Ref: page 4</i> https://marcventuresholdings.com.ph/general-information-sheet/</p>	
Recommendation 3.6			
<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>Compliant</p>	<p><i>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.</i></p> <p>Links/References are as follows:</p>	

<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	<p>Complaint</p>	<p>Board Committee Charters https://marcventuresholdings.com.ph/board-committees-charters/</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 3(3.7)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>Amended By-Laws dated November 15, 2023 ARTICLES OF INCORPORATION / BY LAWS – MHI</p>	
<p>3. Committee Charters were fully disclosed on the company’s website.</p>	<p>Compliant</p>	<p><i>Provide link to company’s website where the Committee Charters are disclosed.</i></p> <p>Board Committee Charters https://marcventuresholdings.com.ph/board-committees-charters/</p>	
<p>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.</p>			
<p>Recommendation 4.1</p>			
<p>1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing</p>	<p>Compliant</p>	<p><i>Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.</i></p>	

<p>conducted in accordance with the rules and regulations of the Commission.</p>		<p><i>Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.</i></p> <p>Notices of regular and special meetings sent by the Corporate Secretary/Asst. Corporate Secretary to the Board members as well as to Committee members in case of committee meetings include the statement <u>"Your presence is earnestly requested. Kindly advise the undersigned of your attendance and whether you will be attending the meeting in person or by teleconference facilities."</u>(See sample notice attached as Annex "B")</p> <p>Board Attendance 2025 - See attached separate sheet attached as Annex "C".</p> <p>Links/References are as follows:</p> <p>2020 Revised Manual on Corporate Governance Ref: Article 3, Item 3(4.1) https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
<p>Board Attendance 2025 - See attached separate sheet attached as Annex "C".</p>			
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>Compliant</p>	<p>The Asst. Corporate Secretary sends email notification to the Board on the Agenda of the meeting at least five (5) business days before the scheduled meeting and provides advance copies of the materials (memoranda and reports) both via email and printed copies before the meeting. See sample screenshots of the emails (Annex "A").</p> <p>2020 Revised Manual on Corporate Governance</p>	

		<p><i>Ref: Article 3, Item 3(4.1)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	<p>Compliant</p>	<p><i>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors.</i></p> <p>The Members of the Board and Committee actively participate in Board and Committee Meetings by asking questions or clarifications.</p> <p>See Annex “D” portion of the Minutes of the Joint Meeting of the Audit Committee of MHI and Marcventures Mining and Development Corporation (MMDC), one of MHI’s subsidiaries, dated 27 November 2025 where Atty. Ocampo, Chairman of the Audit Committee of MHI, inquired as to the identification of risk as part of the internal audit plan.</p> <p><u>Links/References are as follows:</u></p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 3(4.1)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
<p>Recommendation 4.2</p>			

<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management’s proposals/views, and oversee the long-term strategy of the company.</p>	<p>Compliant</p>	<p><i>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</i></p> <p><i>Provide information or reference to a document containing information on the directorships of the company’s directors in both listed and non-listed companies.</i></p> <p><u>Links/References are as follows:</u></p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 4(4.2)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>SEC From 20-IS <i>Ref: Item 5: Directors and Executive Officers, pages 5-10</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p> <p>PSE Disclosure: 2025 Annual Report <i>Ref: Item 9: Directors and Executive Officers of the Registrant, pages 29-33</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p>	
Recommendation 4.3			
<p>1. The directors notify the company’s board before accepting a directorship in another company.</p>	<p>Compliant</p>	<p>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</p> <p><u>Links/References are as follows:</u></p>	

		<p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 4(4.3)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>For 2025, the members of the Board had no report on their additional directorship from another company.</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.	Compliant	Currently, the Company does not have an executive director who serves 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.	Compliant	The Company sets the board of directors' meeting schedule at the start of the year.	
3. Board of directors meet at least six times during the year.	Compliant	<p><i>Indicate the number of board meetings during the year and provide proof.</i></p> <p><u>Links/References are as follows:</u></p> <p>In 2025, the Board of Directors held eight (8) meetings.</p> <p>Board Attendance 2025 - See attached separate sheet attached as Annex "C".</p>	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-Compliant	<i>Indicate the required minimum quorum for board decisions.</i>	The Board observes the requirement of the Revised Corporation Code of the

			<p>Philippines and the Company by-laws which provides majority of the board to constitute quorum.</p> <p>Sec. 52 of the Revised Corporation Code of the Philippines provides: “Unless the articles of incorporation or the by-laws provides for a greater majority, a majority of the directors as stated in the articles of incorporation shall constitute a quorum to transact corporate business, and every decision reached by at least a majority of the directors constituting a quorum, except for the election of officers which shall require the vote of a majority of all the members of the board, shall be valid as a corporate act.”</p> <p>Amended By-Laws dated November 15, 2023 https://marcventuresholdings.com.ph/articles-of-incorporation-by-laws/</p> <p>Section 2, Article II. of the Amended By-Laws dated November 15, 2023 provides “xxx A majority of the Board of Directors at a meeting duly assembled shall be necessary to constitute a quorum for the transaction of business, and the act of majority of a quorum so present shall be valid as a corporate act.”</p>
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Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs.

Recommendation 5.1

<p>1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.</p>	<p>Compliant</p>	<p><i>Provide information or link/reference to a document containing information on the number of independent directors in the board.</i></p> <p>Links/References are as follows: 2025 General Information Sheet <i>Ref: page 4</i> https://marcventuresholdings.com.ph/general-information-sheet/</p> <p>PSE Disclosure – Results of Organizational Meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=75211b9fa75cbebec6e1601ccee8f59</p> <p>The Company currently has three (3) independent directors (Atty. Carlos Alfonso T. Ocampo, Mr. Kwok Yam Ian Chan and Mr. Alfredo S. Panlilio).</p> <p>The Company currently has nine (9) directors in the board in accordance with its Amended AOI dated 28 March 2022 decreasing the number of directors from 11 to 9.</p>	
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Recommendation 5.2

<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	<p>Compliant</p>	<p><i>Provide information or link/reference to a document containing information on the qualifications of the independent directors.</i></p>	
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		<p><u>Links/References are as follows:</u></p> <p>See website for Information about Atty. Carlos Alfonso T. Ocampo, Mr. Kwok Yam Ian Chan and Mr. Alfredo S. Panlilio.</p> <p>https://marcventuresholdings.com.ph/board-of-directors-and-officers/</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 3(5.2)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>SEC Form 20-IS <i>Ref: Item 5: Directors and Executive Officers, pages 10</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
Supplement to Recommendation 5.2			
<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	<p>Compliant</p>	<p><i>Provide link/reference to a document containing information that directors are not constrained to vote independently.</i></p> <p><u>Links/References are as follows:</u></p> <p>The Company has no stockholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p> <p>Further, the Company's 2020 Revised Manual on Corporate Governance provides that an independent director is a person who is independent of Management and the controlling stockholder, and is free from any business or other relationship which could, or could</p>	

		<p>reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director.</p> <p>An independent director should possess such qualifications and stature that would enable him to effectively participate in the deliberations of the Board and ensure proper checks and balances, including prevention of conflicts of interest, the exercise of independent judgment on corporate affairs, proper oversight of managerial performance and balancing of competing demands of the Company.</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 5</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
Recommendation 5.3			
<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	<p>Non-Compliant</p>	<p><i>Provide information or link/reference to a document showing the years the IDs have served as such.</i></p> <p><u>Links/References are as follows:</u></p> <p>SEC Form 20-IS <i>Ref: Item 5: Directors and Executive Officers, pages 5-10</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p> <p>Atty. Carlos Alfonso T. Ocampo has been an Independent Director of the Company since August 2013.</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><i>Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director.</i></p> <p><u>Links/References are as follows:</u></p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 5(5.4)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>The term limit of the Company's Independent Directors is in compliance with SEC Memorandum Circular No. 4 series of 2017 and SEC Memorandum Circular No. 7 series of 2025.</p>	
<p>3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.</p>	<p>Compliant</p>	<p><i>Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.</i></p> <p><u>Links/References are as follows:</u></p> <p>No Independent Director has served for more than nine (9) years. In the instance of a retention, it shall be in compliance with SEC Memorandum Circular No. 4 series of 2017.</p> <p>SEC Form 20-IS <i>Ref: Item 5: Directors and Executive Officers, pages 10</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	

Recommendation 5.4

<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>Compliant</p>	<p><i>Identify the company's Chairman of the Board and Chief Executive Officer.</i></p> <p><u>Links/References are as follows:</u></p> <p>Amended By-Laws dated November 15, 2023 https://marcventuresholdings.com.ph/articles-of-incorporation-by-laws/</p> <p>Section 5, Article III of the Company's Amended By-Laws dated November 15, 2023, states: "The President shall be the Chief Executive Officer of the Company. In addition to such duties as may be imposed on him by the Board of Directors, he shall, in the absence of Chairman of the Board, preside at all meetings of the Board of Directors, and shall act as temporary Chairman at and call to order all meetings of the stockholders of the Company. xxx"</p> <p>Mr. Cesar C. Zalamea is the Company's Chairman of the Board, while the Company's President is Mr. Augusto C. Serafica, Jr.</p> <p>2025 General Information Sheet <i>Ref: page 4</i> https://marcventuresholdings.com.ph/general-information-sheet/</p> <p>SEC Form 20-IS <i>Ref: Item 5: Directors and Executive Officers</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
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		<p>PSE Disclosure – Results of Organizational Meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=75211b9fa75cbebec6e1601ccee8f59</p>	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Complaint	<p><i>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.</i></p> <p><i>Identify the relationship of Chairman and CEO or its equivalent position.</i></p> <p>Links/References are as follows:</p> <p>Amended By-Laws dated November 15, 2023 https://marcventuresholdings.com.ph/articles-of-incorporation-by-laws/</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 1(1.2) and Item 5(5.5)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Non-Compliant	<p><i>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</i></p> <p><i>Indicate if Chairman is independent.</i></p>	<p>There are currently three (3) independent directors Atty. Carlos Alfonso T. Ocampo, Mr. Kwok Yam Ian Chan, and Mr. Alfredo S. Panlilio. Atty. Ocampo and Mr. Chan were reelected as Independent Directors during the 25 July 2025 Annual Stockholders' Meeting and Organizational Meeting, while Mr. Panlilio was first elected as Independent Director during the same</p>

			<p>meeting. The present Chairman, Mr. Cesar C. Zalamea, is a non-executive director. While he is not an independent director, however, he is more than capable of leading the Board.</p> <p>The Board does not have a designated lead director among the independent directors.</p>
Recommendation 5.6			
<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><i>Provide proof of abstention, if this was the case.</i></p> <p><u>Links/References are as follows:</u></p> <p>As a policy, directors with material or potential interest in a transaction abstain from taking part in deliberations of the transactions in which they have interest.</p> <p>Material Related Party Transactions Policy <i>Ref: Article IV</i> https://marcventuresholdings.com.ph/company-policies/</p> <p>Further, a director with a material or potential interest in a transaction affecting the Company is guided by the Company's 2020 Revised Manual on Corporate Governance.</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 5(5.7)</i></p>	

		https://marcventuresholdings.com.ph/manual-on-corporate-governance/	
		<p>There was no transaction in 2025 where a director had a material or potential interest in any transaction affecting the Company that could have impelled him to abstain from taking part in the deliberations.</p>	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Non-Complaint	<p><i>Provide proof and details of said meeting, if any.</i></p> <p><i>Provide information on the frequency and attendees of meetings.</i></p>	While the non-executive directors do not have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, the Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee meets with the external auditor and head of internal audit, compliance and risk functions of the Company's subsidiaries to discuss interim and annual financial statements of the Company.
2. The meetings are chaired by the lead independent director.	Non-Compliant		<p>Meetings are chaired by the Committee chairman who acts as lead independent director for said committee.</p>
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	<p><i>Provide name/s of company CEO for the past 2 years.</i></p> <p><i>None.</i></p>	<p>Amended By-Laws dated November 15, 2023</p> <p>https://marcventuresholdings.com.ph/articles-of-incorporation-by-laws/</p>

