

**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  
102165
3. BIR Tax Identification Number  
000-803-498-000
4. Exact name of issuer as specified in its charter  
Bright Kindle Resources & Investments, Inc.
5. Province, country or other jurisdiction of incorporation  
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
  
7. Address of principal office  
16th floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati  
City  
Postal Code  
1227
  
8. Issuer's telephone number, including area code  
(632) 8831-4479
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.*



Bright Kindle Resources  
& Investments, Inc.

## Bright Kindle Resources & Investments Inc. BKR

**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:

<b>Name</b>	Catrese Ma. Lian Nadal
<b>Designation</b>	Legal Assistant

**COVERSHEET**

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(Company's Full Name)

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(Business Address: No. Street/City/Province)

<b>ROLANDO S. SANTOS</b>
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Contact Person

<b>8821-2202/8833-0769</b>
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Company Telephone Number

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Month Day  
Fiscal Year

<b>SEC FORM I-ACGR (Integrated Annual Corporate Governance Report 2025)</b>
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FORM TYPE

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Month Day  
Annual Meeting

N/A
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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles  
Number/Section

<b>626</b>
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Total No. of Stockholders

<b>nil</b>
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Domestic

Total Amount of Borrowings

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Foreign

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To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

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Cashier

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

<p>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 **102165**
3. BIR Tax Identification No. **000-803-498-000**
4. Exact name of issuer as specified in its charter. **Bright Kindle Resources & Investments Inc.**
5. **Metro Manila, Philippines**  
Province, Country or other jurisdiction of  
incorporation or organization
6.  (SEC Use Only)  
Industry Classification Code:
7. **16<sup>th</sup> Floor BDO Towers Valero (formerly Citibank Tower)** **1226**  
**8741, Paseo de Roxas, Makati City** Postal Code  
Address of principal office
8. **(+632)831-4479 or (+632)831-4483**  
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			
<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	Compliant	<p><u>Provide information or link/reference to a document containing information on the following:</u></p> <ol style="list-style-type: none"> <li>1. <u>Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors</u></li> <li>2. <u>Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance</u></li> </ol> <p>Please refer to the following links detailing the following:</p> <ol style="list-style-type: none"> <li>1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors</li> <li>2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance</li> </ol> <p>Website: <u>Board of Directors and Officers</u></p> <p><a href="https://bkr.com.ph/board-of-directors-management-team-executive-officers/">https://bkr.com.ph/board-of-directors-management-team-executive-officers/</a></p>	

		<p>Annual Report (SEC Form 17-A) <i>Ref: Item 9</i> <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Section 1.1</i> <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p>Information Statement dated 11 July 2025 (SEC Form 20-IS) <i>Ref: Item 5</i> <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p>	
<p>2. Board has an appropriate mix of competence and expertise.</p>	<p>Compliant</p>	<p>Please refer to the following links:</p> <p>Website: <u>Board of Directors and Officers</u> <a href="https://bkr.com.ph/board-of-directors-management-team-executive-officers/">https://bkr.com.ph/board-of-directors-management-team-executive-officers/</a></p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Section 1.1</i> <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></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>Please refer to the following links:</p> <p>Website: <u>Board of Directors and Officers</u> <a href="https://bkr.com.ph/board-of-directors-management-team-executive-officers/">https://bkr.com.ph/board-of-directors-management-team-executive-officers/</a></p>	

		<p>Annual Report (SEC Form 17-A)  <i>Ref: Item 9</i>  <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p>	
<b>Recommendation 1.2</b>			
<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>Out of the 11 directors in 2025, 8 are non-executive directors. Please refer to the links below:</p> <p>Website:  <u>Board of Directors and Officers</u>  <a href="https://bkr.com.ph/board-of-directors-management-team-executive-officers/">https://bkr.com.ph/board-of-directors-management-team-executive-officers/</a></p> <p><u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u>  <i>Ref: Item 5</i>  <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p>	
<b>Recommendation 1.3</b>			
<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>Please refer to the links below:</p>	

2020 Revised Manual on Corporate Governance

*Ref: Article 3, Section 1.3*

<https://bkr.com.ph/manual-on-corp-governance/>

The Company provides an annual training program from an accredited provider of SEC. 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:

1. Review of Code of Corporate Governance Code for Publicly-Listed Companies
2. 2025 Global and Regional Trends in Corporate Governance
  - America
  - Europe
  - Asia-Pacific
3. RP Economic Statistics
  - Key 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

Despite the Company having no formal Board Charter and policy on training, all of its directors and officers undergo a yearly 5-hour training program with SEC certified providers.

		<p>The certificates of attendance to the training program for 2025 were submitted to both SEC and PSE, please see link below.</p> <p><u><a href="#">Advisement Letter dated December 17, 2025 CY 2025 BKR Attendance to Corp. Gov. Seminar</a></u>  <i>Ref: Other Disclosures -&gt; CY 2025</i>  <a href="https://bkr.com.ph/other-disclosures-to-sec-pse-and-other-pertinent-agencies/">https://bkr.com.ph/other-disclosures-to-sec-pse-and-other-pertinent-agencies/</a></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>The Company provides an annual training and/or seminar to its directors and officers from an SEC-accredited provider. The orientation and programs are compulsory for all members to participate. 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 nominated to the Board are screened by the Nominations and Corporate Governance 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</p>	

		<p>etc., board work plan, including current projects and priorities, board culture and protocols relating to motions, voting, agenda, telephone participation etc.</p> <p>Please refer to the links below:</p> <p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Sections 1.3, 2.5.1, and 3.3</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<p>3. Company has relevant annual continuing training for all directors.</p>	<p>Compliant</p>	<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 SEC and PSE, please see link below:</p> <p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 1.3</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p><u>Advisement Letter dated December 17, 2025</u>  <u>CY 2025 BKR Attendance to Corp. Gov. Seminar</u>  <i>Ref: Other Disclosures -&gt; CY 2025</i>  <a href="https://bkr.com.ph/other-disclosures-to-sec-pse-and-other-pertinent-agencies/">https://bkr.com.ph/other-disclosures-to-sec-pse-and-other-pertinent-agencies/</a></p>	

Recommendation 1.4			
<p>1. Board has a policy on board diversity.</p>	<p>Compliant</p>	<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>There is board diversity as the members of the Board are composed of individuals from different fields, age, gender, culture, skills, competence and knowledge.</p> <p>In 2025, the Board was composed of 11 members, 8 male and 3 female.</p> <p><u>2020 Revised Manual on Corporate Governance</u> <i>Ref: Article 3, Section 1.4</i> <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p><u>Board of Directors and Officers</u> <a href="https://bkr.com.ph/board-of-directors-management-team-executive-officers/">https://bkr.com.ph/board-of-directors-management-team-executive-officers/</a></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, there is board diversity as the members of the Board are composed of individuals from different fields, regional and industry experience, age, gender, culture, skills, competence, and knowledge. Moving forward, the Company intends to institutionalize such practice by adopting the same in its Board Charter.</p>
Recommendation 1.5			

<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>The Company's Corporate Secretary for the Year Ending 31 December 2025 is Atty. Ana Maria A. Katigbak, as seen in the following links.</u></p> <p><a href="https://bkr.com.ph/board-of-directors-management-team-executive-officers/">https://bkr.com.ph/board-of-directors-management-team-executive-officers/</a></p> <p>PSE Disclosure (SEC Form 17-C) <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=3b3974eae11235779e4dc6f6c9b65995">https://edge.pse.com.ph/openDiscViewer.do?edge_no=3b3974eae11235779e4dc6f6c9b65995</a></p> <p>The qualifications, duties, and responsibilities of the Corporate Secretary are disclosed in the 2020 Revised Manual on Corporate Governance. Please refer to the attached link.</p> <p><u>2020 Revised Manual on Corporate Governance</u> <i>Ref: Article 3, Section 1.5</i> <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<p>2. Corporate Secretary is a separate individual from the Compliance Officer.</p>	<p>Compliant</p>	<p>The Company's Compliance Officer for the Year Ending 31 December 2025 is Atty. Rommel T. Casipe, as seen in the link:</p> <p><u>2020 Revised Manual on Corporate Governance</u> <i>Ref: Article 3, Section 1.5</i></p>	

		<a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a>	
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	<p>The Corporate Secretary is not a member of the Board of Directors, as shown in the following links.</p> <p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 1.5</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p>Information Statement dated 11 July 2025 (SEC Form 20-IS)  <i>Ref: Item 5</i>  <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<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>Key officers participate in a comprehensive training programs and it is compulsory for all officers to participate in on-going professional development training.</p> <p><u>Advisement Letter dated December 17, 2025</u>  <u>CY 2025 BKR Attendance to Corp. Gov. Seminar</u>  <i>Ref: Other Disclosures -&gt; CY 2025</i>  <a href="https://bkr.com.ph/other-disclosures-to-sec-pse-and-other-pertinent-agencies/">https://bkr.com.ph/other-disclosures-to-sec-pse-and-other-pertinent-agencies/</a></p>	

<b>Optional: Recommendation 1.5</b>			
<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>In the Revised Manual of Corporate Governance, under Article 3 (Corporate Governance), Section 1.5(f), the Corporate Secretary, "(i)nforms members of the Board, in accordance with the by-laws, of the agenda of their meetings at least five working days in advance, and ensures 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><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 1.5(f)</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p>The Corporate Secretary emails advance copies of materials at least five (5) business days before the scheduled meeting.</p>	
<b>Recommendation 1.6</b>			
<p>1. Board is assisted by a Compliance Officer.</p>	<p>Compliant</p>	<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>The Company's Compliance Officer was Atty. Rommel T. Casipe for the Year Ending 31 December 2025.</p> <p>Information Statement dated 11 July 2025 (SEC Form 20-IS) <i>Ref: Item 1</i> <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Section 1.6</i> <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p>PSE Disclosure (SEC Form 17-C) <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=3b3974eae11235779e4dc6f6c9b65995">https://edge.pse.com.ph/openDiscViewer.do?edge_no=3b3974eae11235779e4dc6f6c9b65995</a> <a href="#">c</a></p>	
<p>2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.</p>	<p>Non-Compliant</p>	<p>The Compliance Officer holds the position of a legal counsel from an affiliate company.</p>	
<p>3. Compliance Officer is not a member of the board.</p>	<p>Compliant</p>	<p><u>Please refer to the link below</u></p> <p><u>BKR GIS 2025</u> <a href="https://bkr.com.ph/other-disclosures-to-sec-pse-and-other-pertinent-agencies/">https://bkr.com.ph/other-disclosures-to-sec-pse-and-other-pertinent-agencies/</a></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>Key officers participate in comprehensive training programs and it is compulsory for all officers to participate in on-going professional development training.</p> <p><u>Advisement Letter dated December 17, 2025</u> <u>CY 2025 BKR Attendance to Corp. Gov. Seminar</u> <i>Ref: Other Disclosures -&gt; CY 2025</i> <a href="https://bkr.com.ph/other-disclosures-to-sec-pse-and-other-pertinent-agencies/">https://bkr.com.ph/other-disclosures-to-sec-pse-and-other-pertinent-agencies/</a></p>	
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>Please see refer to the link below</p> <p><u>2020 Revised Manual on Corporate Governance</u> <i>Ref: Article 3, Section 1.1</i> <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></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>	

*Indicate frequency of review of business objectives and strategy*

Board of Directors actively participates during regular and special Board meetings. Further, the Chairman of the Board makes certain that the meeting Agenda focus on key strategic and management matters, with the assistance of the Corporate Secretary, while taking into consideration the advice and suggestions of the Board and Management.

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.

The Board ensures that key financial decisions related to investment/capital expenditures under consideration by various businesses, in which the Company has direct equity, undergo appropriate processes and approval.

See Material Information Disclosures of the Company with PSE in the Company website, and Minutes of the Board Meetings.