			Section 5, Article III of the Company's Amended By-Laws dated November 15, 2023 states: "The President shall be the Chief Executive Officer of the Company."
Assessing Board Performance			
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	<i>Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees.</i> In 2021, the Company established a formal policy and processes for the conduct of an annual assessment of the performance of the Board as a body, of the Chairman, of each of the individual directors, and the committees for continual improvement and effective Board, Chairman, Committee and individual performance. Links/References are as follows: https://marcventuresholdings.com.ph/company-policies/	The assessments for 2025 are still in process.
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant	<i>Identify the external facilitator and provide proof of use of an external facilitator.</i>	Given the current size and structure of the Company and the recently implemented Board Assessment Policy, the methodology adopted is one of self-assessment. In the future, the Board will determine whether the

			assessments are to be 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.	Compliant	<p><i>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.</i></p> <p>In 2021, the Company established a formal policy and processes for the conduct of an annual assessment of the performance of the Board as a body, of the Chairman, of each of the individual directors, and the committees for continual improvement and effective Board, Chairman, Committee and individual performance.</p> <p>Links/References are as follows: https://marcventuresholdings.com.ph/company-policies/</p>	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<p><i>The Company has provided all the necessary contact details for feedback.</i></p> <p>Stockholders and stakeholders may raise their concerns or feedback through the company's Contact Us page: https://marcventuresholdings.com.ph/contact/</p>	
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	Compliant	<p><i>Provide information on or link/reference to the company's Code of Business Conduct and Ethics.</i></p> <p>Links/References are as follows:</p>	

<p>acceptable and unacceptable conduct and practices in internal and external dealings of the company.</p>		<p>Code of Business Conduct and Ethics https://marcventuresholdings.com.ph/wp-content/uploads/2024/04/MARCVENTURES-HOLDINGS-INC.-Code-of-conducts.pdf</p>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>Compliant</p>	<p><i>Provide information on or discuss how the company disseminated the Code to the members of the Board.</i></p> <p><u>Links/References are as follows:</u></p> <p>All directors were given a copy of the Company policies on Code of Business Conduct and Ethics. Said policies are accessible not only internally but publicly as well through the Company’s website.</p> <p>Code of Business Conduct and Ethics https://marcventuresholdings.com.ph/wp-content/uploads/2024/04/MARCVENTURES-HOLDINGS-INC.-Code-of-conducts.pdf</p>	
<p>3. The Code is disclosed and made available to the public through the company website.</p>	<p>Compliant</p>	<p><i>Provide a link to the company’s website where the Code of Business Conduct and Ethics is posted/ disclosed.</i></p> <p><u>Links/References are as follows:</u></p> <p>Code of Business Conduct and Ethics https://marcventuresholdings.com.ph/wp-content/uploads/2024/04/MARCVENTURES-HOLDINGS-INC.-Code-of-conducts.pdf</p>	

Supplement to Recommendation 7.1			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.</p>	<p>Complaint</p>	<p><i>Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery.</i></p> <p><u>Links/References are as follows:</u></p> <p>Gifts and Entertainment Policy https://marcventuresholdings.com.ph/wp-content/uploads/2024/04/MARCVENTURES-HOLDINGS-INC.-Code-of-conducts.pdf</p>	
Recommendation 7.2			
<p>1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.</p>	<p>Compliant</p>	<p><i>Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.</i></p> <p><i>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</i></p> <p><u>Links/References are as follows:</u></p> <p>The Board has the primary duty to make sure that the internal systems are in place to ensure the compliance with the Code of Business Conduct and Ethics and its internal policies and procedures of the Directors, officers, and employees in the performance of their duties and responsibilities and in their transaction with investors, creditors, contractors, vendors, suppliers, buyers, regulators, and the general public.</p> <p>The Company's Human Resources (HR) Department has the primary duty to implement and administer the Code</p>	

		of Business Conduct and Ethics and internal policies through onboarding orientation and refresher trainings.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	<p>The Board has the primary duty to make sure that the internal systems are in place to ensure the company's compliance with the Code and its internal policies and procedures.</p> <p><u>Links/References are as follows:</u></p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 7(7.2)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</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><i>Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders.</i></p> <p><u>Links/References are as follows:</u></p> <p>The Company adheres to the regulatory and reportorial requirements as set by the Securities and Exchange</p>	

		<p>Commission (SEC) and the Philippine Stock Exchange (PSE).</p> <p>Structured and non-structured reports and material information about the Company are disclosed and made available in the Company's website.</p> <p><u>Links/References are as follows:</u></p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 8</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>Company Website https://marcventuresholdings.com.ph/</p> <p>PSE Disclosure: 2025 Annual Report: https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p> <p>SEC Form 17-Q (Quarterly Report) https://marcventuresholdings.com.ph/sec-form-17-q-quarterly-report/</p> <p>SEC Form 20-IS https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p> <p>PSE Disclosure: PSE Edge Website https://edge.pse.com.ph/companyDisclosures/form.do?company_id=175</p>	
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<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>Compliant</p>	<p><i>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></p> <p><u>Links/References are as follows:</u></p> <p>The Company submits financial reports in compliance with Rule 17.1 of the Securities Regulations Code (SRC) of the Philippines.</p> <p>The Company’s 2025 annual and quarterly reports were made available to the public on the following dates:</p> <ul style="list-style-type: none"> • 1st Quarter 2025 (ended March 31, 2025) <ul style="list-style-type: none"> - submitted to the SEC on 14 May 2025 and posted in the Company website on May 14, 2025; • 2nd Quarter 2025 (ended June 30, 2025) <ul style="list-style-type: none"> - Submitted to the SEC on 14 August 2025 and posted in the Company website on 14 August 2025; • 3rd Quarter 2025 (ended September 30, 2025) <ul style="list-style-type: none"> - submitted to the SEC on 12 November 2025 and posted in the Company website on 12 November 2025; • FY 2025(ended December 31, 2025) <ul style="list-style-type: none"> - Submitted to the SEC on 10 April 2026 and posted in the Company website on 10 April 2026 	
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<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>Compliant</p>	<p><i>Provide link or reference to the company's annual report where the following are disclosed:</i></p> <ol style="list-style-type: none"> 1. <i>principal risks to minority shareholders associated with the identity of the company's controlling shareholders;</i> 2. <i>cross-holdings among company affiliates; and</i> 3. <i>any imbalances between the controlling shareholders' voting power and overall equity position in the company.</i> <p><u>Links/References are as follows:</u></p> <p>Please refer to the Annual report and Definitive Information Statement</p> <p>PSE Disclosure: 2025 Annual Report https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p> <p>SEC Form 20-IS <i>Ref: Item 4</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
Recommendation 8.2			
<p>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.</p>	<p>Compliant</p>	<p><i>Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.</i></p>	

<p>2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Compliant</p>	<p><i>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</i></p> <p><u>Links/References are as follows:</u></p> <p>All Directors and officers are required to disclose/report to the Company any dealings in the company's shares in compliance with Section 13 of the PSE Disclosure Rules and Rule 23 of the Securities Regulations Code of the Philippines.</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 8.2</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>Insider Trading Policy https://marcventuresholdings.com.ph/insidertradingpolicy/</p> <p>SEC Form 23 A/B (Statement of Beneficial Ownership) https://marcventuresholdings.com.ph/sec-form-23-a-b-statement-of-beneficial-ownership/</p> <p>SEC Form 20-IS https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
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		<p>2025 General Information Sheet, Ref: page 4 https://marcventuresholdings.com.ph/general-information-sheet/</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><i>Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.</i></p> <p><i>Provide link or reference to the company's Conglomerate Map.</i></p> <p><u>Links/References are as follows:</u></p> <p>All directors and officers disclose/report to the company any dealings in the company's shares in compliance with Section 13 of the PSE Disclosure Rules and Rules 18 & 23 of the Securities Regulations Code of the Philippines.</p> <p>PSE Disclosure: 2025 Annual Report <i>Ref: Item 11</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p> <p>SEC Form 23 A/B (Statement of Beneficial Ownership) https://marcventuresholdings.com.ph/sec-form-23-a-b-statement-of-beneficial-ownership/</p> <p>SEC Form 20-IS <i>Item 4</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	

		<p>Top 100 Stockholders List https://marcventuresholdings.com.ph/top-100-stockholder-list/</p> <p>Conglomerate Map https://marcventuresholdings.com.ph/conglomerate-map/</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><i>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.</i></p> <p><u>Links/References are as follows:</u></p> <p>PSE Disclosure: 2025 Annual Report <i>Ref: Item 9</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p> <p>SEC Form 20-IS <i>Item 5</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and</p>	Compliant	<p><i>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions,</i></p>	

<p>qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>		<p><i>professional experiences, expertise and relevant trainings attended.</i></p> <p>Links/References are as follows:</p> <p>PSE Disclosure: 2025 Annual Report <i>Ref: Items 9 and 11</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p> <p>SEC Form 20-IS <i>Item 5</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
Recommendation 8.4			
<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	<p>Compliant</p>	<p><i>Disclose or provide link/reference to the company policy and practice for setting board remuneration.</i></p> <p>Relevant and material information on individual board directors and key executives and Board and executive remuneration, as well as the level and mix of the same, are available in the following:</p> <p>PSE Disclosure: 2025 Annual Report <i>Ref: Parts III and IV</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p> <p>SEC Form 20-IS <i>Ref: Item 6</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	

		<p>2020 Revised Manual on Corporate Governance Ref: Article 3, Item 2(8.4) https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>Material Information/Transactions are disclosed in the PSE Edge Website and Company Website:</p> <p>PSE Edge Website https://edge.pse.com.ph/companyDisclosures/form.do?company_id=175</p> <p>Company Website https://marcventuresholdings.com.ph/</p>	
<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	<p>Compliant</p>	<p><i>Disclose or provide link/reference to the company policy and practice for determining executive remuneration.</i></p> <p>2020 Revised Manual on Corporate Governance Ref: Article 3, Item 2(8.4) https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>Compliant</p>	<p>PSE Disclosure: 2025 Annual Report Ref: Item 10 https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p>	
<p>Recommendation 8.5</p>			

<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>Compliant</p>	<p><i>Disclose or provide reference/link to company's RPT policies.</i></p> <p><i>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</i></p> <p>As a matter of policy and practice, directors with material interest in a transaction abstains from taking part in deliberations of the transactions in which they have interest.</p> <p><u>Links/References are as follows:</u></p> <p>2020 Revised Manual of Corporate Governance <i>Ref: Article 3, Item 2(2.6)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>Material Related Party Transactions Policy https://marcventuresholdings.com.ph/company-policies/</p>	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p><i>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</i></p> <ol style="list-style-type: none"> <i>1. name of the related counterparty;</i> <i>2. relationship with the party;</i> <i>3. transaction date;</i> <i>4. type/nature of transaction;</i> <i>5. amount or contract price;</i> <i>6. terms of the transaction;</i> <i>7. rationale for entering into the transaction;</i> <p><i>the required approval (i.e., names of the board of directors approving, names and percentage of</i></p>	

		<p><i>shareholders who approved) based on the company's policy; and other terms and conditions</i></p> <p>SEC Form 20-IS https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p> <p>PSE Disclosure: 2025 Annual Report <i>Ref: Item 12</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p>	
Supplement to Recommendation 8.5			
<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>Compliant</p>	<p><i>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</i></p> <p>Directors are required to disclose their direct and indirect financial interest in any transaction that may affect the Company</p> <p><u>Links/References are as follows:</u></p> <p>SEC Form 17-C https://marcventuresholdings.com.ph/sec-form-17-c-current-report/</p> <p>Material Related Party Transactions Policy <i>Ref: Article VII</i> https://marcventuresholdings.com.ph/company-policies/</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.	Compliant	<p><i>Provide link or reference where this is disclosed, if any.</i></p> <p>SEC Form 17-C https://marcventuresholdings.com.ph/sec-form-17-c-current-report/</p> <p>PSE Disclosure: 2025 Annual Report https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p> <p>Material Related Party Transactions Policy <i>Ref: Article V</i> https://marcventuresholdings.com.ph/company-policies/</p>	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	<p><i>Provide link or reference where this is disclosed.</i></p> <p>PSE Edge Website http://edge.pse.com.ph/companyDisclosures/form.do?cmpr_id=175</p> <p>Company Website www.marcventuresholdings.com.ph</p>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	<p><i>Identify independent party appointed to evaluate the fairness of the transaction price.</i></p> <p><i>Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.</i></p> <p>As a matter of practice, the Company engages independent parties to evaluate certain transactions.</p>	

Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	<p><i>Provide link or reference where these are disclosed.</i></p> <p>PSE Edge Website http://edge.pse.com.ph/companyDisclosures/form.do?company_id=175</p> <p>Company Website www.marcenturesholdings.com.ph</p> <p>SEC Form 17-C https://marcenturesholdings.com.ph/sec-form-17-c-current-report/</p>	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	<p><i>Provide link to the company's website where the Manual on Corporate Governance is posted.</i></p> <p>2020 Revised Manual on Corporate Governance (SEC with Cover Sheet) https://marcenturesholdings.com.ph/manual-on-corporate-governance/</p>	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant	<p>PSE Submission/Disclosure https://edge.pse.com.ph/openDiscViewer.do?edge_no=602885d588770a090de8473cebbd6407</p>	
Supplement to Recommendation 8.7			

1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	<p><i>Provide proof of submission.</i></p> <p>2020 Revised Manual on Corporate Governance (SEC with Cover Sheet) https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>PSE Submission/Disclosure https://edge.pse.com.ph/openDiscViewer.do?edge_no=602885d588770a090de8473cebbd6407</p>	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		<i>Provide link or reference to the company's Annual Report containing the said information.</i>	
a. Corporate Objectives	Compliant	<p>PSE Disclosure: 2025 Annual Report, Ref: Item 1 https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p>	
b. Financial performance indicators	Compliant	<p>PSE Disclosure: 2025 Annual Report <i>Ref: Part II</i></p>	
c. Non-financial performance indicators	Compliant	<p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p>	
d. Dividend Policy	Compliant	<p>PSE Disclosure: 2025 Annual Report <i>Ref: Part II, Item 5</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p> <p>Subject to the availability of unrestricted retained earnings and the funding requirements of the Company's operations, the Company's policy is to declare regular dividends, whether cash, stock or property dividends, twice a year in such amounts and at such dates to be determined</p>	

		by the Board. The declaration of stock dividends is subject to stockholders' approval in accordance with the requirements of the Revised Corporation Code.	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	PSE Disclosure: 2025 Annual Report <i>Ref: Item 9</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b	
f. Attendance details of each director in all directors' meetings held during the year	Compliant	Please see Board Attendance under Recommendation 4.1 above See also Annex "C" for Board Attendance of directors for 2025	
g. Total remuneration of each member of the board of directors	Compliant	PSE Disclosure: 2025 Annual Report <i>Ref: Item 10</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b	
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	<i>Provide link or reference to where this is contained in the Annual Report.</i> The Corporate Governance portion has been removed from the Annual report as per SEC memorandum 5 series of 2013 item 5 which states: "V. The Corporate Governance section in the Annual Report (SEC Form 17-A) shall be deleted."	

<p>3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.</p>	<p>Compliant</p>	<p><i>Provide link or reference to where this is contained in the Annual Report.</i></p> <p>Statement of Management's Responsibility for Financial Statements (attached to the consolidated FS)</p> <p>PSE Disclosure: 2025 Annual Report https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p>	
<p>4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.</p>	<p>Compliant</p>	<p><i>Provide link or reference to where this is contained in the Annual Report.</i></p> <p>Audit services provided to the Company by external auditor have been pre-approved by the Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee. The Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee has reviewed the magnitude and nature of these services to ensure that they are compatible with maintaining the independence of the external auditor.</p>	
<p>5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).</p>	<p>Compliant</p>	<p><i>Provide link or reference to where these are contained in the Annual Report.</i></p> <p><u>Annual Report Financial Risk Management Objectives and Policies of AFS attached</u></p> <p>PSE Disclosure: 2025 Annual Report https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p>	

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

Recommendation 9.1

<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	<p>Compliant</p>	<p><i>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></p> <p><u>Links/References are as follows:</u></p> <p>The Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee considers only leading audit firms who are capable of providing quality and affordable services to the Company.</p> <p>As stated in the Company’s 2020 Revised Manual on Corporate Governance, it is the Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee’s responsibility to, among others, recommend to the Board the appointment, reappointment, removal and fees of the External Auditor, duly accredited by the Commission, who should undertake an independent audit of the Company.</p> <p>Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee Charter https://marcventuresholdings.com.ph/board-committees-and-members/</p> <p>SEC Form 20-IS</p>	
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<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	<p>Compliant</p>	<p><i>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</i></p> <p><u>Links/References are as follows:</u></p> <p>The Company’s Audit, Corporate Governance, Oversight and Related Party Transaction Committee recommends to the Board of Directors the appointment of the external auditor and the fixing of the audit fees. The Board of Directors and the stockholders approve said recommendation.</p> <p>During the Company’s Annual Stockholder’s Meeting held on 25 July 2025, stockholders owning at least 2,378,676,432 shares representing at least 78.90% of the outstanding capital stock, voted in favor of approving the resolution while zero shares voted against and zero shares abstained on the motion.</p> <p>Website: Minutes of the Annual Stockholders’ Meeting dated 25 July 2025 Minutes of All General or Special Stockholders Meeting – MHI</p>	

<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.</p>	<p>Compliant</p>	<p><i>Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.</i></p> <p>There has been no incident where the Company has taken action with regard to the removal or change in the external auditor.</p>	
Supplement to Recommendation 9.1			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p><i>Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years.</i></p> <p><u>Links/References are as follows:</u></p> <p>Rotation of Lead audit partner is in compliance with Section 3(b)(ix), Rule 68 of the Securities and Regulations Code, as amended:</p> <p>(ix) Rotation of External Auditors The independent auditors or in the case of an audit firm, the signing partner, of the aforementioned regulated entities shall be rotated after every five (5) years of engagement. A two-year cooling off period shall be observed in the re-engagement of the same signing partner or individual auditor.</p> <p>The Company changed its lead audit partner. The previous account partner handling the Company, Belinda B. Fernando, who had been the handling partner since December 2013, was replaced by Carolina P. Angeles last 2018.</p>	

		<p>SEC Form 20-IS, Ref: Item 7 https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
Recommendation 9.2			
<p>1. Audit Committee Charter includes the Audit Committee’s responsibility on:</p> <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor’s independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	Compliant	<p><i>Provide link/reference to the company’s Audit Committee Charter.</i></p> <p><u>Links/References are as follows:</u></p> <p>Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee Charter https://marcventuresholdings.com.ph/board-committees-and-members/</p>	
<p>2. Audit Committee Charter contains the Committee’s responsibility on reviewing and monitoring the external auditor’s suitability and effectiveness on an annual basis.</p>	Compliant		
Supplement to Recommendations 9.2			
<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its</p>	Compliant	<p><i>Provide link/reference to the company’s Audit Committee Charter.</i></p> <p><u>Links/References are as follows:</u></p>	

counterparties, and valuations of such transactions.		Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee Charter https://marcventuresholdings.com.ph/board-committees-and-members/	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant		
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	<i>Disclose the nature of non-audit services performed by the external auditor, if any.</i> Covering Year 2025, there were no non-audit professional services performed by the Company's external auditor.	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	<i>Provide link or reference to guidelines or policies on non-audit services.</i> <u>Links/References are as follows:</u> The approval of the Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee is obtained before the external auditor is engaged to provide any permitted non-audit services. Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee Charter https://marcventuresholdings.com.ph/board-committees-and-members/ 2020 Revised Manual on Corporate Governance,	

		<p><i>Ref: Article 3, Item 3(3.2) and Item 9(9.3)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
Supplement to Recommendation 9.3			
<p>1. Fees paid for non-audit services do not outweigh the fees paid for audit services.</p>	Compliant	<p><i>Provide information on audit and non-audit fees paid.</i></p> <p><u>Links/References are as follows:</u></p> <p>Covering Year 2025, there were no non-audit professional services performed by the Company's external auditor.</p> <p>The approval of the Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee is obtained before the external auditor is engaged to provide any permitted non-audit services.</p>	
Additional Recommendation to Principle 9			
<p>1. Company's external auditor is duly accredited by the SEC under Group A category.</p>	Compliant	<p><i>Provide information on company's external auditor, such as:</i></p> <ol style="list-style-type: none"> 1. <i>Name of the audit engagement partner;</i> 2. <i>Accreditation number;</i> 3. <i>Date Accredited;</i> 4. <i>Expiry date of accreditation; and</i> 5. <i>Name, address, contact number of the audit firm.</i> <p><u>Links/References are as follows:</u></p> <p>SEC Form 20-IS, Ref: Item 7 https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	

		<p>Belinda B. Fernando BOA Accreditation No. 4782/P-005; Valid until June 6, 2026 SEC Accreditation No. 81207 – SEC Group A (Valid for Financial Periods 2023 to 2025) BIR Accreditation No. 08-005144-004-2025 (Valid until August 10, 2028) Reyes Tacandong & Company (Citibank Tower 8741 Paseo de Roxas Makati City; Phone : (02) 8 982 9100)</p>	
<p>2. Company’s external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC’s Office of the General Accountant (OGA).</p>	<p>Compliant</p>	<p><i>Provide information on the following:</i></p> <ol style="list-style-type: none"> 1. <i>Date it was subjected to SOAR inspection, if subjected;</i> 2. <i>Name of the Audit firm; and</i> 3. <i>Members of the engagement team inspected by the SEC.</i> <p><u>Links/References are as follows:</u></p> <p>Our auditor, RTC, has not yet been subjected to SOAR Inspection Program.</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) issues of its business, which underpin sustainability.</p>	<p>Compliant</p>	<p>Website https://marcventuresholdings.com.ph/</p> <p>2020 Revised Manual of Corporate Governance <i>Ref: Article 3, Item 10</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>The company’s wholly owned subsidiary, Marcventures Mining and Development Corporation (MMDC), integrated 3 management systems to raise business standards and more importantly, protect the environment and people.</p> <p>After rigorous, simultaneous audits, MMDC’s Surigao Nickel Mining project obtained International Organization for Standardization (ISO) certification for Environmental Management System (ISO 14001:2015), Quality Management System (ISO 9001:2015), and the Occupational Health and Safety Management System (ISO18001:2007).</p> <p>The British certifying body National Quality Assurance (NQA), which granted MMDC the ISO certification in September 2017, also certified the Company’s integrated Management Systems (IMS).</p>	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>Compliant</p>	<p><i>Provide link to Sustainability Report, if any. Disclose the standards used.</i></p> <p>PSE Disclosure: 2025 Annual Report with 2025 Sustainability Report https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p>	

		<p>The Company used the standards set forth in SEC Memorandum Circular No. 4, Series of 2019 (“Sustainability Reporting Guidelines for Publicly-Listed Companies)</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p> <p>The Company’s wholly-owned and operational subsidiary, Marcventures Mining and Development Corporation (MMDC), obtained its ISO 14001:2004 + Cor. 1:2009 Certification from TÜV Rheinland Cert GmbH, an International Certification Body performing system certification and training as well as providing third-party audit/certification based on various international standards. The certificate issued in favor of MMDC dated 16 May 2016 complies with DENR Administrative Order No. 2015-07 or otherwise known as Mandating Mining Contractors to Secure ISO 14001 Certifications and Republic Act No. 11058 or also known as An Act Strengthening Compliance with Occupational Safety and Health Standards and Providing Penalties for Violations Thereof. It confirms that MMDC’s Environment Management Systems implemented for Mining and Shipping of Nickel Laterite Ore and Post-Mining Activities are compliant with International Standards.</p> <p>Going beyond regulatory demand, MMDC integrated three (3) management systems to raise business standards and more importantly, protect the</p>	
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		<p>environment and people. After rigorous, simultaneous audits, MMDC’s Surigao Nickel Mining project obtained International Organization for Standardization (ISO) certification for Environmental Management System (ISO 14001:2015), Quality Management System (ISO 9001:2015), and the Occupational Health and Safety Management System (ISO18001:2007). The British certifying body National Quality Assurance (NQA), which granted MMDC the ISO certification in September 2017, also certified the Company’s integrated Management Systems (IMS).</p> <p>A continued certification was issued by NQA Philippines, Inc. to MMDC for passing the Surveillance Audit for its Integrated Management System conducted on November 3-4, 2021, to wit:</p> <ol style="list-style-type: none"> 1. ISO 9001:2015 - Quality Management System 2. ISO 14001:2015 - Environmental Management System 3. ISO 45001:2018 - Occupational Health and Safety Management System (migrated from OHSAS 18001:2007) 	
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Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for an informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

<p>1. Company has media and analysts’ briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p>	<p>Compliant</p>	<p><i>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></p> <p><u>Links/References are as follows:</u></p>	
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		Website https://marcventuresholdings.com.ph/	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	Compliant	<i>Provide link to company website.</i> Links/References are as follows: Website https://marcventuresholdings.com.ph/	
a. Financial statements/reports (latest quarterly)	Compliant	Links/References are as follows: PSE Disclosure: 2025 Annual Report https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b SEC Form 17-Q (Quarterly Report) https://marcventuresholdings.com.ph/sec-form-17-q-quarterly-report/ PSE Disclosure: PSE Edge Website https://edge.pse.com.ph/companyDisclosures/form.do?company_id=175	
b. Materials provided in briefings to analysts and media	Compliant	Website https://marcventuresholdings.com.ph/	
c. Downloadable annual report	Compliant	PSE Disclosure: 2025 Annual Report	

		https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b	
d. Notice of ASM and/or SSM	Compliant	Notice of Annual or Special Stockholders Meeting https://marcventuresholdings.com.ph/notice-of-annual-or-special-stockholders-meeting/	
e. Minutes of ASM and/or SSM	Compliant	Minutes of all General or Special Stockholders Meeting https://marcventuresholdings.com.ph/minutes-of-all-general-or-special-stockholders-meeting/	
f. Company's Articles of Incorporation and By-Laws	Complaint	Articles of Incorporation / By-Laws https://marcventuresholdings.com.ph/articles-of-incorporation-by-laws/	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	Website https://marcventuresholdings.com.ph/	
Internal Control System and Risk Management Framework			
Strengthening Internal Control and Risk Management Systems			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	<i>List quality service programs for the internal audit functions.</i> <i>Indicate frequency of review of the internal control system.</i> Links/References are as follows: Part of the responsibilities of the Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee as provided under the Audit,	

		<p>Corporate Governance, Risk Oversight and Related Party Transactions Committee Charter is not only to assist the Board in the performance of its oversight responsibility for the system of internal control, but also to monitor and evaluate the adequacy and effectiveness of the Company's internal control system, including financial reporting control and information technology security.</p> <p>Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee Charter https://marcventuresholdings.com.ph/board-committees-and-members/</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 3(3.2) and Item 12</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Non-Compliant</p>	<p><i>Identify international framework used for Enterprise Risk Management.</i></p> <p><i>Provide information or reference to a document containing information on:</i></p> <ol style="list-style-type: none"> 1. <i>Company's risk management procedures and processes</i> 2. <i>Key risks the company is currently facing</i> 3. <i>How the company manages the key risks</i> <p><i>Indicate frequency of review of the enterprise risk management framework.</i></p>	<p>Although the Company has no comprehensive, enterprise wide ERM framework, the Company has an Enterprise Risk Management Policy.</p> <p>(https://marcventuresholdings.com.ph/enterprise-risk-management/)</p> <p>It takes the good faith position that it already has in place the basic components of an ERM to address</p>

			<p>the various risks the Company is exposed to.</p> <p>The Board of Directors and Management assess the various risks involved in its operations, including the agreements, contracts and transactions the Company enters into. The Company has appointed an Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee whose duty and responsibilities include among others, the oversight of financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Corporation, and crisis management.</p> <p>2020 Revised Manual on Corporate Governance Ref: Article 3, Item 2(2.10) https://marcventuresholdings.com.ph/manual-on-corporate-governance/</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	Compliant	<i>Provide information on or link/ reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</i> <i>Indicate frequency of review.</i>	

<p>appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>		<p><u>Links/References are as follows:</u></p> <p>The Company is guided by the Securities Regulations Code, the Revised Corporate Code of the Philippines and PSE Disclosure Rules and other applicable laws with regard to compliance with laws and relevant regulations.</p> <p>The Company’s compliance program includes compliance risk management, internal controls, training and awareness, compliance monitoring system of all legal and regulatory requirements per department/business unit and assurance through internal and external audits.</p> <p>Periodic reporting of compliance matters by functional units is conducted. Escalation protocols are placed to ensure timely reporting of compliance matters.</p>	
Optional: Recommendation 12.1			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>	<p>Non-compliant</p>	<p><i>Provide information on IT governance process.</i></p>	<p>Although the company has yet to formalize the governance process covering IT issues, it has in place an Information Technology (IT) Department dedicated to handle disruption, cyber security, and disaster recovery, to ensure that all key risks are immediately identified, managed and reported to the Management.</p> <p>The Company’s IT Department ensures early restoration of critical IT and</p>

			communication services and systems to ensure continuous business operation of the Company.
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	<i>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</i> The Company's internal audit is in-house and is headed by Mr. Emerson P. Paulino, appointed Head of Internal Audit effective May 11, 2020. Effective 2026, Mr. Paulino was outsourced as a consultant for the Company's internal audit functions.	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Non-compliant	<i>Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.</i>	The Company has no CAE considering its minimal independent operations. However, an in-house internal audit team led by Mr. Emerson P. Paulino, with the rank of Assistant Vice-President, also performs the same functions for the Company's subsidiary, MMDC, and is seconded to MHI for this purpose. Effective 2026, Mr. Paulino was outsourced as a consultant for the Company's internal audit functions.
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.	Non-compliant		
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.	Non-compliant	<i>Identify qualified independent executive or senior management personnel, if applicable.</i>	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	<i>Provide information on company's risk management function.</i>	

		The Board of Directors and Management assess the various risks involved in its operations, including the agreements, contracts and transactions it enters into. The Company has appointed an Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committee whose duty and responsibilities include among others, the oversight of financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Company, and crisis management.	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	<p><i>Identify source of external technical support, if any.</i></p> <p>The Company did not encounter any matter which will require external technical support in risk management.</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).	Compliant	<p><i>Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.</i></p> <p>Considering the size, structure and operations of the Company, the functions of a Chief Risk Officer is being performed by the Company's AVP for Risk Management.</p> <p>Effective May 11, 2020, the Company appointed via secondment, Mr. Emerson P. Paulino as its Chief Risk Officer. Effective 2026, Mr. Paulino was outsourced as a consultant for the Company's internal audit functions.</p>	

		<p>Links/References are as follows:</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.7.1)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	<p>Considering the size, structure and operations of the Company, the functions of a Chief Risk Officer is being performed by the Company's AVP for Risk Management.</p> <p>Effective May 11, 2020, the Company appointed via secondment Mr. Emerson P. Paulino as its Chief Risk Officer.</p> <p>Links/References are as follows:</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.7.1)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	<p><i>Provide link to CEO and CAE's attestation.</i></p> <p>The CEO and the Audit Committee attest to the audit requirements of the Company through the Statement of Management Responsibility attached to the Financial Statements.</p> <p>Links/References are as follows:</p> <p>PSE Disclosure: 2025 Annual Report</p>	

		https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b	
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	<p><i>Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.</i></p> <p>Links/References are as follows:</p> <p>2020 Revised Manual on Corporate Governance Ref: Article 3, Item 13(13.1) https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	<p><i>Provide link to company's website.</i></p> <p>2020 Revised Manual on Corporate Governance Ref: Article 3, Item 13(13.1) https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	<p>Links/References are as follows:</p> <p>A share structure of "one vote per common share" is being practiced in the Company. Stockholders are given the right</p>	

		<p>to participate in company decision-making pursuant to the one-share one-vote policy of the Company.</p> <p>SEC Form 20-IS https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p> <p>Amended By-Laws dated November 15, 2023 https://marcventuresholdings.com.ph/articles-of-incorporation-by-laws/</p> <p>Section 4, Article I of the Company’s Amended By-Laws dated November 15, 2023 states: “At every meeting of the stockholders of the Company, every stockholder shall be entitled to one vote for each share of stock standing in his name in the books of the Company, provided, however, that in the case of the election of directors, every stockholder shall be entitled to accumulate his votes in accordance with the provisions of law in such case made and provided. xxx”</p>	
<p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	<p>Compliant</p>	<p><i>Provide information on all classes of shares, including their voting rights if any.</i></p> <p><u>Links/References are as follows:</u></p> <p>SEC Form 20-IS <i>Ref: Item 4</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p> <p>Amended Articles of Incorporation dated December 29, 2017</p>	

		<p>https://marcventuresholdings.com.ph/articles-of-incorporation-by-laws/</p> <p>Amended Articles of Incorporation dated 28 March 2022 https://marcventuresholdings.com.ph/articles-of-incorporation-by-laws/</p> <p>Amended By-Laws dated November 15, 2023 https://marcventuresholdings.com.ph/articles-of-incorporation-by-laws/</p> <p>Section 4, Article I of the Company’s Amended By-Laws dated November 15, 2023 states: “At every meeting of the stockholders of the Company, every stockholder shall be entitled to one vote for each share of stock standing in his name in the books of the Company, provided, however, that in the case of the election of directors, every stockholder shall be entitled to accumulate his votes in accordance with the provisions of law in such case made and provided. Every stockholder entitled to vote at any meeting of the stockholders may so vote by proxy. xxx”</p>	
<p>3. Board has an effective, secure, and efficient voting system.</p>	<p>Compliant</p>	<p><i>Provide link to voting procedure. Indicate if voting is by poll or show of hands.</i></p> <p><u>Links/References are as follows:</u></p> <p>SEC Form 20-IS <i>Ref: Item 4</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	

		<p>The method and manner of counting the votes of shareholders shall be by via voice and/or by ballots. The votes shall be counted by the Corporate Secretary and Asst. Corporate Secretary, who shall be assisted by the stock transfer agent.</p> <p>Stockholders were given option to vote during the 2025 ASM either (1) by Proxy or (2) by voting in absentia through the Company's Online Stockholder Voting System.</p>	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	<p><i>Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any.</i></p> <p><u>Links/References are as follows:</u></p> <p>The Company observes the requirements of the Revised Corporation Code of the Philippines regarding the protection of the rights of minority shareholders, including corporate actions requiring supermajority votes (2/3 of outstanding capital stock) for fundamental matters affecting the Company.</p>	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	<p><i>Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution).</i></p> <p>There was no instance where the shareholders called for a special stockholders' meeting and submitted a proposal for consideration or agenda item at the AGM or special meeting. Nonetheless, the Board will allow according to by-laws.</p> <p>Amended By-Laws dated November 15, 2023</p>	

		<p>https://marcventuresholdings.com.ph/articles-of-incorporation-by-laws/</p> <p>Section 2, Article I of the Company’s Amended By-Laws dated November 15, 2023 states: “The special meetings of the stockholders may be called by the Chairman, the President, or such other officers as the Board of Directors may designate, or by order of the Board of Directors, whenever the Board or such officer shall deem it necessary or proper. It shall also be the duty of the President or such other officer as the Board of Directors may designate to order and call such special meetings upon the written request of the stockholders owning or representing not less than one-fourth (1/4) of the outstanding capital stock of the Company.”</p> <p>Further, according to the Company’s 2020 Revised Manual on Corporate Governance, the right to propose the holding of meetings and items for inclusion in the agenda is given to all stockholders.</p> <p>2020 Revised Manual on Corporate Governance Ref: Article 3, Item 13(13.1) https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Compliant</p>	<p><i>Provide information or link/reference to the policies on treatment of minority shareholders.</i></p> <p><u>Links/References are as follows:</u></p>	

		<p>The Company promotes a culture of transparency with protection and equal respect of stockholder rights embodied in its 2020 Revised Manual on Corporate Governance.</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 2(2.5), Item 13(13.1 and 13.2)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>The minority shareholders should be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.</p> <p>The minority shareholders should have access to any and all information relating to matters for which the management is accountable for and to those relating to matters for which the management should include such information and, if not included, then the minority shareholders can propose to include such matters in the agenda of stockholders' meeting, being within the definition of "legitimate purposes".</p>	
<p>7. Company has a transparent and specific dividend policy.</p>	<p>Compliant</p>	<p><i>Provide information on or link/reference to the company's dividend Policy.</i></p> <p><i>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></p> <p><u>Links/References are as follows:</u></p>	