PSE Disclosure (SEC Form 17-C)  
[https://edge.pse.com.ph/companyDisclosures/form.do?cmpr\\_id=66](https://edge.pse.com.ph/companyDisclosures/form.do?cmpr_id=66)

See sample Minutes of the Meetings of the Board of Directors (Annex A)

		<p>Information Statement dated 11 July 2025 (SEC Form 20-IS) <i>Ref: Item 5</i> <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p> <p>Current Report (SEC Form 17-C) <a href="https://bkr.com.ph/sec-form-17-c-current-report/">https://bkr.com.ph/sec-form-17-c-current-report/</a></p> <p>Annual Report (SEC Form 17-A) <i>Ref: Item 14 (Reports on SEC Form 17-C)</i> <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p> <p>2020 Revised Manual on Corporate Governance <i>Ref: Article 3, Section 1.5</i> <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<p>2. Board oversees and monitors the implementation of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p>See sample <u>Minutes of the Meetings of the Board of Directors (Annex A)</u></p> <p>Information Statement dated 11 July 2025 (SEC Form 20-IS) <i>Ref: Item 5</i> <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p> <p>Current Report (SEC Form 17-C) <a href="https://bkr.com.ph/sec-form-17-c-current-report/">https://bkr.com.ph/sec-form-17-c-current-report/</a></p> <p>Minutes of the Annual Stockholders' Meeting</p>	

		<a href="https://bkr.com.ph/minutes-of-all-general-or-special-stockholders-meetings/">https://bkr.com.ph/minutes-of-all-general-or-special-stockholders-meetings/</a>	
<b>Supplement to Recommendation 2.2</b>			
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>Please refer to the attached link:</p> <p><u>Website</u> <a href="https://bkr.com.ph/mission-vision-values/">https://bkr.com.ph/mission-vision-values/</a></p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	<p><i>Provide information on or link/reference to a document containing information on the strategy execution process.</i></p> <p>While the Company had minimal operations in 2025, nonetheless, it continues to develop processes to facilitate effective management performance in harmony with the Company's Business environment and culture. The Company 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 CEO is working closely with the senior Officers with the aim to bring about transformational cultural change at every level, improving performance and making the Company a safer place to work and to ensure</p>	

		<p>that the Company is united by shared values, a major step towards putting the Company on track for sustained growth.</p> <p>In 2025, the Board was supported in the performance of its functions by the following board committees:</p> <ol style="list-style-type: none"> <li>1. Audit, Risk Oversight, and Related Party Transactions Committee</li> <li>2. Nominations and Corporate Governance Committee</li> <li>3. Executive Committee</li> </ol> <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>Please refer to the attached link:</p> <p>2025 Results of Organizational Meeting  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=d3586b723c190583ec6e1601ccee8f59">https://edge.pse.com.ph/openDiscViewer.do?edge_no=d3586b723c190583ec6e1601ccee8f59</a></p>	
<b>Recommendation 2.3</b>			
<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>Compliant</p>	<p><i>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications</i></p> <p>Please see the attached link for information about the Chairman of the Board, Mr. Cesar Zalamea</p>	

		<a href="https://bkr.com.ph/board-of-directors-management-team-executive-officers/">https://bkr.com.ph/board-of-directors-management-team-executive-officers/</a>	
<b>Recommendation 2.4</b>			
<p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p>	<p>Non-Compliant</p>	<p><i>Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation</i></p> <p>Please refer to the links below:</p> <p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 2.3</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p>The Company has no formal succession planning program. However, the Company has an Organizational Chart which is sufficient for purposes of succession planning of key officers and management.</p> <p><u>Amended By-Laws dated 12 January 2015</u>  <i>Ref: Art. III, Section 9</i>  <a href="https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/">https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/</a></p>	
<p>2. Board adopts a policy on the retirement for directors and key officers.</p>	<p>Non-compliant</p>	<p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 2.3</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	<p>The Board continues to review the need for this policy taking into account its current limited manpower due to its minimal operations.</p>

Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	<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>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	<p><u>2020 Revised Manual on Corporate Governance</u>            Ref: Article 3, Section 2.4  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	<p><i>Provide proof of board approval</i></p> <p>Please refer to the attached link:</p> <p>Amended By-Laws dated 12 January 2015            Ref: Art. IV, Section 7:</p> <p><i>“Section 7. COMPENSATION. The Board of Directors shall determine the remuneration to be received by the officers designated in these by-laws. All other officers of the Corporation shall receive such remuneration as the Board of Directors may determine, upon recommendation of the President. The fact that any officer is a director shall not preclude him from receiving a salary or bonus as officer or from voting upon the resolution fixing the same.”</i></p>	
2. Company has measurable standards to align the performance-based remuneration of the	Non-compliant	<i>Provide information on or link/reference to a document containing measurable standards to</i>	The Corporation currently does not have any claw back provision or mechanism on deferred bonuses.

<p>executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.</p>		<p><i>align performance-based remuneration with the long-term interest of the company.</i></p>	<p>This may not be necessary considering the size, structure and minimal operations of the Corporation.</p>
<p><b>Recommendation 2.6</b></p>			
<p>1. Board has a formal and transparent board nomination and election policy.</p>	<p>Compliant</p>	<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>The nominations and selection process in electing Directors are provided in the Company's Manual on Corporate Governance (As of 2020), Amended By-Laws, and in Securities and Exchange Commission (SEC) Information Statement.</p> <p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 2.5</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p><u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u></p>	

		<p><i>Ref: Item 5</i>  <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	<p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 2.5</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></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 allow minority stockholders the right to cumulate their votes for election of directors and the right to nominate directors, among others.</p> <p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Sections 2.5 &amp; 13.1</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	<p>Please refer to the attached link:  <u>2020 Revised Manual on Corporate Governance</u></p>	
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	<p><i>Ref: Article 3, Section 2.5</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		

Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or 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 engage the services of any professional search firm or other external sources of candidates. When searching candidates for the Board, the Company seeks and receives the recommendations from the current members of the Board, with particular emphasis on the recommendations of its Independent Directors, and the professional organizations to which they belong (2020 Revised Manual on Corporate Governance, Ref: Section 2.5.2, respectively). In this manner, the Board is aware of the qualifications and capabilities of the candidates.
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	<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>Please refer to the attached links:</p> <p><u>Material Related Party Transactions Policy</u> <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></p> <p><u>2020 Revised Manual on Corporate Governance</u> <i>Ref: Article 3, Section 2.6</i> <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	

2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	Please refer to the attached link:  <u>Material Related Party Transactions Policy</u> <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a>	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant		
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	<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 (“MRPT”) 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>Material Related Party Transactions Policy</u> <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></p> <p><u>Annual Report (SEC Form 17-A)</u> <i>Ref: Related Party Transactions, Note 13 of AFS</i> <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p>	
2. Board establishes a voting system whereby a majority of non-related party shareholders	Compliant	<i>Provide information on voting system, if any.</i> Please see Information Statement	

<p>approve specific types of related party transactions during shareholders' meetings.</p>		<p><u>Material Related Party Transactions Policy</u> <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></p> <p>Information Statement dated 11 July 2025 (SEC Form 20-IS) <i>Ref: Item 5</i> <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p> <p><u>The Board further adopts the provisions of the Corporation Code on approvals of related-party transactions.</u></p>	
<b>Recommendation 2.8</b>			
<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>The Board is guided by the provisions of the Revised Corporation Code of the Philippines in the selection of certain officers.</p> <p>Please refer to the Corporation's Definitive Information Statement for the year 2025, the Corporation's Revised Manual on Corporate Governance and 2025 Annual Report.</p> <p>Information Statement dated 11 July 2025 (SEC Form 20-IS) <i>Ref: Item 5</i></p>	

		<p><a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p> <p><u>2020 Revised Manual on Corporate Governance</u> Ref: <i>Article 3, Section 2.7</i> <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p><u>Annual Report (SEC Form 17-A)</u> Ref: <i>Item 9</i> <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></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>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 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 meetings headed by the President and CEO.</p>	
<b>Recommendation 2.9</b>			
<p>1. Board establishes an effective performance management framework that ensures that</p>	<p>Compliant</p>		

<p>Management's performance is at par with the standards set by the Board and Senior Management.</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>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p>	<p>Compliant</p>	<p>The 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 meeting and quarterly during the board meeting.</p> <p><u>2020 Revised Manual on Corporate Governance</u> Ref: <i>Article 3, Section 2.8</i> <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<p><b>Recommendation 2.10</b></p>			
<p>1. Board oversees that an appropriate internal control system is in place.</p>	<p>Compliant</p>	<p><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></p>	
<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>	<p>Compliant</p>	<p>Please refer to the Revised Manual on Corporate Governance.</p> <p>The Board, through the Audit, 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><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 2.9</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></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>Please refer to the Revised Manual on Corporate Governance</p> <p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 3.2</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p><u>Audit, Risk Oversight and Related Party Transactions Committee Charter</u>  <a href="https://bkr.com.ph/board-committee-charters/">https://bkr.com.ph/board-committee-charters/</a></p>	
<b>Recommendation 2.11</b>			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	<p><i>Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.</i></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.	Compliant	<p><i>Provide proof of effectiveness of risk management strategies, if any.</i></p>	

		<p>On 23 October 2020, the Board of Directors approved and adopted an Enterprise Risk Management Policy. The Board of Directors recognizes that risk management is part and parcel of the Company’s business strategy and that it is responsible for defining the Company’s level of risk tolerance and providing oversight over its risk management policies and procedures. The policy was established to ensure that short- and long-term strategic objectives are met and that negative or adverse outcomes are avoided or otherwise minimized.</p> <p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 2.10</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p><u>Enterprise Risk Management Policy</u>  <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></p>	
<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Non-Compliant	<p><i>Provide link to the company’s website where the Board Charter is disclosed.</i></p>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Non-Compliant	<p>Although the Company has no formal Board Charter, the Board is governed by The Revised Corporation Code, the Company’s Articles and By-Laws and its Manual of Corporate Governance</p>	
3. Board Charter is publicly available and posted on the company’s website.	Non-Compliant	<p><u>BKR AOI and By-Laws</u></p>	

		<a href="https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/">https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/</a>  2020 Revised Manual on Corporate Governance <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a>	
<b>Additional Recommendation to Principle 2</b>			
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>  <u>BKR Insider Trading Policy</u> <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a>	.
<b>Optional: Principle 2</b>			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	<i>Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.</i>  <u>Material Related Party Transactions Policy</u> <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a>	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	<i>Indicate the types of decision requiring board of directors' approval and where there are disclosed.</i>  <u>PSE Disclosures (SEC Form 17-C)</u> <a href="https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=66">https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=66</a>	

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><u>Board Committees</u> <a href="https://bkr.com.ph/board-of-committees/">https://bkr.com.ph/board-of-committees/</a></p> <p>2025 Results of Organizational Meeting <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=d3586b723c190583ec6e1601ccee8f59">https://edge.pse.com.ph/openDiscViewer.do?edge_no=d3586b723c190583ec6e1601ccee8f59</a></p>	
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**Recommendation 3.2**

<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company’s financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>Compliant</p>	<p><i>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</i></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>Please refer to the attached links</p> <p><u>Board Committees</u> <a href="https://bkr.com.ph/board-of-committees/">https://bkr.com.ph/board-of-committees/</a></p> <p><u>2020 Revised Manual on Corporate Governance</u> <i>Ref: Article 3, Section 3.2</i></p>	
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		<a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a>	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	<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>Board Committees</u> <a href="https://bkr.com.ph/board-committee-members/">https://bkr.com.ph/board-committee-members/</a></p> <p>Currently, the members of the Audit Committee are:</p> <ul style="list-style-type: none"> <li>• Chairman: Mr. Kwok Yam Ian Chan (Independent / Non-Executive Director)</li> <li>• Atty. Rhodora L. Dapula (Independent / Non-Executive Director)</li> <li>• Mr. Peter B. Favila (Non-Executive Director)</li> </ul> <p>The Committee is composed of at least three appropriately qualified non-executive directors. Two of the members, including the Chairman, are Independent Directors.</p>	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<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>Please refer to the links to the Company's website, information statement and annual report.</p>	

		<p><u>Board Committees</u> <a href="https://bkr.com.ph/board-of-committees/">https://bkr.com.ph/board-of-committees/</a></p> <p><u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u> <i>Ref: Item 5</i> <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p> <p><u>Annual Report (SEC Form 17-A)</u> <i>Ref: Item 9</i> <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Non-Compliant	<i>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee</i>	<p>Considering the minimal operations of the Company, this is currently under review as it examines the functions and memberships of its Board Committees.</p> <p>Mr. Kwok Yam Ian Chan, an independent director, is currently the Chairperson of Audit, Risk Oversight and Related Party Transactions Committee.</p>
<b>Supplement to Recommendation 3.2</b>			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<i>Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.</i>	Not Applicable. There were no non-audit services performed 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, Risk Oversight, and Related Party Transactions Committee conducts meetings with the external audit team, including representatives from management whose presence is usually needed for comments and clarifications. However, the audit committee may directly communicate their concerns to the external audit team.