		<p>The Company abides by the provision on the right to dividends in accordance with Section 42 of the Revised Corporation Code.</p> <p>Further, according to Article VI of the Amended By-Laws of the Corporation dated November 15, 2023, the Board of Directors may declare dividends only from the surplus profits arising from the business of the Corporation. Provided, however, that no stock or bond dividend shall be issued without the approval of stockholders representing not less than two-thirds (2/3) of all stock then outstanding and entitled to vote at the general or special meeting called for the purpose.</p> <p>Amended By-Laws dated November 15, 2023 https://marcventuresholdings.com.ph/articles-of-incorporation-by-laws/</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 13(13.1)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p> <p>PSE Disclosure: 2025 Annual Report https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p> <p>Subject to the availability of unrestricted retained earnings and the funding requirements of the Company's operations, it is the Company's policy to declare regular dividends, whether cash, stock or property dividends, twice</p>	
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		a year in such amounts and at such dates to be determined by the Board. The declaration of stock dividends is subject to stockholders' approval in accordance with the requirements of the Revised Corporation Code of the Philippines.	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	<p><i>Identify the independent party that counted/validated the votes at the ASM, if any.</i></p> <p>The Company engaged the services of the below independent party to count and/or validate the votes at the Annual Stockholders' Meeting:</p> <p>STOCK TRANSFER SERVICE, INC. 34-D Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, 1226 Philippines</p>	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p><i>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out.</i></p> <p><i>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</i></p> <p><i>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS).</i></p> <p><u>Links/References are as follows:</u></p>	

		<p>The Notice of the 2025 Annual Stockholders’ Meeting was sent out to all stockholders on record on June 25, 2025 or no later than 21 calendar days before the 2025 Annual Stockholders’ Meeting held on July 25, 2025.</p> <p>There were no changes in remuneration as of the Last Annual Meeting.</p> <p><u>PSE Disclosure: SEC Form 17-C (Notice of Annual Stockholders’ Meeting)</u> https://edge.pse.com.ph/openDiscViewer.do?edge_no=22ee14f171b0d91aec6e1601ccee8f59</p> <p><u>SEC Form 20-IS</u> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
Supplemental to Recommendation 13.2			
<p>1. Company’s Notice of Annual Stockholders’ Meeting contains the following information:</p>	<p>Compliant</p>	<p><i>Provide link or reference to the company’s notice of Annual Shareholders’ Meeting.</i></p> <p><u>Links/References are as follows:</u></p> <p><u>Notice of Annual or Special Stockholders’ Meeting</u> https://edge.pse.com.ph/openDiscViewer.do?edge_no=22ee14f171b0d91aec6e1601ccee8f59</p> <p><u>PSE Disclosure: SEC Form 17-C (Notice of Annual Stockholders’ Meeting)</u> https://edge.pse.com.ph/openDiscViewer.do?edge_no=22ee14f171b0d91aec6e1601ccee8f59</p>	

		<p>SEC Form 20-IS https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	<p>SEC Form 20-IS <i>Ref: Item 5</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
b. Auditors seeking appointment/re-appointment	Compliant	<p>SEC Form 20-IS <i>Item 7</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
c. Proxy documents	Compliant	<p>SEC Form 20-IS <i>Ref: Proxy Form</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting.	Compliant	<p><i>Provide link or reference to the rationale for the agenda items.</i></p> <p><u>Links/References are as follows:</u></p> <p>SEC Form 20-IS <i>Ref: Agenda (Details and Rationale)</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=407ae38b5e44cf01ec6e1601ccee8f59</p>	
Recommendation 13.3			

<p>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.</p>	<p>Compliant</p>	<p><i>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.</i></p> <p><u>Links/References are as follows:</u></p> <p>After the agenda is discussed, the floor is opened for questions from the shareholders. No questions were raised during the meeting.</p> <p>During the July 25, 2025 ASM, the Assistant Corporate Secretary of the Company certified that there were present at the meeting stockholders owning at least 2,378,676,432 shares representing at least 78.90% of the outstanding capital stock of the Company. Therefore, there was a quorum for the transaction of business.</p> <p>Minutes of All General or Special Stockholders' Meeting https://marcventuresholdings.com.ph/minutes-of-all-general-or-special-stockholders-meeting/</p>	
<p>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.</p>	<p>Compliant</p>	<p><i>Provide link to minutes of meeting in the company website.</i></p> <p><i>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</i></p> <p><i>Indicate also if the voting on resolutions was by poll.</i></p>	

		<p><i>Include whether there was opportunity to ask question and the answers given, if any.</i></p> <p><u>Links/References are as follows:</u></p> <p>Minutes of All General or Special Stockholders' Meeting https://marcventuresholdings.com.ph/minutes-of-all-general-or-special-stockholders-meeting/</p> <p>Minutes of the 2025 Annual Stockholders' Meeting were posted in the Company website on July 31, 2025 or within the five (5) business days from the end of the meeting.</p> <p>In 2025, the Company did not have Special Shareholders' Meeting.</p> <p>After the agenda is discussed, the floor is opened for questions from the shareholders. No questions were raised during the meeting.</p> <p>During the July 25, 2025 ASM, the Atty. Ana A. Katigbak, the Assistant Corporate Secretary of the Company, with the permission of the Corporate Secretary, certified that there were present at the meeting stockholders owning at least 2,378,676,432 shares representing at least 78.90% of the outstanding capital stock of the Company. Therefore, there was a quorum for the transaction of business.</p>	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant	Compliant	<i>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting.</i>	

<p>individuals to answer shareholders' questions during the ASM and SSM.</p>		<p><u>Links/References are as follows:</u></p> <p>Representatives of Reyes Tacandong & Co., including Ms. Carolina P. Angeles, were present during the July 25, 2025 ASM.</p>	
<p>Recommendation 13.4</p>			
<p>1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p>	<p>Compliant</p>	<p><i>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes.</i></p> <p><u>Links/References are as follows:</u></p> <p>There has been no instance of intra-corporate disputes. The 2020 Revised Manual on Corporate Governance provides that in cases of intra-corporate disputes, the Board of Directors may engage the services of a neutral third party to assist in the resolution of issues between the Corporation and stockholders, third parties and regulatory authorities. The alternative dispute mechanism may include arbitration, mediation, conciliation, early neutral evaluation, mini-trial, or any combination thereof, as the Corporation and the circumstances see fit.</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 13(13.4)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	

2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	<p><i>Provide link/reference to where it is found in the Manual on Corporate Governance.</i></p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 13(13.4)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Non-compliant	<p><i>Disclose the contact details of the officer/office responsible for investor relations, such as:</i></p> <ol style="list-style-type: none"> <i>1. Name of the person</i> <i>2. Telephone number</i> <i>3. Fax number</i> <i>4. E-mail address</i> 	<p>Mr. Lester C. Yee was appointed as the Assistant Vice President for Corporate Planning and Investor Relations Head effective July 14, 2020. Prior to his appointment, Mr. Reuben F. Alcantara, VP for Marketing, Business Development and Strategic Planning, was the Company's Investor Relations Head.</p> <p>Mr. Yee resigned from the Company effective 31 December 2021. The position has not yet been filled for 2023, 2024, and 2025.</p>
2. IRO is present at every shareholder's meeting.	Non-compliant	<i>Indicate if the IRO was present during the ASM.</i>	There was no new Investor Relations Officer for 2025.
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	<p><i>Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.</i></p> <p>There has been no event so far that will require the Board to act and/or avoid anti-takeover measures or similar devices.</p>	

<p>2. Company has at least thirty percent (30%) public float to increase liquidity in the market.</p>	<p>Compliant</p>	<p><i>Indicate the company's public float.</i></p> <p><u>Links/References are as follows:</u></p> <p>The Company's public float as of December 31, 2025 was at 41.09%.</p> <p>Public Ownership Report https://edge.pse.com.ph/openDiscViewer.do?edge_no=1a08ef0e112dafb164d70b69f0a3140b</p>	
Optional: Principle 13			
<p>1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting</p>	<p>Compliant</p>	<p><i>Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM.</i></p> <p><u>Links/References are as follows:</u></p> <p>See below Company's practice to encourage stockholders' participation beyond ASM:</p> <p>(i) Dialogue between the Company and Investors. The Company recognizes the importance of accountability to its shareholders and through proper and timely dissemination of information on the Company's performance and major developments via appropriate channel of communication. Dissemination of information includes the distribution of the Annual Report and relevant circulars, issuance of press releases inclusive</p>	

		<p>of quarterly financial performance of the Company to SEC and PSE Edge and the public via the Company's website (www.marcventuresholdings.com.ph) which the shareholders can access for information.</p> <p>(ii) Annual Stockholders' Meeting ("ASM") The ASM is a platform for the Board and stockholders to communicate on the Company's performance. At the ASM, stockholders are encouraged to seek clarification on any matters pertaining to the business and financial performance of the Company. Any item of special business included in the notice of the meeting will be accompanied by a full explanation of the effect of the proposed resolution which is then separately voted on. The stockholders are informed of their right to demand for poll prior to the commencement of each general meeting. Any enquiry regarding the Company and its group of companies may be conveyed to the following personnel:</p> <p>Atty. Ana Maria A. Katigbak Tel.#831-4479 Email: ana.katigbak@cltps.com.ph</p>	
<p>2. Company practice secure electronic voting in absentia at the Annual Shareholders' Meeting.</p>	<p>Compliant</p>	<p><i>Disclose the process and procedure for secure electronic voting in absentia, if any.</i></p> <p>During the July 25, 2025 Annual Stockholders' Meeting (ASM) of the Company, the stockholders were given option to vote during the 2025 ASM either (1) by Proxy or</p>	



		(2) by voting in absentia through the Company's Online Stockholder Voting System.	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	<p><i>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></p> <p><u>Links/References are as follows:</u></p> <p>The Company's Stakeholders are the stockholders, Management, Board, employees, customers, suppliers and contractors, creditors and business partners, local government units, government agencies and the host communities and environment from which the business draws its resources.</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 14</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the	Compliant	<i>Identify policies and programs for the protection and fair treatment of company's stakeholders.</i>	

<p>fair treatment and protection of stakeholders.</p>		<p><u>Links/References are as follows:</u></p> <p>The Company is guided by various Company policies, such as Insider Trading Policy, Whistle Blowing Policy, Gift and Entertainment Policy, and Material Related Party Transactions Policy.</p> <p>Company Policies https://marcventuresholdings.com.ph/company-policies/</p> <p>Code of Business Conduct and Ethics https://marcventuresholdings.com.ph/wp-content/uploads/2024/04/MARCVENTURES-HOLDINGS-INC.-Code-of-conducts.pdf</p> <p>The Company also discloses material information to adequately inform the stakeholders of the activities of the Company.</p> <p>Annual and Quarterly Reports and other Material Disclosures are available in the Company website and PSE Edge website.</p> <p>Company Website www.marcventuresholdings.com.ph</p> <p>PSE Disclosure: PSE Edge Website https://edge.pse.com.ph/companyDisclosures/form.do?company_id=175</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 14(14.2)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
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Recommendation 14.3			
<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>Compliant</p>	<p><i>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.</i></p> <p><i>Provide information on whistleblowing policy, practices and procedures for stakeholders.</i></p> <p>Any inquiry regarding the Company and its group of companies may be conveyed to the following personnel:</p> <p>Atty. Ana Maria A. Katigbak Tel.#831-4479 Email: ana.katigbak@cltpsj.com.ph</p>	
Supplement to Recommendation 14.3			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	<p>Compliant</p>	<p><i>Provide information on the alternative dispute resolution system established by the company.</i></p> <p>A grievance policy for employees as well as for community complaints and disputes is in place.</p>	
Additional Recommendations to Principle 14			

<p>1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.</p>	<p>Compliant</p>	<p><i>Disclose any requests for exemption by the company and the reason for the request.</i></p> <p>The Company complies with requirements of Corporation Code and the Securities Regulation Code. To the best of its knowledge, the Company has not sought for any exemption from the application of a law, rule or regulation that refers to a corporate governance issue.</p>	
<p>2. Company respects intellectual property rights.</p>	<p>Compliant</p>	<p><i>Provide specific instances, if any.</i></p> <p>The Company buys licensed software such as Microsoft, antivirus, database applications etc.</p>	
<p>Optional: Principle 14</p>			
<p>1. Company discloses its policies and practices that address customers' welfare</p>	<p>Compliant</p>	<p><i>Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.</i></p>	<p>Not applicable. The Company has no direct customers. Its sole operating subsidiary, MMDC, which is engaged in mining, sells its nickel ores to large-scale foreign buyers that are sophisticated enough with their market knowledge and depth of experience.</p>
<p>2. Company discloses its policies and practices that address supplier/contractor selection procedures</p>	<p>Compliant</p>	<p><i>Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.</i></p>	<p>Not applicable. The Company has no direct customers. Its sole operating subsidiary, MMDC, as a matter of practice, has an accreditation procedure to verify the financial, legal, and technical qualifications of its contractors/vendors.</p>

			A policy on selection procedures for selecting supplier/procedures is attached as Annex “E” .
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company’s goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company’s goals and in its governance.	Compliant	<p><i>Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.</i></p> <p><u>Links/References are as follows:</u></p> <p>The Company treats its people as its primary asset in attaining its business objectives. Thus, the Company makes sure that its people are well cared for, respected, rewarded, and secured.</p> <p>The Company implements various programs involving its employees and encourage them to actively participate in the realization of the Company’s goals and in its governance. This includes the conduct of general assemblies to encourage employee participation, regular dialogue and operations meetings.</p> <p>Our People https://marcventuresholdings.com.ph/our-people/</p> <p>Health and Safety</p>	

		https://marcventuresholdings.com.ph/guidelines-in-preventing-the-spread-of-covid-19/ https://marcventuresholdings.com.ph/mine-safety-and-health-rules-and-regulations/ https://marcventuresholdings.com.ph/occupational-safety-and-health-program/	
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	<i>Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.</i>	While the Company has no institutionalized or codified merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, the Company's short-term financial rewards (e.g. productivity bonuses) are based on employee performance and company performance.
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<p><i>Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</i></p> <p><u>Links/References are as follows:</u></p> <p>The Company has policies in place regarding mining operations and safety procedures to reduce fatality, personal injury, illness, and property or environmental damage. Also, aside from ensuring compliance with government-mandated benefits, the Company also offers extra compensation that fulfills its employees' medical</p>	

		<p>(employees are provided with Health Maintenance Organization (HMO) cards and annual physical examination), livelihood and educational needs. These extend to the employees' family members in the form of food subsidies, educational assistance, and health insurance.</p> <p>Health and Safety https://marcventuresholdings.com.ph/guidelines-in-preventing-the-spread-of-covid-19/ https://marcventuresholdings.com.ph/mine-safety-and-health-rules-and-regulations/ https://marcventuresholdings.com.ph/occupational-safety-and-health-program/</p> <p>Our People https://marcventuresholdings.com.ph/our-people/</p>	
<p>3. Company has policies and practices on training and development of its employees.</p>	<p>Compliant</p>	<p><i>Disclose and provide information on policies and practices on training and development of employees.</i></p> <p><i>Include information on any training conducted or attended.</i></p> <p><u>Links/References are as follows:</u></p> <p>Excellence, leadership, commitment, and integrity are values that represent the Company's people philosophy. In order to realize this philosophy, the Company strives to</p>	

		<p>provide rewarding opportunities and benefits to its employees and encourage them to maximize their fullest potential. The Company takes serious efforts to constantly hone and nurture its people because the Company views them as partners in providing value to its stakeholders.</p> <p>Employees are encouraged to obtain trainings and career developments relevant to their work and designed based on competencies and talent requirements of the individual employees. Some of the trainings, seminars, conferences include How to File Annual Reports Using SEC Online Submission Tool, Corporate Governance and Sustainability, Corporate Governance Seminar, and 2021 SEC-GRI Workshops for Publicly-Listed.</p>	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	<p><i>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption.</i></p> <p><u>Links/References are as follows:</u></p> <p>Gifts and Entertainment Policy https://marcventuresholdings.com.ph/wp-content/uploads/2024/04/MARCVENTURES-HOLDINGS-INC.-Code-of-conducts.pdf</p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Item 15(15.2)</i> https://marcventuresholdings.com.ph/manual-on-corporate-governance/</p>	
Board disseminates the policy and program to employees across the	Compliant	<p><i>Identify how the board disseminated the policy and program to employees across the organization.</i></p>	

<p>organization through trainings to embed them in the company's culture.</p>		<p><u>Links/References are as follows:</u></p> <p>The Board has the primary duty to make sure that the internal systems are in place to ensure the compliance with the Code of Business Conduct and Ethics and its internal policies and procedures of the directors, officers, and employees in the performance of their duties and responsibilities and in their transaction with investors, creditors, contractors, vendors, suppliers, buyers, regulators, and the general public.</p> <p>The Company's Human Resources (HR) Department has the primary duty to implement and administer the Code of Business Conduct and Ethics and internal policies through onboarding orientation and refresher trainings.</p> <p>All directors and officers and employees are given a copy of the Company Code of Conduct.</p>	
Supplement to Recommendation 15.2			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>	<p>Compliant</p>	<p><i>Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices.</i></p> <p><i>Include any finding of violations of the company policy.</i></p> <p><u>Links/References are as follows:</u></p> <p>Gifts and Entertainment Policy</p>	

		https://marcventuresholdings.com.ph/wp-content/uploads/2024/04/MARCVENTURES-HOLDINGS-INC.-Code-of-conducts.pdf	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	<p><i>Disclose or provide link/reference to the company whistleblowing policy and procedure for employees.</i></p> <p><i>Indicate if the framework includes procedures to protect the employees from retaliation.</i></p> <p><i>Provide contact details to report any illegal or unethical behavior.</i></p> <p><u>Links/References are as follows:</u></p> <p>Whistle Blowing Policy https://marcventuresholdings.com.ph/whistle-blowing-policy/</p> <p>Material Related Party Transactions Policy https://marcventuresholdings.com.ph/company-policies/</p>	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	<p><u>Links/References are as follows:</u></p> <p>Whistle Blowing Policy https://marcventuresholdings.com.ph/whistle-blowing-policy/</p> <p>Material Related Party Transactions Policy https://marcventuresholdings.com.ph/company-policies/</p>	

<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compliant</p>	<p><i>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</i></p> <p><u>Links/References are as follows:</u></p> <p>As of December 31, 2025, there were no incidents reported through any of the identified whistleblower reporting channels.</p> <p>Whistle Blowing Policy https://marcventuresholdings.com.ph/whistle-blowing-policy/</p> <p>Material Related Party Transactions Policy https://marcventuresholdings.com.ph/company-policies/</p>	
<p>Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.</p>			
<p>Recommendation 16.1</p>			
<p>Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>Compliant</p>	<p><i>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</i></p> <p><u>Links/References are as follows:</u></p> <p>Company Website https://marcventuresholdings.com.ph/</p>	

		<p>Bringing Back Nature https://marcventuresholdings.com.ph/bringing-back-nature/</p> <p>Health https://marcventuresholdings.com.ph/health/</p> <p>Education https://marcventuresholdings.com.ph/education/</p> <p>Livelihood https://marcventuresholdings.com.ph/livelihood/</p> <p>Public Facilities https://marcventuresholdings.com.ph/public-facilities-2/</p> <p>Socio Cultural Preservation https://marcventuresholdings.com.ph/socio-cultural-preservation/</p> <p>Corporate Social Responsibility https://marcventuresholdings.com.ph/socio-economic-contributions/</p>	
Optional: Principle 16			
<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development.</p>	<p>Compliant</p>	<p><i>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.</i></p> <p>Links/References are as follows:</p> <p>Bringing Back Nature</p>	

		<p>https://marcventuresholdings.com.ph/bringing-back-nature/</p> <p>Corporate Social Responsibility https://marcventuresholdings.com.ph/socio-economic-contributions/</p> <p>PSE Disclosure: 2025 Annual Report with 2025 Sustainability Report https://edge.pse.com.ph/openDiscViewer.do?edge_no=16bbdbee16b5c30b64d70b69f0a3140b</p>	
<p>2. Company exerts effort to interact positively with the communities in which it operates</p>	<p>Compliant</p>	<p><i>Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.</i></p> <p>Links/References are as follows:</p> <p>Health https://marcventuresholdings.com.ph/health/</p> <p>Education https://marcventuresholdings.com.ph/education/</p> <p>Livelihood https://marcventuresholdings.com.ph/livelihood/</p> <p>Public Facilities https://marcventuresholdings.com.ph/public-facilities-2/</p> <p>Socio Cultural Preservation</p>	

		<p>https://marcventuresholdings.com.ph/socio-cultural-preservation/</p> <p>Corporate Social Responsibility https://marcventuresholdings.com.ph/socio-economic-contributions/</p> <p>PSE Disclosure: 2025 Annual Report with 2025 Sustainability Report https://edge.pse.com.ph/openDiscViewer.do?edge_no=23ce91ff7c5df0d9ec6e1601ccee8f59</p>	
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Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Makati on 29 May 2026.

Signatures



Cesar C. Zalamea
Chairman of the Board



Carlos Alfonso T. Ocampo
Independent Director



Kwok Yam Ian Chan
Independent Director



Roberto V. San Jose
Corporate Secretary



Augusto C. Serafica, Jr.
President



Alfredo S. Panlilio
Independent Director



Emerson P. Paulino
Compliance Officer

REPUBLIC OF THE PHILIPPINES)

CITY OF MAKATI) S. S.

SUBSCRIBED AND SWORN TO before me this MAY 29 2026 of _____, affiants exhibiting to me their valid identification, as follows:

Name	Valid Identification	Expiry Date	Date/Place of Issue
Cesar C. Zalamea	TIN No. [REDACTED]		
Augusto C. Serafica, Jr.	TIN No. [REDACTED]		
Carlos Alfonso T. Ocampo	TIN No. [REDACTED]		
Kwok Yam Ian Chan	TIN No. [REDACTED]		
Alfredo S. Panlilio	TIN No. [REDACTED]		
Emerson P. Paulino	TIN No. [REDACTED]		
Roberto V. San Jose	TIN No. [REDACTED]		

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Book No. 11

Series of 2026


ATTY. REUBEN CARLO O. GENERAL
Notary Public for Makati City
Appt. No. M-223 Until 31 Dec. 2028
Roll of Attorneys No. 59087
IBF Membership No. 480027; 12/01/2024
P/R No. MKT-10789717AG, 01/12/2023
MCLE Compliance No. VII-0042253;
3F ALPAP I Building, #140 Levisate Street
Salcedo Village, Makati City



Jolena Guantero <jolena.guantero@marcventures.com.ph>

[Notice of Joint Meeting] MHI and MMDC Board of Directors Meeting on 26 June 2025

4 messages

Rommel Casipe <rommel.casipe@marcventures.com.ph>

11 June 2025 at 10:31

To: MHI - Board of Directors <mhi-bod@marcventures.com.ph>, MMDC - Board of Directors <mmdc-bod@marcventures.com.ph>

Cc: Legal Department <legal.department@marcventures.com.ph>, Diane Madelyn Ching <dcc.chinglaw@gmail.com>, Salvador Andrew Tugade <salvador.tugade@marcventures.com.ph>, roberto.sanjose@cltpsj.com.ph, "ana.katigbak@cltpsj.com.ph <ana.katigbak@cltpsj.com.ph>" <ana.katigbak@cltpsj.com.ph>, "Tristan Gabriel D. Felipe" <tristan.felipe@cltpsj.com.ph>, Rolando Santos <rolly.santos@marcventures.com.ph>

**Dear Chairman Zalamea
and Members of the Board of Directors of MHI and MMDC:**

Please be reminded of the upcoming Joint MHI and MMDC Board of Directors regular meeting scheduled on **26 June 2025 (Thursday) at 2pm.**

Below are the meeting details for common reference:

Topic	MHI MMDC - Board of Directors Meeting
Date & Time	26 June 2025; 02:00PM
Venue	MHI Boardroom, 4th Floor BDO Towers Paseo (formerly Citibank Center), 8741 Paseo de Roxas, Makati City
Zoom Details:	Meeting Link: https://us06web.zoom.us/j/82836295322?pwd=b5lNURLyEXCbbheN81kzKsR7Pz80TD.1 Meeting ID: 828 3629 5322 Passcode: 629185

The **notice, agenda, and meeting materials** will be sent in a subsequent email.