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 met twice for the year 2025.
2. Audit Committee approves the appointment and removal of the internal auditor.	Non-Compliant	<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, who is appointed by the Board.
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	<p><i>Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions</i></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>Please refer to the attached links:</p> <p><u>2020 Revised Manual on Corporate Governance</u>            Ref: Article 3, Section 3.3  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p>Board Committee Members  <a href="https://bkr.com.ph/board-of-committees/">https://bkr.com.ph/board-of-committees/</a></p>	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non-compliant	<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>	The functions of the Corporate Governance Committee are exercised by the Nominations and Corporate Governance Committee. Two out of three members of the committee are independent directors.

		<p>2025 Results of Organizational Meeting  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=f288f10f78de17c0abca0fa0c5b4e4d0">https://edge.pse.com.ph/openDiscViewer.do?edge_no=f288f10f78de17c0abca0fa0c5b4e4d0</a></p> <p>Information Statement dated 11 July 2025 (SEC Form 20-IS)  <i>Ref: Item 5</i>  <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p>	<p>Currently, the members of the Nominations and Corporate Governance Committee are:</p> <ul style="list-style-type: none"> <li>• Chairman: Reynato S. Puno (Independent / Non-Executive Director)</li> <li>• Mr. Kwok Yam Ian Chan (Independent / Non-Executive Director)</li> <li>• Atty. Remegio C. Dayandayan Jr. (Non-Executive Director)</li> </ul>
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	<p><i>Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.</i></p> <p>2025 Results of Organizational Meeting  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=d3586b723c190583ec6e1601ccee8f59">https://edge.pse.com.ph/openDiscViewer.do?edge_no=d3586b723c190583ec6e1601ccee8f59</a></p> <p>Information Statement dated 11 July 2025 (SEC Form 20-IS)  <i>Ref: Item 5</i>  <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p>	
<b>Optional: Recommendation 3.3.</b>			
1. Corporate Governance Committee meets 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 Nominations and Corporate Governance Committee did not meet in 2025.
<b>Recommendation 3.4</b>			

<p>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.</p>	<p>Compliant</p>	<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><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 3.4</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	<p>The functions of the Board Risk Oversight Committee (BROC) are exercised by the Audit, Risk Oversight and Related Party Transactions Committee.</p> <p>Only two out of the three members of the BROC are independent directors considering the minimal operations of the Company. This is currently under process as the Board reviews the functions and memberships of its Board Committees moving forward.</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>Mr. Kwok Yam Ian Chan, an independent director, is the current Chairperson of Audit, Risk Oversight and Related Party Transactions Committee.</p>
<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	<p>Non-Compliant</p>	<p><i>Provide information or link/reference to a document containing information on the Chairman of the BROC</i></p>	
<p>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>Non-Compliant</p>	<p><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></p>	
<p><b>Recommendation 3.5</b></p>			
<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 RPT Committee are exercised by the Audit, Risk Oversight, and Related Transactions Committee.</p>	

		<p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 3.5</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></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>Currently, the members of the RPT Committee are:</p> <ul style="list-style-type: none"> <li>• Chairman: Mr. Kwok Yam Ian Chan (Independent Director)</li> <li>• Atty. Rhodora L. Dapula (Independent Director)</li> <li>• Mr. Peter B. Favila (Director)</li> </ul> <p>2025 Results of Organizational Meeting  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=d3586b723c190583ec6e1601ccee8f59">https://edge.pse.com.ph/openDiscViewer.do?edge_no=d3586b723c190583ec6e1601ccee8f59</a></p> <p>Information Statement dated 11 July 2025 (SEC Form 20-IS)  <i>Ref: Item 5</i>  <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p>	
<b>Recommendation 3.6</b>			
<p>1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations,</p>	<p>Compliant</p>	<p><i>Provide information on or link/reference to the company's committee charters, containing all</i></p>	

reporting process, resources and other relevant information.		<i>the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.</i>	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	<p>Please refer to the attached links:</p> <p><u>Board Committee Charters</u> <a href="https://bkr.com.ph/board-committee-charters/">https://bkr.com.ph/board-committee-charters/</a></p> <p><u>2020 Revised Manual on Corporate Governance</u> <i>Ref: Article 3, Section 3</i> <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p><u>Amended By-Laws dated 12 January 2015</u> <a href="https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/">https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/</a></p>	
3. Committee Charters were fully disclosed on the company's website.	Compliant	<p><i>Provide link to company's website where the Committee Charters are disclosed.</i></p> <p>Please refer to the following link:</p> <p><u>Board Committee Charters</u> <a href="https://bkr.com.ph/board-committee-charters/">https://bkr.com.ph/board-committee-charters/</a></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.*

**Recommendation 4.1**

<p>1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.</p>	<p>Compliant</p>	<p><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><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>Notice of regular and special meetings sent by the Corporate Secretary to the Board members via email includes statement “<i>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.</i>”.</p> <p>Further, please refer to the following links</p> <p><u>Board Attendance - 2025 (attached as Annex B)</u></p> <p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 4.1</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>Compliant</p>	<p>Materials for Board Committee meetings are provided to the Board and the Committees.</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 Committees actively participate in Board Meetings by asking questions or clarifications.</p> <p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 4.1</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<p><b>Recommendation 4.2</b></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>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 4.2</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p><u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u>  <i>Ref: Item 5</i></p>	

		<a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a>  Annual Report (SEC Form 17-A) <i>Ref: Item 9</i> <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a>	
<b>Recommendation 4.3</b>			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	<i>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</i>  Please refer to the attached link:  <u>2020 Revised Manual on Corporate Governance</u> <i>Ref: Article 3, Section 4.3</i> <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a>  In 2025, all directors who were elected as director to another company gave prior notice of such election to the Company.	
<b>Optional: Principle 4</b>			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant		
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	The Company sets the meeting schedule at the start of the year.	
3. Board of directors meets at least six times during the year.	Compliant	<i>Indicate the number of board meetings during the year and provide proof</i>	

		The Board conducted 8 meetings in 2025.	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-Compliant	<p><i>Indicate the required minimum quorum for board decisions</i></p> <p>The Board observes the requirement of the Revised Corporation Code of the Philippines and the Company By-Laws which provide for only a majority of the board to constitute quorum.</p> <p>Section 6, Article III of Amended By-Laws dated 12 January 2015:</p> <p><i>“Section 6. QUORUM. A quorum at any meeting of the directors shall consist of a majority of the number of directors fixed in the Articles of Incorporation. A majority of such quorum shall decide any question that may come before the meeting and shall be considered a valid corporate act, except for the election of officers which shall require the majority vote of all the members of the Board. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice to any adjourned meeting need not be given.”</i></p> <p>Please refer to the Company’s By-Laws under the said link:</p> <p><u><a href="https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/">Amended By-Laws dated 12 January 2015</a></u>  <u><a href="https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/">https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/</a></u></p>	

Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	<p><i>Provide information or link/reference to a document containing information on the number of independent directors in the board</i></p>	<p>The company currently has three (3) independent directors: Mr. Kwok Yam Ian Chan, Atty. Rhodora L. Dapula, and Chief Justice Reynato S. Puno (Ret.). This is in compliance with Sec. 22 of the Revised Corporation Code, which states that a public company shall have at least 20% Independent Directors of its Board.</p> <p><u>Results of 2025 Annual Stockholders' Meeting</u>  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=c2b7c28a33536989ec6e1601ccee8f59">https://edge.pse.com.ph/openDiscViewer.do?edge_no=c2b7c28a33536989ec6e1601ccee8f59</a></p> <p><u>BKR GIS 2025</u>  <a href="https://bkr.com.ph/general-information-sheet/">https://bkr.com.ph/general-information-sheet/</a></p> <p><u>Board of Directors and Officers</u>  <a href="https://bkr.com.ph/board-of-directors-management-team-executive-officers/">https://bkr.com.ph/board-of-directors-management-team-executive-officers/</a></p>
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<p><i>Provide information or link/reference to a document containing information on the qualifications of the independent directors.</i></p> <p>Please refer to the following link:</p> <p><u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u>            Ref: Item 5</p>	

		<a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a>	
<b>Supplement to Recommendation 5.2</b>			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	<p><i>Provide link/reference to a document containing information that directors are not constrained to vote independently.</i></p> <p>There are no agreements which constrain the directors' ability to vote independently.</p> <p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 5</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<b>Recommendation 5.3</b>			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<p><i>Provide information or link/reference to a document showing the years IDs have served as such.</i></p> <p>No Independent Director has served for more than 9 years. In the instance of a retention, it shall be in compliance with SEC memorandum Circular no. 4 series of 2017. Please refer to the following links:</p> <p><u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u>  <i>Ref: Item 5</i>  <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p>	

		<p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 5.3</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></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>The term limit of the Company's Independent Directors complies with SEC memorandum Circular no. 4 series of 2017.</p> <p><u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u>  <i>Ref: Item 5</i>  <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p> <p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 5.3</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></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>No Independent Director has served for more than 9 years. In the instance of a retention, it</p>	

		<p>shall comply with SEC memorandum Circular no. 4 series of 2017.</p> <p><u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u>  <i>Ref: Item 5</i>  <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p>	
<b>Recommendation 5.4</b>			
<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>Section 4, Article of the Amended By-Laws states: "Section 4. PRESIDENT AND CHIEF EXECUTIVE OFFICER. The President shall be the Chief Executive Officer xxx". As such, the Company's Chairman of the Board and the Company's CEO are as follows:</p> <p>Mr. Cesar Zalamea-Chairman          Mr. Augusto C. Serafica, Jr. -President/CEO</p> <p><u>Amended By-Laws dated 12 January 2015 2020 Manual</u>  <i>Ref: Art. III, 4</i>  <a href="https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/">https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/</a></p> <p><u>BKR GIS 2025</u>  <a href="https://bkr.com.ph/general-information-sheet/">https://bkr.com.ph/general-information-sheet/</a></p> <p>Results of 2025 Annual Stockholders' Meeting</p>	

		<a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=c2b7c28a33536989ec6e1601ccee8f59">https://edge.pse.com.ph/openDiscViewer.do?edge_no=c2b7c28a33536989ec6e1601ccee8f59</a>	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	<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.</i></p> <p><u>Amended By-Laws dated 12 January 2015</u> <u>2020 Manual</u> <i>Ref: Art. III, Sections 2 and 4</i> <a href="https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/">https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/</a></p> <p><u>2020 Revised Manual on Corporate Governance</u> <i>Ref: Article 3, Section 5.5</i> <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<b>Recommendation 5.5</b>			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Non-Compliant	<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>Please refer to the following link:</p> <p>Information Statement dated 11 July 2025 (SEC Form 20-IS) <i>Ref: Item 5</i></p>	The present Chairman, being a non-executive director, is more than capable of leading the Board.