Thank you.

**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS OF
MARCVENTURES HOLDINGS, INC. ("MHI" or the "Company")**

Held on June 26, 2025 at 2:00 p.m.
at the 4th Floor, BDO Towers Paseo (formerly Citibank Center),
8741 Paseo de Roxas, Makati City

and through videoconference via Zoom

<https://us06web.zoom.us/j/82836295322?pwd=b5lNURlyEXCbbheN81kzKsR7Pz80TD.1>

Meeting ID: 828 3629 5322

Passcode: 629185

DIRECTORS PRESENT:

Mr. Augusto C. Serafica, Jr. – *President and Director*
Ms. Ruby K. Sy – *Director*
Ms. Marianne Regina T. Dy – *Director*
Mr. Anthony M. Te – *Director*
Atty. Carlos Alfonso T. Ocampo – *Independent Director*

DIRECTORS ABSENT:

Mr. Cesar C. Zalamea – *Chairman*
Mr. Michael L. Escaler – *Director*
Mr. Kwok Yam Ian Chan – *Independent Director*

MANAGEMENT REPRESENTATIVES PRESENT:

Mr. Rolando S. Santos (Chief Operating Officer and Executive Vice President, MHI, and Treasurer, MMDC)
Mr. Elmer O. Purisima (AVP for Accounting)
Engr. Eduardo Francisco (President/General Mine Operations Head of MMDC)
Engr. Bernard P. Baluda (AVP for Compliance, Acquisition, and Tenements Management of MMDC)
Atty. Salvador Andrew Tugade (AVP for Legal)
Atty. Rommel T. Casipe (Legal Counsel and Co-Assistant Corporate Secretary, MHI; Corporate Secretary, MMDC)
Atty. Patricia Camille M. De Los Santos (Legal Counsel, MHI; Incoming MMDC Assistant Corporate Secretary)

ALSO PRESENT:

Atty. Dana Genevieve C. Dela Cruz, Senior Associate, CLTPSJ Law Firm
Atty. Paolo Antonio V. Gerpacio, Associate, CLTPSJ Law Firm

I. CALL TO ORDER

In the absence of Chairman Cesar C. Zalamea, Mr. Augusto C. Serafica, Jr. was requested to act as Chairman of the meeting. He then called the meeting to order and presided over the same. With the permission of the Corporate Secretary, Atty. Roberto V. San Jose (“Atty. San Jose”), the Assistant Corporate Secretary, Atty. Rommel T. Casipe (“Atty. Casipe”), acted as Secretary of the meeting. A recording of the meeting was taken in compliance with the Securities and Exchange Commission’s requirements for virtual board meetings.

II. CERTIFICATION OF QUORUM

Atty. Casipe called the roll of directors. The directors confirmed that they were participating in the meeting as follows:

<i>Name of Director</i>	<i>Location</i>	<i>Type of Device</i>	<i>Email</i>
Augusto C. Serafica, Jr.	<i>Attending in Person</i>		titoserafica@yahoo.com
Marianne Regina T. Dy	Makati City	Phone	marianne.dy@sonice.com.ph
Ruby K. Sy	Quezon City	Tablet	ampibari@yahoo.com
Anthony M. Te	Singapore	Phone	te_anthony@yahoo.com
Carlos Alfonso T. Ocampo	Makati City	Desktop	cto@omlawphil.com

The directors also confirmed seeing and hearing the proceedings clearly and having received the agenda and materials for the meeting.

There being present at least a majority of the members of the Board of Directors, Atty. Casipe certified that a quorum existed for the transaction of corporate business.

III. APPROVAL OF THE AGENDA

Before proceeding to the next item on the Agenda, Atty. Casipe informed the Board that there were no changes to the agenda. The Chairman noted the same and the agenda was approved.

IV. MINUTES OF THE PREVIOUS MEETINGS

Atty. Casipe presented the highlights of the minutes of the special board meetings held on May 10, 2025, May 16, 2025 and May 23, 2025.

There being no comments, upon motion duly made and seconded, the Board approved the minutes of the said meetings.

Atty. Patricia Camille De Los Santos presented for the information of the Board, the highlights of the minutes of the Joint MHI and MMDC Executive Committee Meetings held on April 29, 2025, May 22, 2025 and June 17, 2025.

There being no comments, upon motion duly made and seconded, the Board noted the highlights of the Joint Executive Committee Meetings.

V. MATTERS ARISING FROM THE MINUTES OF PREVIOUS MEETING

Atty. Casipe reported that there were no matters arising from the minutes of the previous meetings.

VI. MATTERS FOR BOARD INFORMATION, DISCUSSION, AND/OR APPROVAL

VI.1. For Information: Operations Updates

Engr. Eduardo M. Francisco (“Engr. Francisco”), President and General Mine Operations Head of MMDC presented the Operations Updates.

Rainfall Data

The percentage of rainy days at the Company’s mine sites and the weather improved for the month of June. The mine sites experienced rain for 40-60% of the period from June 1-18, 2025.

Shipment Operations

The shipment operation and discussed the stockyard inventory as of end of June 18, 2025 were discussed. Based on estimated physical inventory, there were 66,000 wet metric ton (WMT) of saprolite and 90,000 WMT of limonite.

Shipment # 10 for saprolite was completed on June 19, 2025. The vessel for Shipment # 12 for limonite arrived on June 21, 2025 and was completed on June 25, 2025. The next vessel coming up would be Shipment # 13 for limonite which would be arriving at the MMDC port on June 29, 2025.

Mining Operations

The accomplishment of the mining operations was discussed. The challenges for the mining operations were: (1) intermittent rainy days which prevented mining operations and production; and (2) lack of equipment from the general contractors

SDMP Information and Update

18% of the Company’s annual social development and management plan was accomplished as of May 2025.

Independent Director Atty. Carlos Ocampo (“Atty. Ocampo”) asked whether the general contractors were compliant or in breach of their agreements with the Company since the output was limited by their equipment. Engr. Francisco replied that the general contractors were compliant, but the Company’s directive was to slow down the saprolite

mining since the market was not defined at the time. Furthermore, the Company was still working on its STC/AP approval so the Company could not require the contractors to put in all their equipment. Finally, Engr. Francisco informed the Board that, due to the rainy days for the months of March and April, the Company agreed with the contractors' view that they would not be able to bring in the required equipment on site.

As a follow up question, Atty. Ocampo asked whether the contractors were excused from complying with their agreements, to which Engr. Francisco replied in the affirmative. Atty. Ocampo proposed that, for the sake of good governance, there should be a distinction on whether the contractors were excused under the terms of the contract, or because of special considerations. Since the contractors were excused under a judgment call by the Company, Atty. Ocampo proposed that only the Company should make those exceptional calls to excuse the contractors. The Board noted the comments of Atty. Ocampo.

There being no further comments or objections, the updates were noted by the Board.

VI.2. For Information: Marketing Updates

Mr. Ric F. Macabidang ("Mr. Macabidang"), AVP for Marketing and Business Development, presented the Marketing Updates.

LME and SMM Nickel Price Index

On the nickel market, LME and SMM Nickel futures fell below US\$ 15,000 due to pressure factors such as oversupply concerns, U.S. tariff hikes on stainless steel from 25% to 50%, and the Middle East conflict between Iran and Israel. However, Indonesia's reduced mining quotas and their push for stricter ESG compliance to align with global regulations were expected to cut prices by reducing the excess supply.

Low Grade High Iron Nickel Ore

Low grade high iron nickel ore prices spiked significantly due to tight supply and stable demand, with traders rushing to secure feed stock for their factory clients. However, the benchmark recently changed from 0.9% Nickel and 48% Iron, to 0.8% Nickel and 48% Iron in order to better align with the prevailing market transactions.

Medium and High Grade Nickel Ore

For medium and high-grade nickel ore, the prices increased, supported by the 115% mutual tariff rollback between the U.S. and China, while the strong demand from Indonesia forced the Chinese factories to match rising price offers in order to secure ore supply.

Ferro Alloy Freight Cost Index

There was a reduction in freight rates attributed to reduced vessel demand because of weather-related delays affecting mining and loading operations. Furthermore, the freight rates were highly sensitive to fluctuation in oil prices, amplified by the ongoing conflict in Middle East. However, it was expected that the freight cost will stabilize following the announcement of the ceasefire between Israel and Iran.

SMM Iron Fines Prices Index

In terms of iron ore, prices for futures weakened as the U.S. doubled the steel tariffs to 50% from 25%, adding to downward pressure already caused by weak Chinese factory data on account of seasonal slowdown after the spring construction peak in March.

Sales Updates for 2025

The Company's performance for 2025 had been strong to date, with the Company having secured fifteen (15) shipment contracts, including five saprolite and ten limonite shipments. The most recent deals, which were Shipments 14 and 15, were sold at competitive prices at US\$ 27.30 for limonite and US\$ 38.00 for saprolite. Of the 15 contracts, Wuhua accounted for eight, Yuantuo for six, and PSU for one. Other buyers showed strong interest and actively participated in the bidding process but have so far not outbid Wuhua and Yuantuo.

Collections Updates

As of June 24, 2025, the marketing team was able to collect US\$ 17.75 Million, with US\$ 16.75 Million in revenues and US\$ 1.05 Million in unapplied advance deposits. Additionally, the marketing team was able to bill US\$ 3.14 Million in receivables, primarily from downpayments on upcoming shipments.

There being no comments or objections, the updates were noted by the Board.

VI.3. For Information and Approval: Controllership Updates

Mr. Elmer O. Purisima ("Mr. Purisima"), AVP for Accounting, presented the Controllership Updates on behalf of Mr. Dale A. Tongco ("Mr. Tongco"), Vice President for Controllership.

Year-to-Date May 2025 Financial Performance

Mr. Purisima presented the actual balances of the Company's profit and loss accounts in contrast to the budgeted balances. He reported that for MMDC, the net income amounted to Php 28.67 Million, which represented a 121% increase compared to the budget of (-)139.46 Million. This also represented a 178% increase compared to the prior year net loss of Php 36.70 Million. For the MHI consolidated, he reported that the net income amounted to Php 48.93 Million, which was higher by 131% compared to the budget, and higher by 182% compared to the prior year.

For the EBITDA of MMDC, there was a positive Php 89.8 Million, which was higher by 163% compared to the budget, and represented a 490% increase compared to the prior year of 2024.

On the Company's revenues as of May 2025, he highlighted that the Company generated revenue amounting to Php 676.67 Million, coming from the eight boatloads comprised of three saprolite and five limonite, with an average contracted price of US\$ 26.65

per wet metric ton. The budget was lower than the revenues by Php 3.96 Million or 1% due to the shortfall of one boatload. Compared to the previous year of 2024, the revenues increased by Php 405.61 Million representing a 150% increase.

The average contract prices for the eight shipments mix of saprolite and limonite was at US\$ 26.65 per WMT, which was higher than the budget and prior year average prices. As to the forex rate, the latest average was Php 56.08 to a dollar for the eight shipments, which was lower than the average budget forex rate of Php 57.00 and last year's Php 57.46.

There were three shipments in April and five shipments for May.

Cost of sales amounting to Php 439.91 Million coming from the eight boatloads represented 65% of the revenue. This was 33% favorably lower than the budget amounting to Php 654.54 Million. Compared to prior years, this represented an increase of 122% from the Php 198.03 Million reported in 2024.

The costs of sales breakdown was discussed and the top 5 costs were (1) mining and barge loading, (2) minesite personnel, (3) minesite overhead, (4) depletion costs, and (5) shipping costs.

The operating expenses amounted to Php 194.60 Million which represented 29% of the revenue. This was lower by 6% compared to the budget of Php 207.38 Million due to delayed implementation on compliance costs. Compared to the prior year of 2024, this represented an increase of 66% or Php 77.41 Million mainly due to MHI management fees and higher representation expenses.

For the moisture and grade penalties on the eight shipments, there was a total moisture penalty amounting to Php 12.5 Million, and a grade penalty amounting to Php 8.2 Million, or a total of Php 20.7 Million. These penalties were favorable compared to the budgeted penalty of Php 41.1 Million, or around Php 20.4 Million.

There was zero demurrage, and a total dispatch of around Php 7 Million for the eight shipments. For the actual dispatch, 38% was collected.

On the trade receivables, there was a total of Php 82.9 Million from the ore sales, and Php 6.5 Million from the dispatch. Mr. Purisima noted that all of these receivables were current and collectible, and that there were no bad debts as of the period.

Revised Full Year 2025 Forecast

Mr. Purisima presented the revised forecast for the year 2025, reflecting 34 shipments with an average price of US\$ 27.99 per WMT, and an average forex rate of Php 55.63 to a dollar.

He also reported that the projected net income of MMDC by the end of the year was Php 280.15 Million for MMDC while the projected net income for MHI at the consolidated level was Php 295.52 Million.

Cash Flow Projection June 2025 and Bank Loan Report May 31, 2025

On the revised cash flow, Mr. Purisima reported that Php 741.02 Million cash balance was expected by the end of the year for MMDC while the expected cash balance for MHI at the consolidated level was Php 747.58 Million. This already included the VAT refund estimated at Php 65 Million for the year 2024 transactions.

For the cash flow monitoring, he reported that the cash balance as of May 31, 2025 was around Php 484.8 Million. The projected cash balance by June 30, 2025, considering the collections and disbursements, was around Php 651.3 Million. The actual cash balance as of June 16, 2025 was around Php 566.75 Million.

On the bank loans payables, he reported that the Company had an outstanding and remaining loan to China Bank in the amount of Php 65.2 Million, down from Php 181.7 Million. These loans would mature by the year 2026 and 2027. He mentioned that the Company had a credit line facility of Php 75 Million from China Bank, which was renewed last March 9, 2025 and an additional fleet line of Php 20 Million approved by China Bank which can be availed of anytime.

For the lease facility with Orix Metro Leasing, he reported that the Company had an outstanding loan of Php 821,760.00, maturing by 2026. However, the Company has the option to pay in advance this year.

2024 Vat Refund Update

Mr. Purisima informed the Board of the VAT refund application formally filed with the Bureau of Internal Revenue on June 3, 2025 amounting to Php 24.05 Million. It was anticipated that there would be a recovery rate of 88%, and a refund of Php 21.16 Million within September 2025 which aligns with the standard 90-day processing period.

For the second half of 2024, the estimated amount of the refund was Php 60.5 Million. The expected date of filing for the refund would be on the last week of August 2025, with the refund to be granted by November 2025 for an additional cash flow estimate in the amount of Php 53.24 Million, applying the recovery rate of 88%.

For the 2025 transactions, Mr. Purisima reported that, with the passage of the Implementing Rules and Regulations under Revenue Memorandum Circular No. 42-2025, MMDC, a Registered Export Enterprise (REE), was no longer allowed to claim a refund for any input VAT passed on by any local suppliers.

There being no further questions, comments, or objections, the updates were noted by the Board.

Disbursement Process – Removal of Pre-Audit

Mr. Purisima informed the Board that the objectives of the removal of the pre-audit process were: (1) to streamline operational efficiency by reducing the number of review steps in the disbursing process and to put reliance on the existing multilevel review and approving process; and (2) to enhance audit independence and to enable the Internal Audit function to maintain objectivity by evaluating billing activities after execution.

He reported that the proposal was: (1) to remove the pre-audit step in the disbursement process, for amounts Php One Million and above effective July 1, 2025; (2) to widen the scope of Internal Audit in performing post-audit of disbursement transactions in their Audit Plan for approval by the Audit Committee; and (3) to revisit existing policies, guidelines and procedures by creating a team headed by Mr. Rolando Santos.

On the proposed program, Mr. Purisima reported that the Accounting department already completed the draft of the memorandum, listing template, compilation of existing policies and procedures, review of memo package, and initial discussion with Marketing and Internal Audit departments.

After some discussions, the Board noted Mr. Purisima's report. Upon motion duly made and seconded, the Board approved the following resolution:

“RESOLVED, that the Board of Directors of Marcventures Holdings, Inc. (the “Company”) approve, as it hereby approves, the removal of the pre-audit process in the disbursement process of the Company.”

VI.4. Compliance and Project Updates

Engr. Bernard P. Baluda (“Engr. Baluda”), AVP for Compliance and Tenements Management, presented the Compliance and Project Updates for the information of the Board.

A. BRC Compliance Updates

MPSA Restitution

Brightgreen Resources Corporation’s (“BRC”) Restitution for a duration of two years upon issuance was signed by the Department of Environment and Natural Resources (“DENR”), and was at the NGP Central Office. Upon issuance of the BRC Restitution, BRC would secure a clearance from the Protected Area Management Board (“PAMB”) as a requirement for its Environmental Compliance Certificate (“ECC”).

PAMB Clearance

The Company was able to secure a Protected Area Management Plan for the Carac-an Watershed Forest Reserves. The Company also requested the issuance of a land use map and management zoning map of the PAMP, Strict Protection Zone, and the Multiple Use Zone.

The Company checked the definitions under Republic Act No. 11038, or the ENIPAS Act of 2018, regarding the Multiple-Use Zone and Strict Protection Zone. To verify where BRC was located within the watershed, the Company submitted a letter to the PAMB requesting the digital files of the land use map and management zoning map.

B. MMDC Updates

MPSA Renewal/Restitution

On June 3, 2025, MMDC submitted its Intent to Renew MPSA No. 016-93-XI together with its Request for two-year Restitution to the DENR Central Office, with copies furnished to the Mines and Geosciences Bureau (“MGB”) Central Office and MGB Regional Office XIII.

C. SBP Project Updates

MPSA Restoration

On June 3, 2025, MGB Regional Office VII acknowledged receipt of Alumina Mining Philippines, Inc. (“AMPI”)/ Bauxite Resources, Inc.’s (“BARI”) letter request for Restoration of MPSA for a term of 15 years.

Consultancy Agreement (Dr. Ashok Nandi)

Engr. Baluda informed the Board that in November 2024, the Company started the six-month consultancy agreement with Dr. Ashok Nandi (“Dr. Nandi”), which ended on May 2025. Based on the beneficiation tests conducted by AKW Design and Process in Germany, the following were concluded: (a) the AMPI karstic bauxite does not respond to the usual wet beneficiation process adopted for high silica lateritic bauxite; and (b) alumina, silica and iron contents of this bauxite practically do not respond to density sorting, magnetic separation and classification by wet screening and hydro-cyclone.

Engr. Baluda informed the Board that Dr. Nandi proposed a six-month extension of his consultancy agreement to cover the additional tests and activities that were not completed during the initial six-month period. In the initial six months, there were physical tests conducted and chemical characterization. It was found that Samar Bauxite was high in moisture, fine grain, had a significant boehmite (other than Gibbsite, Hematite, Goethite, and Kaolinite) and was suitable for high temperature digestion plants.

Engr. Baluda reported that the original proposed six-month extension was reduced to one to two months considering the negative results of the beneficiation test done by AKW.

The new proposed two-month extension will cover the following activities:

- (1) Bauxite Tests for Alumina; and
- (2) Bauxite Beneficiation using IB2 process

The objectives of these tests were to determine the suitability of bauxite for alumina production and to determine the selling price on an A.al/R.si basis.

Engr. Baluda updated the Board that the approved budget for the consultancy extension and additional test works amounted to Php 370,500.00.

There being no comments or objections, the updates were noted by the Board.

VI.5. Legal Updates

Atty. Salvador Andrew Tugade (“Atty. Tugade”), AVP for Legal, presented the Legal Updates for the information of the Board.

Resignation of Mr. Andrew Julian K. Romualdez as Director of MHI and Subsidiaries

Atty. Tugade reported on the resignation of Mr. Andrew Julian K. Romualdez (“Mr. Romualdez”) as a director of MHI effective May 19, 2025, citing personal reasons. Mr. Romualdez provided the Company with a copy of his resignation letter dated May 19, 2025. Mr. Romualdez also tendered his resignations as director with respect to the subsidiaries of MHI, namely: MMDC, Alumina Mining Philippines, Inc., Bauxite Resources, Inc., and Brightgreen Resources Corporation.

There being no comments or objections, the updates were noted by the Board.

VII. Other Matters

Atty. Casipe informed the Board that there were no other items on the agenda.

VIII. Adjournment

Prior to adjournment, Atty. Casipe reminded the Board members of the Annual Stockholders’ Meeting of MHI scheduled to take place on July 25, 2025 at 2:00pm, at the McKinley B & C Room, Manila Polo Club.

There being no further matters to discuss, the meeting was adjourned.


ROMMEL T. CASIPE
Co-Asst. Corporate Secretary



Securities and Exchange Commission
7907 Makati Avenue, Salcedo Village
Bel-Air, Makati City, 1209

Attention: Atty. Rachel Esther Gumtang-Remalante
Office of the Director
Corporate Governance and Finance Department

Re: Report on Attendance of Directors at
2025 Board Meetings

Gentlemen:

In compliance with SEC Memorandum Circular No. 1, series of 2014, we hereby formally advise the Commission of the following:

- The following table summarizes the attendance of the directors of **Marcventures Holdings, Inc.** (the "Corporation") in board meetings held by the Corporation during the calendar year 2025.

	Name	Number of Meetings Held During the Year	Number of Meetings Attended	Percentage
Chairman	Cesar C. Zalamea	8	4	40%
Board Member	Marianne T. Dy	8	8	100%
Board Member	Michael Escaler	8	4	50%
Board Member	Augusto C. Serafica, Jr.	8	8	100%
Board Member	Ruby Sy	8	8	100%
Board Member	Anthony M. Te	8	8	100%
Board Member	Andrew Julian K. Romualdez (resigned effective May 19, 2025)	3	3	100%
Independent Director	Carlos Alfonso T. Ocampo	8	8	100%
Independent Director	Kwok Yam Ian Chan	8	8	100%
Independent Director	Alfredo S. Panlilio (joined effective July 25, 2025)	3	3	100%

2. The Board of Directors of the Company held its meetings in the year 2025, specifically on the following dates:

Date of Meeting	Nature of Meeting
April 3, 2025	Regular Board Meeting
April 10, 2025	Special Board Meeting
May 16, 2025	Special Board Meeting
May 23, 2025	Special Board Meeting
June 26, 2025	Regular Board Meeting
July 25, 2025	Organizational Board Meeting
September 24, 2025	Regular Board Meeting
December 4, 2025	Regular Board Meeting

3. Based on the records of the minutes of the above meetings of the Corporation, no director has absented himself for more than fifty percent (50%) from all meetings of the Board of Directors, both regular and special, during his incumbency or any twelve (12) month period during said incumbency. Attached as Annex "A" hereof is a summary of the attendance of the directors.
4. The Corporation held its annual stockholders' meeting on July 25, 2025. The Chairman of the Board and majority of the directors of the Corporation likewise attended the said annual stockholders' meeting of the Corporation on July 25, 2025.

We trust that the foregoing is sufficient. Should you require any further information, please let us know.

Very truly yours,


Atty. Rommel T. Casipe
Co -Asst. Corporate Secretary



Annex "A"
Meetings of the Board of Directors for the Year 2025

Name of Directors	RM 04.03.25	SM 04.10.25	SM 05.16.25	SM 05.23.25	RM 06.26.25	OM 07.25.25	RM 09.24.25	RM 12.04.25
Cesar C. Zalamea	X	√	√	√	X	√	X	X
Marianne Regina T. Dy	√	√	√	√	√	√	√	√
Michael L. Escaler	√	√	√	√	X	√	X	X
Augusto C. Serafica, Jr.	√	√	√	√	√	√	√	√
Ruby K. Sy	√	√	√	√	√	√	√	√
Anthony M. Te	√	√	√	√	√	√	√	√
Andrew Julian K. Romualdez (resigned effective May 19, 2025)	√	√	√					
Carlos T. Ocampo	√	√	√	√	√	√	√	√
Kwok Yam Ian Chan	√	√	√	√	√	√	√	√
Alfredo S. Panlilio (joined effective July 25, 2025)						√	√	√

Legend:

- √ - Present
- X - Absent
- RM - Regular Board Meeting
- SM - Special Board Meeting
- OM - Organizational Board Meeting
- N/A - Not Applicable