		<a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a>	
<b>Recommendation 5.6</b>			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	<p><i>Provide proof of abstention, if this was the case</i></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. Please refer to the following link:</p> <p><u>Material Related Party Transactions Policy</u> Ref: Article IV <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></p>	
<b>Recommendation 5.7</b>			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Compliant	<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, Governance, Oversight and Related Party Transactions Committee meets with the external auditor and heads of internal audit, compliance and risk functions of the Company's subsidiary to discuss interim and annual financial statements of the Company.
2. The meetings are chaired by the lead independent director.	Non-Compliant		Meetings are chaired by the Committee Chairperson who acts as lead independent director for said committee.
<b>Optional: Principle 5</b>			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	<i>Provide name/s of company CEO for the past 2 years</i>	

		Mr. Augusto C. Serafica, Jr. is the current President and CEO elected during the August 07, 2025 organizational meeting of the Board of Directors.	
<p><i>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.</i></p>			
<p><b>Recommendation 6.1</b></p>			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	<p><i>Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees</i></p> <p><u>Board Assessment Policy</u> <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></p> <p>The Board of Directors approved and enacted a formal Board Assessment Policy on March 3, 2022 and conducted a performance evaluation for CY2025.</p> <p>The Policy provides guidance on the annual performance evaluation of:</p> <ul style="list-style-type: none"> <li>a. The Individual Directors (Including the Chairpersons and Independent Directors of the Company;</li> <li>b. The Board as a whole; and</li> <li>c. The various committees of the Board.</li> </ul>	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		
<p><b>Recommendation 6.2</b></p>			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the	Compliant	<p><i>Provide information or link/reference to a document containing information on the</i></p>	

<p>performance of the Board, individual directors and committees.</p>		<p><i>system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders</i></p> <p>The Company's Board Assessment Policy, particularly in its self-assessment questionnaires, sets out the criteria for evaluation of the Board, individual directors and committees. In answering the questionnaires, the members of the Board are able to determine their performance during a specific calendar year via quantitative ratings of 1 to 5 with 5 being the highest.</p>	
<p>2. The system allows for a feedback mechanism from the shareholders.</p>	<p>Compliant</p>	<p>The Company has provided all the necessary contact details for feedback in its website.</p> <p>Please refer to the Company's website link:</p> <p><a href="https://www.brightkindle.com/">https://www.brightkindle.com/</a></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**

<p>1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.</p>	<p>Compliant</p>	<p><i>Provide information on or link/reference to the company's Code of Business Conduct and Ethics.</i></p> <p>Please refer to the following links.</p> <p><b>Code of Business Conduct and Ethics</b> <a href="https://bkr.com.ph/code-of-business-conduct-ethics/">https://bkr.com.ph/code-of-business-conduct-ethics/</a></p>	
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		<p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 7</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	Compliant	<p><i>Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.</i></p> <p>All directors were given copies of the Code and the same is posted on the Company's website. Please refer to the following link.</p> <p><u>Code of Business Conduct and Ethics</u>  <a href="https://bkr.com.ph/code-of-business-conduct-ethics/">https://bkr.com.ph/code-of-business-conduct-ethics/</a></p>	
<p>3. The Code is disclosed and made available to the public through the company website.</p>	Compliant	<p><i>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.</i></p> <p>Please refer to the following link.</p> <p><u>Code of Business Conduct and Ethics</u>  <a href="https://bkr.com.ph/code-of-business-conduct-ethics/">https://bkr.com.ph/code-of-business-conduct-ethics/</a></p>	
<b>Supplement to Recommendation 7.1</b>			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.</p>	Compliant	<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>Code of Business Conduct and Ethics</u></p>	

		<a href="https://bkr.com.ph/code-of-business-conduct-ethics/">https://bkr.com.ph/code-of-business-conduct-ethics/</a>	
<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	<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>Code of Business Conduct and Ethics</u> <a href="https://bkr.com.ph/code-of-business-conduct-ethics/">https://bkr.com.ph/code-of-business-conduct-ethics/</a></p> <p>The Code shall guide and govern all business conducts and relationships of the Directors, Executive Officers and Employees of Bright Kindle Resources &amp; Investments Inc., and its subsidiaries with the stockholders, other stakeholders, and the general public. It shall apply to all Directors, Officers, Employees, contractors, suppliers, vendors, buyers, consultants, of the Company.</p> <p><u>2020 Revised Manual on Corporate Governance</u> <i>Ref: Article 3, Section 15.2</i> <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	

<p>2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.</p>	<p>Compliant</p>	<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>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 7.2</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
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*Disclosure and Transparency*

*Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.*

**Recommendation 8.1**

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company’s financial condition, results and business operations.</p>	<p>Compliant</p>	<p><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>Please refer to the following links below:</p> <p><u>Company Website</u>  <a href="https://www.brightkindle.com/">https://www.brightkindle.com/</a></p> <p><u>Annual Report (SEC Form 17-A)</u>  <i>Ref: Part II – Operational and Financial Information</i>  <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p> <p><u>Quarterly Report (SEC Form 17-Q)</u>  <a href="https://bkr.com.ph/sec-form-17-q-quarterly-report/">https://bkr.com.ph/sec-form-17-q-quarterly-report/</a></p> <p><u>PSE Disclosure (SEC Form 17-C)</u></p>	
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		<p><a href="https://bkr.com.ph/sec-form-17-c-current-report/">https://bkr.com.ph/sec-form-17-c-current-report/</a></p> <p>Information Statement dated 11 July 2025 (SEC Form 20-IS) Ref: Item 5 <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p> <p><u>2020 Revised Manual on Corporate Governance</u> Ref: Article 3, Section 8 <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<b>Supplement to Recommendations 8.1</b>			
<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>The Company submits financial reports in compliance with Rule 17.1 of the Securities Regulation 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"> <li>• 1<sup>st</sup> Quarter 2025 (ended March 31, 2025) submitted to the SEC and posted in the Company website on May 14, 2025 (45 days from end of 1<sup>st</sup> quarter)</li> </ul>	

		<ul style="list-style-type: none"> <li>• 2<sup>nd</sup> Quarter 2025 (ended June 30, 2025) submitted to the SEC and posted in the Company website on August 14, 2025 (45 days from end of 2<sup>nd</sup> quarter)</li> <li>• 3<sup>rd</sup> Quarter 2025 (ended September 20, 2025) submitted to the SEC and posted in the Company website on November 17, 2025 (45 days from end of 3<sup>rd</sup> quarter)</li> <li>• FY 2025 Annual Report (ended December 31, 2025) submitted to the SEC and posted in the Company website on May 13, 2026 (105 days from end of fiscal year)</li> </ul>	
<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"> <li>1. <i>principal risks to minority shareholders associated with the identity of the company’s controlling shareholders;</i></li> <li>2. <i>cross-holdings among company affiliates; and</i></li> <li>3. <i>any imbalances between the controlling shareholders’ voting power and overall equity position in the company.</i></li> </ol> <p>Please refer to the Annual report and Definitive Information Statement</p> <p><u>Annual Report (SEC Form 17-A)</u>  <u>Ref: Item 5</u>  <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p>	

		<p><u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u>  <i>Ref: Item 5</i>  <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p>	
<b>Recommendation 8.2</b>			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	<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>	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	<p><i>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</i></p> <p>All directors &amp; Officers 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 Regulation Code of the Philippines.</p> <p><u>Insider Trading Policy</u>  <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></p> <p><u>BKR GIS 2025 with Statement on Beneficial Ownership</u>  <a href="https://bkr.com.ph/general-information-sheet/">https://bkr.com.ph/general-information-sheet/</a></p> <p>All officers disclose/report to the company any dealings in the company's shares in compliance with Section 13 of the PSE Disclosure Rules and</p>	

		<p>Rule 23 of the Securities Regulation Code of the Philippines</p> <p><u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u>  <i>Ref: Item 5</i>  <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p>	
<b>Supplement to Recommendation 8.2</b>			
<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>All directors &amp; 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 &amp; 23 of the Securities Regulation Code of the Philippines.</p> <p><u>Annual Report (SEC Form 17-A)</u>  <i>Ref: Item 11</i>  <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p> <p><u>BKR GIS 2025</u>  <a href="https://bkr.com.ph/general-information-sheet/">https://bkr.com.ph/general-information-sheet/</a></p> <p><u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u>  <i>Ref: Item 5</i></p>	

		<a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a>  <b>Top 100 Stockholders List</b> <a href="https://bkr.com.ph/list-of-top-100-stock-holders/">https://bkr.com.ph/list-of-top-100-stock-holders/</a>	
<b>Recommendation 8.3</b>			
<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><b>Annual Report (SEC Form 17-A)</b>  <i>Ref: Item 9</i>  <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p> <p><b>Information Statement dated 11 July 2025 (SEC Form 20-IS)</b>  <i>Ref: Item 5</i>  <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p> <p><b>Website</b>  <a href="https://www.brightkindle.com">https://www.brightkindle.com</a></p>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	Compliant	<p><i>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</i></p>	

		<p><u>Annual Report (SEC Form 17-A)</u>  <u>Ref: Item 9 and 11</u>  <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p> <p><u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u>  <u>Ref: Item 5</u>  <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p> <p><u>Website</u>  <a href="https://www.brightkindle.com/">https://www.brightkindle.com/</a></p>	
<b>Recommendation 8.4</b>			
<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>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>Relevant and material information on individual board directors and key executives' remuneration, as well as the level and mix of the same, are available in the following:</p> <p><u>Annual Report (SEC Form 17-A)</u>  <u>Ref: Parts III and V</u>  <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p> <p><u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u>  <u>Ref: Item 5</u>  <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p>	

		<p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Section Article 3, 2.4</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p>Material Information/Transactions are disclosed in the PSE Edge Website and Company Website:</p> <p><u>PSE Disclosure (SEC Form 17-C)</u>  <a href="https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=66">https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=66</a></p> <p><u>Other Disclosures to SEC, PSE and other Pertinent Agencies</u>  <a href="https://bkr.com.ph/other-disclosures-to-sec-pse-and-other-pertinent-agencies/">https://bkr.com.ph/other-disclosures-to-sec-pse-and-other-pertinent-agencies/</a></p>	
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>Compliant</p>	<p><i>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</i></p> <p><u>Annual Report (SEC Form 17-A)</u>  <i>Ref: Item 10</i>  <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p>	
<b>Recommendation 8.5</b>			
<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>Please refer to the attached link:</p> <p><a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></p> <p>As a matter of policy and practice, directors with a material interest in a transaction abstain from taking part in deliberations concerning the transactions in which they have an interest.</p> <p><u>2020 Revised Manual of Corporate Governance</u> Ref: Article 3, Section 2.6) <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p><u>Material Related Party Transactions Policy</u> <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></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"> <li>1. <i>name of the related counterparty;</i></li> <li>2. <i>relationship with the party;</i></li> <li>3. <i>transaction date;</i></li> <li>4. <i>type/nature of transaction;</i></li> <li>5. <i>amount or contract price;</i></li> <li>6. <i>terms of the transaction;</i></li> <li>7. <i>rationale for entering into the transaction;</i></li> <li>8. <i>the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and</i></li> </ol>	

		<p>9. <i>other terms and conditions</i></p> <p>Please refer to the attached links:</p> <p><u>Annual Report (SEC Form 17-A)</u>  <i>Ref: Item 12</i>  <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p> <p><u>Certain Relationships &amp; Related Transactions</u>  Please refer to Item 11 (page 24) of SEC Form 17-A:</p> <p><u>Annual Report (SEC Form 17-A)</u>  <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p>	
<b>Supplement to Recommendation 8.5</b>			
<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><u>2020 Revised Manual on Corporate Governance</u>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p><u>Current Report (SEC Form 17-C)</u>  <a href="https://bkr.com.ph/sec-form-17-c-current-report/">https://bkr.com.ph/sec-form-17-c-current-report/</a></p> <p><u>Material Related Party Transactions Policy</u>  <i>Ref: Article VII</i>  <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></p>	

**Optional : Recommendation 8.5**

<p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p>	<p>Compliant</p>	<p><i>Provide link or reference where this is disclosed, if any</i></p> <p><u>Current Report (SEC Form 17-C)</u>  <a href="https://bkr.com.ph/sec-form-17-c-current-report/">https://bkr.com.ph/sec-form-17-c-current-report/</a></p> <p><u>Annual Report (SEC Form 17-A)</u>  <i>Ref: Item 11</i>  <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p> <p><i>Material Related Party Transactions Policy 2020 Manual Ref: Article VII</i>  <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></p>	
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**Recommendation 8.6**

<p>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.</p>	<p>Compliant</p>	<p><i>Provide link or reference where this is disclosed</i></p> <p><u>Material Information/Transactions are disclosed in the PSE Edge Website and Company Website</u>  <a href="https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=66">https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=66</a></p> <p><a href="https://www.brightkindle.com/">https://www.brightkindle.com/</a></p> <p><u>2020 Revised Manual of Corporate Governance</u>  <i>Ref: Article 3, Section 2.6</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
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<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	<p>Compliant</p>	<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>	
<p><b>Supplement to Recommendation 8.6</b></p>			
<p>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.</p>	<p>Compliant</p>	<p><i>Provide link or reference where these are disclosed.</i></p> <p>PSE Edge Website and Company website:  <a href="https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=66">https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=66</a>   <a href="https://www.brightkindle.com/">https://www.brightkindle.com/</a></p>	
<p><b>Recommendation 8.7</b></p>			
<p>1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).</p>	<p>Compliant</p>	<p><i>Provide link to the company's website where the Manual on Corporate Governance is posted.</i></p>	
<p>2. Company's MCG is submitted to the SEC and PSE.</p>	<p>Compliant</p>	<p><u>2020 Revised Manual on Corporate Governance</u></p>	
<p>3. Company's MCG is posted on its company website.</p>	<p>Compliant</p>	<p><a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<p><b>Supplement to Recommendation 8.7</b></p>			
<p>1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.</p>	<p>Compliant</p>	<p><i>Provide proof of submission.</i></p> <p>Please refer to the attached links:</p>	

		<a href="https://bkr.com.ph/other-disclosures-to-sec-pse-and-other-pertinent-agencies/">https://bkr.com.ph/other-disclosures-to-sec-pse-and-other-pertinent-agencies/</a>  2020 Revised Manual on Corporate Governance <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a>	
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	Refer to <u>2025 Annual Report (SEC Form 17-A)</u> Ref: <i>Item 1</i> <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a>	
b. Financial performance indicators	Compliant	Refer to <u>2025 Annual Report (SEC Form 17-A)</u> Ref: <i>Part II Operational and Financial Information</i> <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a>	
c. Non-financial performance indicators	Compliant	Refer to <u>2025 Annual Report (SEC Form 17-A)</u> Ref: <i>Item 1</i> <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a>	
d. Dividend Policy	Compliant	Refer to <u>2025 Annual Report (SEC Form 17-A)</u> Ref: <i>Part II Operational and Financial Information</i> <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a>	

<p>e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors</p>	<p>Compliant</p>	<p>Refer to <u>2025 Annual Report (SEC Form 17-A)</u> <i>Ref: Item 9</i> <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p>	
<p>f. Attendance details of each director in all directors meetings held during the year</p>	<p>Compliant</p>	<p>Refer to <u>2025 Annual Report (SEC Form 17-A)</u> <i>Ref: Item 14</i> <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p>	
<p>g. Total remuneration of each member of the board of directors</p>	<p>Compliant</p>	<p>Refer to <u>2025 Annual Report (SEC Form 17-A)</u> <i>Ref: Item 10</i> <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p>	
<p>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.</p>	<p>Compliant</p>	<p><i>Provide link or reference to where this is contained in the Annual Report</i></p> <p>The Corporate Governance portion has been removed from the Annual report as per SEC Memorandum Circular No. 5 Series of 2013 item 5 which states: "V. The Corporate Governance section in the Annual Report (SEC Form 17-A) shall be deleted." A separate Corporate Governance Report was submitted on January 5, 2017.</p>	
<p>3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.</p>	<p>Compliant</p>	<p><i>Provide link or reference to where this is contained in the Annual Report</i></p> <p>See Statement of Management's Responsibility for Financial Statements (attached to the AFS) and the link to the Company's Annual Report.</p>	

		<p><u>Annual Report (SEC Form 17-A)</u>  <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></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>	Compliant	<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 Committee. The Audit 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>	Compliant	<p><i>Provide link or reference to where these are contained in the Annual Report</i></p> <p>Please refer to the link to the Company's Annual Report.</p> <p><u>Annual Report (SEC Form 17-A)</u>  <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p>	
<p><i>Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.</i></p>			
<p><b>Recommendation 9.1</b></p>			
<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	Compliant	<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>The Audit, Risk Oversight, and Related 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, 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><u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u>  <i>Ref: Item 5</i>  <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p> <p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Sections 3.2 and 9.1</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	<p>Compliant</p>	<p><i>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</i></p> <p>The Company's Audit, Governance, Oversight and Related Party Transaction Committee recommends to the Board of Directors the</p>	



		<p>appointment of the external auditor and the fixing of the audit fees. The Board of Directors and the stockholders approve said recommendation.</p> <p>In the Company's 2025 Annual Stockholders' Meeting, the stockholders representing 68.20% of the Company's outstanding shares ratified the reappointment of Reyes Tacandong &amp; Co. (RTC) as external auditor.</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 incidence where the Company has taken action with regard to the removal of the external auditor.</p>	
<p><b>Supplement to Recommendation 9.1</b></p>			
<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>Rotation of Lead audit partner is in compliance with Section 3(b)(ix), Rule 68 of the Securities Regulation 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-</p>	

		<p>engagement of the same signing partner or individual auditor.</p> <p><u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u>  <i>Ref: Item 5</i>  <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p>	
<b>Recommendation 9.2</b>			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> <li>i. assessing the integrity and independence of external auditors;</li> <li>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</li> <li>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</li> </ul>	Compliant	<p><i>Provide link/reference to the company's Audit Committee Charter</i></p> <p>Please refer to the attached link:</p> <p><u>Audit Committee Charter</u>  <a href="https://bkr.com.ph/board-committee-charters/">https://bkr.com.ph/board-committee-charters/</a></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		
<b>Supplement to Recommendations 9.2</b>			
<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>	Compliant	<p><i>Provide link/reference to the company's Audit Committee Charter</i></p> <p>The Audit, Risk Oversight, and Related Transactions Committee considers only leading audit firms that are capable of</p>	

		<p>providing quality and affordable services to the Company.</p> <p><u>2020 Revised Manual on Corporate Governance</u> Ref: Article 3, Section 3.2 <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	<p>Compliant</p>	<p><i>Provide link/reference to the company's Audit Committee Charter</i></p> <p>The Audit, Risk Oversight, and Related Transactions Committee considers only leading audit firms that are capable of providing quality and affordable services to the Company.</p> <p><u>2020 Revised Manual on Corporate Governance</u> Ref: Article 3, Section 3.2 <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<b>Recommendation 9.3</b>			
<p>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.</p>	<p>Compliant</p>	<p><i>Disclose the nature of non-audit services performed by the external auditor, if any.</i></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, Risk Oversight and Related Party Transactions Committee is</p>	



		obtained before the external auditor is engaged to provide any permitted non-audit services.	
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	<p><i>Provide link or reference to guidelines or policies on non-audit services</i></p> <p>The approval of the Audit, Risk Oversight and Related Party Transactions Committee is obtained before the external auditor is engaged to provide any permitted non-audit services.</p>	
<b>Supplement to Recommendation 9.3</b>			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p><i>Provide information on audit and non-audit fees paid.</i></p> <p>There were no non-audit services performed by the external auditor. The approval of the Audit Committee is obtained before the external auditor is engaged to provide any permitted non-audit services.</p>	
<b>Additional Recommendation to Principle 9</b>			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p><i>Provide information on company's external auditor, such as:</i></p> <ol style="list-style-type: none"> <li>1. <i>Name of the audit engagement partner;</i></li> <li>2. <i>Accreditation number;</i></li> <li>3. <i>Date Accredited;</i></li> <li>4. <i>Expiry date of accreditation; and</i></li> <li>5. <i>Name, address, contact number of the audit firm.</i></li> </ol> <p>Please refer to the following details:</p> <p><b>Belinda B. Fernando</b></p> <p>a. BOA Accreditation No. 4782/P-005; Valid until June 6, 2026</p>	

		<p>b. SEC Accreditation No. 81207 – SEC Group A (Valid for Financial Periods 2023 to 2025)</p> <p>c. BIR Accreditation No. 08-005144-004-2025 (Valid until August 10, 2028)</p> <p>Reyes Tacandong &amp; 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"> <li>1. <i>Date it was subjected to SOAR inspection, if subjected;</i></li> <li>2. <i>Name of the Audit firm; and</i></li> <li>3. <i>Members of the engagement team inspected by the SEC.</i></li> </ol> <p>The Company’s external auditor, Reyes Tacandong &amp; Co. (RTC), underwent the SOAR inspection for audit engagements relating to the financial period ended December 31, 2023. The SEC’s Evaluation Report dated March 26, 2026 noted that RTC’s remedial actions in 2024 have satisfactorily addressed all inspection findings within the allowed period. Belinda B. Fernando, as a signing partner, was subjected to the inspection of the covered period.</p>	
<p><i>Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.</i></p>			
<p><i>Recommendation 10.1</i></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><i>Disclose or provide link on the company’s policies and practices on the disclosure of non-financial information, including EESG issues.</i></p> <p><u>2020 Revised Manual on Corporate Governance</u></p>	

		<p>Ref: Article 3, Section 10  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	Compliant	<p>Provide link to Sustainability Report, if any. Disclose the standards used.</p> <p><u>2025 Sustainability Report is attached to the Annual Report (SEC Form 17-A)</u>  <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></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><i>Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.</i></p>			
<p><b>Recommendation 11.1</b></p>			
<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>	Compliant	<p>Disclose and identify the communication channels used by the company (i.e., website, Analyst’s briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.).  Provide links, if any.</p> <p>Please refer to the following link:  <a href="https://www.brightkindle.com/">https://www.brightkindle.com/</a></p>	
<p><b>Supplemental to Principle 11</b></p>			
<p>1. Company has a website disclosing up-to-date information on the following:</p>	Compliant	<p>Provide link to company website</p> <p>Please refer to the following link:  <a href="https://www.brightkindle.com/">https://www.brightkindle.com/</a></p>	

a. Financial statements/reports (latest quarterly)	Compliant	Please refer to the following link: <u>Quarterly Report (SEC Form 17-Q)</u> <a href="https://bkr.com.ph/sec-form-17-q-quarterly-report/">https://bkr.com.ph/sec-form-17-q-quarterly-report/</a>	
b. Materials provided in briefings to analysts and media	Compliant	Not applicable for 2025.	
c. Downloadable annual report	Compliant	Please refer to the following link: <u>Annual Report (SEC Form 17-A)</u> <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a>	
d. Notice of ASM and/or SSM	Compliant	Please refer to the following link: <u>Notice of Annual Stockholders' Meeting Disclosure dated 11 July 2025</u> <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=085a98fd79c363f5ec6e1601ccee8f59">https://edge.pse.com.ph/openDiscViewer.do?edge_no=085a98fd79c363f5ec6e1601ccee8f59</a>	
e. Minutes of ASM and/or SSM	Compliant	Please refer to the following link: <u>Minutes of the Annual Stockholders' Meeting</u> <a href="https://bkr.com.ph/minutes-of-all-general-or-special-stockholders-meetings/">https://bkr.com.ph/minutes-of-all-general-or-special-stockholders-meetings/</a>	
f. Company's Articles of Incorporation and By-Laws	Compliant	Please refer to the following link: <u>AOI and By-Laws</u> <a href="https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/">https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/</a>	
<b>Additional Recommendation to Principle 11</b>			
1. Company complies with SEC-prescribed website template.	Compliant	Please refer to the following link: <a href="https://www.brightkindle.com/">https://www.brightkindle.com/</a>	

*Internal Control System and Risk Management Framework*

*Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.*

*Recommendation 12.1*

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>Compliant</p>	<p><i>List quality service programs for the internal audit functions.</i></p> <p><i>Indicate frequency of review of the internal control system</i></p> <p>Please refer to Manual on Corporate Governance and Audit Committee functions 2020 Revised Manual on Corporate Governance  <i>Ref: Article 3, Section 3.2</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>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"> <li>1. <i>Company's risk management procedures and processes</i></li> <li>2. <i>Key risks the company is currently facing</i></li> <li>3. <i>How the company manages the key risks</i></li> </ol> <p><i>Indicate frequency of review of the enterprise risk management framework.</i></p> <p>The Board of Directors and Management assess various risks involved in its operations, including the agreements, contracts, and</p>	

		<p>transactions it enters into. All Board Directors, officers and employees of the Company shall contribute to the implementation and observance of risk management systems, process and policies adopted by the Company, Risk Management shall be imbedded in all policies and procedures in all levels of the Company's operational structure.</p> <p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 2.10</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p><u>Enterprise Risk Management Policy</u>  <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></p>	
<b>Supplement to Recommendations 12.1</b>			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	<p>Compliant</p>	<p><i>Provide information on or link/ reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</i></p> <p><i>Indicate frequency of review.</i></p> <p>The Company is guided by the Securities Regulations Code, Revised Corporation Code, and PSE Disclosure Rules 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</p>	



		<p>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>	
<b>Optional: Recommendation 12.1</b>			
<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 IT personnel in place dedicated to handle disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed, and reported to the Management.</p> <p>The Company's IT Department ensures early restoration of critical IT and communication services and systems to ensure continuous business operation of the Company.</p>
<b>Recommendation 12.2</b>			
<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p>	<p>Compliant</p>	<p><i>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</i></p> <p>Effective May 2020, Mr. Emerson P. Paulino was appointed as head of Internal Audit. Effective 2026 however, the Company engaged Mr. Paulino as an external consultant for Internal Audit.</p>	
<b>Recommendation 12.3</b>			



<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	<p>Compliant</p>	<p><i>Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.</i></p> <p>Effective May 2020, Mr. Emerson P. Paulino was appointed as head of Internal Audit. Effective 2026 however, the Company engaged Mr. Paulino as an external consultant for Internal Audit.</p>	
<p>2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.</p>	<p>Compliant</p>		
<p>3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.</p>	<p>Compliant</p>	<p><i>Identify qualified independent executive or senior management personnel, if applicable.</i></p>	<p>Not applicable.</p>
<p><b>Recommendation 12.4</b></p>			
<p>1. Company has a separate risk management function to identify, assess and monitor key risk exposures.</p>	<p>Compliant</p>	<p><i>Provide information on company's risk management function.</i></p> <p>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 Committee whose duty and responsibilities include among others, the risk oversight of financial management functions specifically in the areas of managing credit, market, liquidity,</p>	

		operational, legal and other risks of the Corporation, and crisis management. The Board has appointed a risk management officer with a rank of a vice president to regularly review and formulate plans for the management of all risks whether internal or external risks.	
<b>Supplement to Recommendation 12.4</b>			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	<i>Identify source of external technical support, if any.</i>	Not applicable. The Company did not encounter any matter which will require external technical support in risk management.
<b>Recommendation 12.5</b>			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	<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>During the 07 August 2025 Organizational Board Meeting, Mr. Dale A. Tongco was appointed by the Board as the Chief Risk Officer of the Company. Effective 2026 however, the Company engaged Mr. Paulino as an external consultant for Risk Management.</p> <p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 2.7.1</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	During the 07 August 2025 Organizational Board Meeting, Mr. Dale A. Tongco was appointed by the Board as the Chief Risk	



		Officer of the Company. Effective 2026 however, the Company engaged Mr. Paulino as an external consultant for Risk Management	
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**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. Please refer to the following link:</p> <p><u>Annual Report (SEC Form 17-A)</u>  <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p>	
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**Cultivating a Synergic Relationship with Shareholders**

*Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.*

**Recommendation 13.1**

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><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 13.1</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p>The Board shall respect the rights of the stockholders as provided for in the Revised Corporation Code, namely:</p> <p>a. Right to vote on all matters that require their consent or approval;</p>	
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		<ul style="list-style-type: none"> <li>b. Pre-emptive right to all stock issuances of the corporation;</li> <li>c. Right to inspect corporate books and records;</li> <li>d. Right to information;</li> <li>e. Right to Dividends;</li> <li>f. Appraisal Rights.</li> <li>g. The Board should be transparent and fair in the conduct of the annual and special stockholders' meetings of the corporation. The stockholders should be encouraged to personally attend such meetings. If they cannot attend, they should be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of the By-Laws, the exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy should be resolved in the stockholder's favor.</li> </ul>	
<p>2. Board ensures that basic shareholder rights are disclosed on the company's website.</p>	<p>Compliant</p>	<p><i>Provide link to company's website</i></p> <p>Please refer to the following link:</p> <p><u><a href="#">2020 Revised Manual on Corporate Governance</a></u>  <i>Ref: Article 3, Section 13</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<b>Supplement to Recommendation 13.1</b>			
<p>1. Company's common share has one vote for one share.</p>	<p>Compliant</p>	<p>The principles are mandated by the laws of the Corporation</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>A share structure of “one vote per common share” is being practiced in the Company. Stockholders are given the right to participate in company decision-making pursuant to the one-share one-vote policy of the Company.</p> <p><u>Amended By-Laws dated 12 January 2015</u> <a href="https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/">https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/</a></p> <p>Article II, Section 7 of the Amended By-Laws states: “Section 7. VOTE. At each meeting of the stockholders, every stock held by him has voting power upon the matter in question. The vote for the election directors, and, except with respect to the procedural question determined by the chairman of the meeting, shall be by viva voce or show of hands.”</p> <p><u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u> Ref: Item 5 <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></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>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u> Ref: Item 5</p>	

		<p><a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p> <p>The method and manner of counting the votes of shareholders shall be by viva voce and/or by ballots. The votes shall be counted by the Corporate Secretary and/or Asst. Corporate Secretary, who shall be assisted by the stock transfer agent.</p>	
<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.</p>	<p>Compliant</p>	<p><i>Provide information on shareholder voting mechanisms such as supermajority or “majority of minority”, if any.</i></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>	
<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.</p>	<p>Compliant</p>	<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 meeting/submission of proposal for consideration or agenda item at the AGM or special meeting. Nonetheless the Board will allow it if requested.</p> <p><u>Amended By-Laws dated 12 January 2015</u> <a href="https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/">https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/</a></p>	

		<p>Article II, Section 3 of the Amended By-Laws states:  <i>“Section 3. SPECIAL MEETINGS. Special meetings of the stockholder may be called by the (i) Chairman of the Board, or (ii) the President of the Corporation, at their discretion, or (iii) upon request in writing addressed to the Chairman of the Board, signed by a majority of the members of the Board of Directors, or (iv) by two or more stockholders registered as the owners of at least thirty percent (30%) of the total shares of stock issued and outstanding which are entitled to vote.”</i></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><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 13.1</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Compliant</p>	<p>Provide information or link/reference to the policies on treatment of minority shareholders</p> <p>The Company promotes a culture of transparency with protection and equal respect of stockholder rights embodied in its</p>	

		<p>2020 Revised Manual on Corporate Governance.</p> <p>2020 Revised Manual on Corporate Governance Ref: Article 3, Section 13 <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p>The minority shareholders should be granted the right to propose the holding of a meeting, and the right to propose items on 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>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 12 January 2015, dividends payable out of the surplus profits of the Company shall be declared at such time and in such manner and in such amounts as the Board of Directors shall determine. Provided that, stock dividends shall be subject to the approval of the stockholders in a meeting called for the purpose.</p> <p>Please refer to the following links:</p> <p><u>Amended By-Laws dated 12 January 2015</u>  <u>Ref: Article VI, Section 3</u>  <a href="https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/">https://bkr.com.ph/articles-of-incorporation-by-laws-all-amendments-thereto/</a></p> <p>Annual Report (SEC Form 17-A)  <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p>	
<b>Optional: Recommendation 13.1</b>			
<p>1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.</p>	<p>Compliant</p>	<p><i>Identify the independent party that counted/validated the votes at the ASM, if any.</i></p> <p>The Company engages its stock and transfer agent to count and validate the votes, which are usually taken in absentia, at the ASM. Please refer to the details of the Company's stock and transfer agent below:</p>	

		STOCK TRANSFER SERVICE, INC. 34-D Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, 1226 Philippines	
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**Recommendations 13.2**

<p>1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.</p>	<p>Compliant</p>	<p><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>The Notice of the 2025 Annual Stockholders' Meeting has been sent out to all stockholders on record on July 15 and 16, 2025 or no later than 21 calendar days before the 2025 Annual Stockholders' Meeting held on August 07, 2025.</p> <p>There were no changes in remuneration as of the Last Annual Meeting.</p> <p>Please refer to the following links:</p> <p><u>Current Report (SEC Form 17-C)</u>  <a href="https://bkr.com.ph/sec-form-17-c-current-report/">https://bkr.com.ph/sec-form-17-c-current-report/</a></p> <p><u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u>  <i>Ref: Item 5</i>  <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a></p>	
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Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	<i>Provide link or reference to the company's notice of Annual Shareholders' Meeting</i>	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	Please refer to the following link containing the said details/information:  <u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u> <i>Ref: Item 5</i> <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a>	
b. Auditors seeking appointment/re-appointment	Compliant		
c. Proxy documents	Compliant		
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	<i>Provide link or reference to the rationale for the agenda items</i>  See information statement and website.  <u>Information Statement dated 11 July 2025 (SEC Form 20-IS)</u> <i>Ref: Item 5</i> <a href="https://bkr.com.ph/sec-form-20-is-information-statement/">https://bkr.com.ph/sec-form-20-is-information-statement/</a>	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	<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>During the 07 August 2025 ASM, the Corporate Secretary of the Company certified that present at the meeting were stockholders owning at least 1,042,388,889 shares representing at least 68.20% of the outstanding capital stock of the Company. Therefore, there was a quorum for the transaction of business.</p> <p>Please refer to the following link:</p> <p><u>Minutes of All General or Special Stockholders' Meeting</u>  <a href="https://bkr.com.ph/minutes-of-all-general-or-special-stockholders-meetings/">https://bkr.com.ph/minutes-of-all-general-or-special-stockholders-meetings/</a></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>Please refer to the links below:</p> <p><u>Minutes of the Annual Stockholders' Meeting</u>  <a href="https://bkr.com.ph/minutes-of-all-general-or-special-stockholders-meetings/">https://bkr.com.ph/minutes-of-all-general-or-special-stockholders-meetings/</a></p>	<p>The August 07, 2025 Minutes of the Annual and Special Shareholders' Meetings was uploaded on August 13, 2025.</p>

		<p>Shareholders representing <b>68.20%</b> of the Company's outstanding shares approved all items in the agenda.</p> <p>After the Agenda is discussed, the floor is opened for questions from the shareholders.</p> <p>During the 07 August 2025 ASM, the Corporate Secretary of the Company certified that present at the meeting were stockholders owning at least 1,042,388,889 shares representing at least 68.20% of the outstanding capital stock of the Company. Therefore, there was a quorum for the transaction of business.</p>	
<b>Supplement to Recommendation 13.3</b>			
<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>	<p>Compliant</p>	<p><i>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting</i></p> <p>The representative of Reyes Tacandong &amp; Co. Ms. Belinda B. Fernando, was present during the 07 August 2025 ASM.</p>	
<b>Recommendation 13.4</b>			
<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>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</p>	

		<p>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 sees fit.</p> <p><u>2020 Revised Manual on Corporate Governance</u>  <i>Ref: Article 3, Section 13.4</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p>	<p>Compliant</p>	<p><i>Provide link/reference to where it is found in the Manual on Corporate Governance</i></p> <p>Please refer to the following link:</p> <p><u>2020 Revised Manual of Corporate Governance</u>  <i>Ref: Article 3, Section 13.4</i>  <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<p><b>Recommendation 13.5</b></p>			
<p>1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.</p>	<p>Non-compliant</p>	<p><i>Disclose the contact details of the officer/office responsible for investor relations, such as:</i></p> <ol style="list-style-type: none"> <li>1. <i>Name of the person</i></li> <li>2. <i>Telephone number</i></li> <li>3. <i>Fax number</i></li> <li>4. <i>E-mail address</i></li> </ol>	<p>Given the current minimal operations of the Company, this position is yet to be filled upon due assessment of the Board. The role is currently subsumed under the Office of the Corporate Secretary and Chief Risk Officer.</p>



2. IRO is present at every shareholder's meeting.	Non-Compliant	<i>Indicate if the IRO was present during the ASM.</i>	
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	<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>	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-Compliant	<i>Indicate the company's public float.</i>	The Company's public float is 23.44% as of December 31, 2025.
<b>Optional: Principle 13</b>			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	<p><i>Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM</i></p> <p>The Company's practice with regard to shareholder communications to ensure effective communications with its shareholders are done in the following manner:</p> <p>(i) Dialogue between the Companies 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,</p>	

		<p>issuance of press releases inclusive of quarterly financial performance of the Company to SEC and PSE Edge and the public via the Company's website (<a href="http://www.brightkindle.com">www.brightkindle.com</a>) which the shareholders can access for information.</p> <p>(ii) Annual Stockholders' Meeting ("ASM") The ASM is a platform for the Board and shareholders to communicate on the Company's performance. At the ASM, shareholders 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 Shareholders 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. No.: 8831-4479 Email: <a href="mailto:ana.katigbak@cltpsj.com.ph">ana.katigbak@cltpsj.com.ph</a></p>	
<p>2. Company practices 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>For the 07 August 2025 Annual Stockholders' Meeting (ASM) of the Company held its ASM by remote communication or in absentia. Stockholders were provided with the Procedure. Stockholders were given option to vote during the 2025 ASM either (1) by Proxy or (2) by voting in absentia.</p>
<p><i>Duties to Stakeholders</i></p>			

*Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.*

**Recommendation 14.1**

<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p>	<p>Compliant</p>	<p><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>The Company's Stakeholders are the Shareholders, Management, Board, employees, customers, suppliers, creditors, government agencies and community from which the business draws its resources.</p> <p>Please refer to the following links:</p> <p><u><a href="https://bkr.com.ph/manual-on-corp-governance/">2020 Revised Manual on Corporate Governance</a></u> <u><a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></u></p> <p><u><a href="https://bkr.com.ph/sec-form-17-a-annual-report/">2025 Sustainability Report is attached to the Annual Report (SEC Form 17-A)</a></u> <u><a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></u></p>	
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**Recommendation 14.2**

<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>Compliant</p>	<p><i>Identify policies and programs for the protection and fair treatment of company's stakeholders</i></p> <p>The Company discloses material information to adequately inform the shareholders of the activities of the Company.</p>	
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		<p>Please refer to the following links:</p> <p><u>Website</u> <a href="https://www.brightkindle.com/">https://www.brightkindle.com/</a></p> <p><u>2020 Revised Manual of Corporate Governance</u> <i>Ref: Article 3, Section 14.2</i> <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p> <p><u>PSE Disclosure (SEC Form 17-C)</u> <a href="https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=66">https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=66</a></p>	
<b>Recommendation 14.3</b>			
<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 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: <a href="mailto:ana.katigbak@cltpsj.com.ph">ana.katigbak@cltpsj.com.ph</a></p>	
<b>Supplement to Recommendation 14.3</b>			

<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>The Company recognizes and respects the rights of its stakeholders and provides effective redress in case of violation of their rights. Please refer to the following link:</p> <p><u>2020 Revised Manual of Corporate Governance</u> 2020 Manual Ref: Section 13 and 14 <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<p><b>Additional Recommendations to Principle 14</b></p>			
<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 the Revised 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 observes intellectual property laws; as such, it only buys licensed software such as Microsoft, antivirus, database applications etc.</p>	
<p><b>Optional: Principle 14</b></p>			



1. Company discloses its policies and practices that address customers' welfare	Compliant	<i>Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.</i>	Not applicable. The Company has no direct customers.
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	<i>Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.</i>	

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

**Recommendation 15.1**

1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Non-Compliant	<i>Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.</i>	Due to the minimal operations of the Company, it has not yet established formal programs or procedures on employee participation. However, it conducts general assemblies to encourage employee engagement and interaction.
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**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>	Due to its minimal operations, the Company has not yet adopted any relevant merit-based performance incentive mechanism such as an employee stock option plan (ESOP) because it employs minimal personnel at this point in time.
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<i>Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</i>  <u>Policy and Data relating to Health, Safety and Welfare of Employees including Company Sponsored Trainings</u>	

		<p><a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></p> <p>The Company's employees are provided with Health Maintenance Organization (HMO) cards.</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>Please refer to the following link:</p> <p><u>Policy and Data relating to Health, Safety and Welfare of Employees including Company Sponsored Trainings</u>  <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></p>	
<p><b>Recommendation 15.2</b></p>			
<p>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.</p>	<p>Compliant</p>	<p><i>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption</i></p> <p>Please refer to the following links on the Company's policies, programs and practices on anti-corruption:</p> <p><u>Code of Business Conduct and Ethics</u>  <a href="https://bkr.com.ph/code-of-business-conduct-ethics/">https://bkr.com.ph/code-of-business-conduct-ethics/</a></p> <p><u>Whistleblowing Policy</u>  <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></p>	

		<p><u>2020 Revised Manual of Corporate Governance</u> 2020 Manual Ref: Section 15.2 <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	<p><i>Identify how the board disseminated the policy and program to employees across the organization</i></p> <p>This is disseminated via email and townhall meetings.</p>	
<b>Supplement to Recommendation 15.2</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	<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>Please refer to the Company's policy and procedures on penalizing employees involved in corrupt practices:</p> <p><u>2020 Revised Manual on Corporate Governance</u> Ref: Article 3, Section 15 <a href="https://bkr.com.ph/manual-on-corp-governance/">https://bkr.com.ph/manual-on-corp-governance/</a></p>	
<b>Recommendation 15.3</b>			

<p>1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation</p>	<p>Compliant</p>	<p><i>Disclose or provide link/reference to the company whistle-blowing 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>The Whistleblowing policy encourages and allows any individual to promptly report any observed risk, danger, malpractice, wrongdoing or any questionable business practice that may affect others, the Company or the Public without fear of discrimination, harassment and/or retaliation as a result of the disclosure, provided it is made in good faith and without malice. Please refer to the link below:</p> <p><u>Whistleblowing Policy</u> <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></p>	
<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.</p>	<p>Compliant</p>	<p>Under the Company’s Whistle Blowing Policy, any individual may approach or contact any of the officers listed therein, including the Chairman of the Audit Committee who is an independent director. Please refer to the link below:</p> <p><u>Whistleblowing Policy</u> <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></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>Please refer to the link below:</p> <p><u>Whistleblowing Policy</u> <a href="https://bkr.com.ph/company-policies/">https://bkr.com.ph/company-policies/</a></p>	
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*Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.*

**Recommendation 16.1**

<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</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>2025 Sustainability Report is attached to the Annual Report (SEC Form 17-A)</u> <a href="https://bkr.com.ph/sec-form-17-a-annual-report/">https://bkr.com.ph/sec-form-17-a-annual-report/</a></p>	
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**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>Please refer to the following link:</p> <p><a href="https://bkr.com.ph/corporate-social-responsibility/">https://bkr.com.ph/corporate-social-responsibility/</a></p>	
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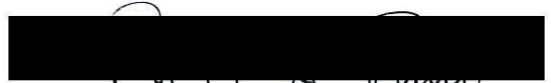
<p>2. Company exerts effort to interact positively with the communities in which it operates</p>	<p>Compliant</p>	<p><i>Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.</i></p> <p>Please refer to the following link:</p> <p><a href="https://bkr.com.ph/corporate-social-responsibility/">https://bkr.com.ph/corporate-social-responsibility/</a></p>	

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 MAY 29 2026.


**Signatures**

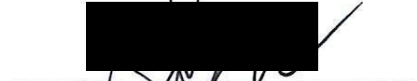
  
\_\_\_\_\_  
**Cesar C. Zalamea**  
*Chairman of the Board*

  
\_\_\_\_\_  
**Kwok Yam Ian Chan**  
*Independent Director*

  
\_\_\_\_\_  
**Chief Justice Reynato S. Puno (Ret.)**  
*Independent Director*

  
\_\_\_\_\_  
**Emerson P. Paulino**  
*Compliance Officer*

  
\_\_\_\_\_  
**Augusto C. Serafica, Jr.**  
*President/ CEO*

  
\_\_\_\_\_  
**Rhodora L. Dapula**  
*Independent Director*


  
\_\_\_\_\_  
**Ana Maria A. Katigbak**  
*Corporate Secretary*

REPUBLIC OF THE PHILIPPINES)  
CITY OF MAKATI ) S. S.

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

Name	Valid Identification	Expiry Date	Date/Place of Issue
Cesar C. Zalamea			Metro Manila
Augusto C. Serafica, Jr.			Metro Manila
Kwok Yam Ian Chan			Metro Manila
Rhodora L. Dapula			Metro Manila
Reynato S. Puno			Metro Manila
Ana Maria A. Katigbak			Metro Manila
Emerson P. Paulino			Metro Manila

Doc. No. 221  
Page No. 48  
Book No. 71V  
Series of 2026.

  
**ATTY. RYAN ANTHONY G. PERENA**  
NOTARY PUBLIC for MAKATI CITY  
Commission No. M-012 until Dec. 31, 2027  
Roll of Attorneys 77327  
PTR No. 10764513; 01/02/2026; Makati City  
IBP OR No. 566188 12/16/2025; Pasig City  
MCLE Compliance No. VIII-0000389  
8003 San Jose St., Guadalupe Nuevo, Makati City

**MINUTES OF THE ANNUAL MEETING  
OF THE STOCKHOLDERS  
OF  
BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.**

Held on August 07, 2025 at 2:00 P.M. in Makati City  
via remote communication

The 2025 Annual Stockholders' Meeting of Bright Kindle Resources & Investments, Inc. ("BKR" or the "Company") was conducted via remote communication at:

<https://bkr.com.ph/asm-bkr2025>

Prior to the start of the meeting proper, a video of the Philippine National Anthem was shown. After which, it was announced by the host, Ms. Ma. Theresa A. Defensor, that the meeting would be recorded in accordance with Securities and Exchange Commission ("SEC") Memorandum Circular No. 6, Series of 2020.

**I. CALL TO ORDER**

With the permission of Chairman Cesar C. Zalamea, Mr. Augusto C. Serafica, Jr. ("Chairman"), President and Chief Executive Officer ("CEO") of the Company, acted as the Chairman of the meeting, called the meeting to order, and presided over the same in Makati City. He announced that the Annual Stockholders' Meeting was being conducted via remote communication in compliance with the SEC Memorandum Circular No. 6, Series of 2020. He thanked all those who joined the live webcast and those who participated in the meeting by remote communication, by voting *in absentia* or appointed proxies for the meeting.

The Corporate Secretary, Atty. Ana Maria A. Katigbak ("Atty. Katigbak") acted as the Secretary of the meeting. She acknowledged the presence of the following Directors and members of senior Management.

<b>Name</b>	<b>Position</b>
Augusto C. Serafica, Jr.	Director / President / Chief Executive Officer / Member of the Executive Committee
Remegio C. Dayandayan Jr.	Director/ Member of the Nominations and Corporate Governance Committee
Minda P. De Paz	Director
Rolando S. Santos	Director / Senior Vice President / Treasurer / Chairman of the Executive Committee

Hermogene H. Real	Director / Asst. Corporate Secretary/ Member of the Executive Committee
Dale A. Tongco	Director / Member of the Audit, Risk Oversight and Related Party Transactions Committee
Lester C. Yee	Director
Kwok Yam Ian Chan	Independent Director / Member of the Nominations and Corporate Governance Committee and Chairman of the Audit, Risk Oversight and Related Party Transactions Committee
Rhodora L. Dapula	Independent Director / Chairman of the Nominations and Corporate Governance Committee and Member of the Audit, Risk Oversight and Related Party Transactions Committee
Former Chief Justice Reynato S. Puno	Independent Director Nominee
Rommel T. Casipe	Co-Asst. Corporate Secretary / Data Privacy Officer / Compliance Officer

Atty. Katigbak also acknowledged the attendance of the Company's external auditor, Reyes Tacandong & Company.

## II. PROOF OF NOTICE AND CERTIFICATION OF QUORUM

Atty. Katigbak reported that pursuant to SEC Notice dated March 12, 2025, the notice (or "**Notice**") of the meeting was published in print and online format in the business section of the *Daily Tribune* and *Manila Standard*, both newspapers of general circulation, on July 15 and 16, 2025, for two (2) consecutive days at least twenty-one (21) days before the meeting. A copy of the Notice, along with the Definitive Information Statement, minutes of the previous meeting, and other documents related to this meeting were also made available through the Company's website, Philippine Stock Exchange ("PSE") Edge, and the meeting portal.

Qualified stockholders who successfully registered within the prescribed period were included in the determination of quorum. By voting *in absentia*, by proxy, or by participating remotely in this meeting, a stockholder was deemed present for purposes of determining quorum.

Based on this, Atty. Katigbak certified that stockholders holding at least 1,042,388,889 shares, representing at least 68.20% of the outstanding capital stock of the Company, were present at the meeting. Therefore, a quorum was established for the transaction of business.

The Chairman stated that while the Company was holding the meeting virtually, the Company had taken steps to ensure that the stockholders would have an opportunity to participate in the meeting to the same extent as they would if the meeting had been done in person. In this regard, Atty. Katigbak explained the participation and voting procedures adopted for the meeting. She stated that under the Company's By-Laws, every stockholder shall be entitled to one vote for each share of stock standing in his/her name in the books of the Company, and for the election of directors, each stockholder may cumulate his/her votes.

Stockholders who successfully registered for the meeting were given the opportunity to cast their votes by voting *in absentia* or by proxy. There were five (5) items for approval, excluding the adjournment, as indicated in the agenda set out in the Notice. The proposed resolutions for each of these items would be read aloud and flashed on the screen during the meeting when the proposal to approve the resolution was presented.

For all items in the agenda to be approved in the meeting other than the election of directors, the stockholders had the option to either vote in favor of or against a matter for approval, or to abstain. For the election of directors, the stockholders had the option to vote their shares for each of the nominees, not vote for any nominee, or vote for one or some nominees only, in such number of shares as the stockholders prefer; provided that the total number of votes cast did not exceed the number of shares owned by them multiplied by the number of directors to be elected.

Votes received through ballots or by proxy forms were validated by the Stock Transfer and Services, Inc., the Company's stock and transfer agent. The results of the voting, with full details of the affirmative and negative votes, as well as abstentions, were set out in **Annex "A"** of these Minutes.

For all items in the agenda approved at the meeting other than the election of directors, the vote of the stockholders representing at least a majority of the outstanding capital stock was sufficient to approve the matter. For the election of directors, the eleven (11) nominees receiving the highest number of votes would be declared the duly elected members of the Board of Directors for the current term.

Finally, Atty. Katigbak explained that stockholders once successfully registered, were also given an opportunity to raise questions or express comments limited to the agenda items by submitting the same through the meeting portal or by e-mail. She stated that Management would endeavor to reply to these questions or address these comments at the end of the meeting. Any unanswered questions would be answered via email.

### **III. APPROVAL OF THE MINUTES OF THE PREVIOUS ANNUAL STOCKHOLDERS' MEETING**

The next item of business was the approval of the minutes of the previous meeting of the stockholders held on August 12, 2024, an electronic copy of which was made available at the Company's website.

Atty. Katigbak presented Management's proposal to adopt the following resolution approving the minutes of the annual stockholders' meeting held on August 12, 2024:

**Resolution No. S-1-2025-001**

**"RESOLVED**, that the minutes of the Annual Stockholders' Meeting of the Corporation held on August 12, 2024, be, as it is hereby, approved."

Thereafter, she announced that stockholders owning at least 1,042,388,889 shares representing at least 68.20% of the outstanding capital stock, approved the resolution, while zero shares voted against, and zero shares abstained on the matter. It was noted that the affirmative votes were sufficient to approve the resolution. Therefore, the resolution was approved.

**IV. APPROVAL OF MANAGEMENT REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2024**

The next matter on the agenda was the approval of the Management Report and Audited Financial Statements for the year ended December 31, 2024. The President and CEO, Mr. Augusto C. Serafica, Jr., reported on the Company's operational highlights and financial results, the audited financial statements for the year ended December 31, 2024, and interim period financial report.

After the report, Atty. Katigbak presented the Management's proposal to adopt the following resolution, approving the annual report of Management as presented by the Chairman and the audited financial statements for the year ended December 31, 2024:

**Resolution No. S-1-2025-002**

**"RESOLVED**, that the Management Report, as presented by the President and Chief Executive Officer, Mr. Augusto C. Serafica, Jr., and the Corporation's Audited Financial Statements for year ended December 31, 2024, be, as they are hereby, approved."

Thereafter, she announced that stockholders owning at least at least 1,042,388,889 shares representing at least 68.20% of the outstanding capital stock voted in favor of approving the resolution while zero shares voted against, and

zero shares abstained on the motion. It was noted that the affirmative votes were sufficient to approve the resolution. Therefore, the resolution was approved.

## V. RATIFICATION OF MANAGEMENT'S ACTS

The next item was the ratification and approval of the acts of Management and directors of the Corporation undertaken from the date of the last stockholders' meeting to date. The Chairman stated that a summary of the acts of the Board and Management for ratification was included in the Definitive Information Statement.

Thereafter, Atty. Katigbak presented Management's proposal to adopt the following resolution, ratifying all acts, contracts, resolutions, and deeds authorized and entered into by Management and the Board of Directors from the last annual stockholders' meeting up to the present:

### **Resolution No. S-1-2025-003**

**"RESOLVED**, that all acts, proceedings, transactions, contracts, agreements, resolutions and deeds, authorized and entered into by the Board of Directors, Management and/or Officers of Bright Kindle Resources & Investments, Inc. from the date of the last annual stockholders' meeting up to the present be, as they are hereby, approved, ratified, and confirmed."

Thereafter, she announced that stockholders owning at least 1,042,388,889 shares representing at least 68.20% of the outstanding capital stock, approved the resolution, while zero shares voted against, and zero shares abstained on the matter. It was noted that the affirmative votes were sufficient to approve the resolution. Therefore, the resolution was approved.

## VI. ELECTION OF DIRECTORS

The next matter on the agenda was the election of the members of the Board of Directors.

Atty. Katigbak stated that under the Sixth Article of the Company's Amended Articles of Incorporation, there were eleven (11) seats in the Board of Directors. She explained that under existing SEC rules, the Company was required to have at least two (2) Independent Directors. The SEC rules provided that all nominations for director shall be submitted to and evaluated by the Nominations and Compensation Committee, the powers of which were exercised by the Company's Nominations and Corporate Governance Committee. Nominations for Independent Directors shall appear in the Final List of Candidates set forth in the Definitive Information Statement, and no other nominations shall be entertained.

She noted that the Company received a total of eight (8) nominations for Regular Directors, and three (3) nominations for Independent Directors. She explained that nominees receiving the highest number of votes for the 8 available seats for Regular Director, and for the 3 available seats for Independent Director, would be declared as the duly elected members of the Board of Directors for 2025-2026.

She announced the names of the following nominees for regular and independent directors and that full details of the background and qualifications of the nominees were disclosed in the Company's Definitive Information Statement:

**For Regular Directors:**

1. CESAR C. ZALAMEA
2. AUGUSTO C. SERAFICA, JR.
3. HERMOGENE H. REAL
4. PETER B. FAVILA
5. MINDA P. DE PAZ
6. REMEGIO C. DAYANDAYAN, JR.
7. ROLANDO S. SANTOS
8. LESTER C. YEE

**and as Independent Directors:**

9. KWOK YAM IAN CHAN
10. RHODORA L. DAPULA
11. REYNATO S. PUNO

At the Chairman's request, Atty. Katigbak announced that based on the tabulation and validation by the Company's stock and transfer agent, stockholders owning at least 1,042,388,889 shares representing at least 68.20% of the outstanding capital stock, voted to elect all the eleven (11) candidates to the Board of Directors. The above eleven (11) candidates were therefore declared as the duly elected members of the Board of Directors of the Company for the term 2025-2026 to act as such until their successors are duly elected and qualified.

## **VII. APPOINTMENT OF EXTERNAL AUDITOR**

The Chairman stated that the next item in the agenda was the appointment of the Company's external auditor for the current year.

Mr. Kwok Yam Ian Chan, Chairman of the Audit, Risk Oversight, and Related Party Transactions Committee ("Audit Committee") informed the stockholders that the Audit Committee reviewed the qualifications and performance of the Company's current external auditor, Reyes Tacandong & Company, and endorsed its reappointment for the current year.

Atty. Katigbak presented Management's proposal to adopt the following resolution reappointing Reyes Tacandong & Company as the Company's external auditor for the current year:

**Resolution No. S-1-2025-004**

**"RESOLVED**, that the accounting firm of Reyes Tacandong & Company be re-appointed external auditors of the Corporation for the year 2025."

Thereafter, she announced that stockholders owning at least 1,042,388,889 shares representing at least 68.20% of the outstanding capital stock, approved the resolution, while zero shares voted against, and zero shares abstained on the matter. It was noted that the affirmative votes were sufficient to approve the resolution. Therefore, the resolution was approved.

**VIII. OTHER MATTERS**

The Chairman inquired whether any questions were raised, or comments made on the agenda, either by email or through the meeting portal.

Atty. Katigbak replied that no questions or comments were received via email or through the meeting portal prior to the meeting, and that any questions that might have been raised during the meeting would be addressed via email.

**IX. ADJOURNMENT**

There being no other matters on the agenda, the Chairman adjourned the meeting. He then conveyed his wishes for the safety and good health of the stockholders and their families.


**PREPARED BY:**


  
ATTY. ANA MARIA A. KATIGBAK  
Corporate Secretary

*Attested by:*


  
Cesar C. Zalamea  
Chairman

  
**Augusto C. Serafica Jr.**  
*President & CEO*

  
**Rolando S. Santos**  
*Director*

  
**Dale A. Tongco**  
*Director*


**Hermogene H. Real**  
*Director*

  
**Kwok Yam Ian Chan**  
*Independent Director*

  
**Lester C. Yee**  
*Director*

**Minda P. De Paz**  
*Director*

**Remegio C. Dayandayan, Jr.**  
*Director*

  
**Rhodora L. Dapula**  
*Independent Director*

**Reynato S. Puno**  
*Independent Director*

**ANNEX "A"**  
**(VOTING RESULTS)**

AGENDA ITEMS	ACTION			
Item 1. Call to Order	No action necessary.			
Item 2. Proof of Notice and Certification of Quorum	No action necessary.			
	FOR	%	AGAINST	ABSTAIN
Item 3. Approval of the Minutes of the Previous Annual Stockholders' Meeting dated August 12, 2024	1,042,388,889	68.20%	0	0
Item 4. Approval of the Management Report and Audited Financial Statements for the year ended December 31, 2024	1,042,388,889	68.20%	0	0
Item 5. Ratification of Previous Management Acts	1,042,388,889	68.20%	0	0
Item 6. Election of Directors				
<b>For Regular Director:</b>				
1. CESAR C. ZALAMEA	1,042,388,889	68.20%	0	0
2. AUGUSTO C. SERAFICA, JR.	1,042,388,889	68.20%	0	0
3. ROLANDO S. SANTOS	1,042,388,889	68.20%	0	0
4. PETER B. FAVILA	1,042,388,889	68.20%	0	0
5. REMEGIO C. DAYANDAYAN, JR.	1,042,388,889	68.20%	0	0
6. MINDA P. DE PAZ	1,042,388,889	68.20%	0	0
7. HERMOGENE H. REAL	1,042,388,889	68.20%	0	0
8. LESTER C. YEE	1,042,388,889	68.20%	0	0
<b>For Independent Director:</b>				
10. KWOK YAM IAN CHAN	1,042,388,889	68.20%		
11. RHODORA L. DAPULA	1,042,388,889	68.20%	0	0
12. REYNATO S. PUNO	1,042,388,889			
Item 7. Approval of appointment of Reyes & Tacandong as the Company's external auditor	1,042,388,889	68.20%	0	0
Item 8. Adjournment	No Action Necessary			

\* Percentage is based on total outstanding voting shares of BKR at 1,528,474,000 common shares.



**Securities and Exchange Commission**  
7907 Makati Avenue, Salcedo Village,  
Bel-air, Makati City

Attention: **Atty. Rachel Esther Gumtang-Remalante**  
Officer-in-Charge  
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 **Bright Kindle Resources and Investments 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	3	37.5%
Board Member	Rolando S. Santos	8	8	100%
Board Member	Augusto C. Serafica, Jr.	8	8	100%
Board Member	Hermogene H. Real	8	8	100%
Board Member	Remegio C. Dayandayan, Jr.	8	8	100%
Board Member	Minda P. De Paz	8	7	87.5%
Independent Director	Rhodora L. Dapula	8	8	100%
Independent Director	Kwok Yam Ian Chan	8	7	87.5%
Independent Director	Reynato S. Puno ( <i>elected on August 07, 2025</i> )	3	3	100%
Board Member	Dale A. Tongco ( <i>resigned on elected August 07, 2025</i> )	5	5	100%
Board Member	Peter B. Favila ( <i>elected on August 07, 2025</i> )	3	2	66.67%
Board Member	Andrew Julian K. Romualdez ( <i>resigned May 19, 2025</i> )	2	2	100%
Board Member	Lester C. Yee	8	8	100%

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

<b>Date of Meeting</b>	<b>Nature of Meetings</b>
April 7, 2025	Regular Meeting
April 14, 2025	Special Meeting
May 21, 2025	Special Meeting
June 30, 2025	Regular Meeting
July 11, 2025	Special Meeting
August 7, 2025	Organizational Meeting
November 6, 2025	Regular Meeting
December 5, 2024	Regular Meeting

3. Based on the records of the minutes of the above meetings of the Corporation, at least a majority of the directors have not absented themselves for more than fifty percent (50%) from all meetings of the Board of Directors, both regular and special, during their 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 (ASM) on August 7, 2025. The President and at least a majority of the directors of the Corporation likewise attended the said ASM of the Corporation on August 7, 2025.

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

Very truly yours,

  
Atty. Ana Maria A. Katigbak  
Corporate Secretary

“Annex B”

Annex “B”  
Meetings of the Board of Directors for the Year 2025

Name of Directors	Meetings of the Board of Directors for the Year 2025									
	4.7.25 RM	4.14.25 SM	5.21.25 SM	6.30.25 RM	7.11.25 SM	8.7.25 OM	11.6.25 RM	12.5.25 RM		
Cesar C. Zalamea	X	√	√	X	√	X	X	X		
Rolando S. Santos	√	√	√	√	√	√	√	√		
Augusto C. Serafica, Jr.	√	√	√	√	√	√	√	√		
Hermogene H. Real	√	√	√	√	√	√	√	√		
Remegio C. Dayandayan, Jr.	√	√	√	√	√	√	√	√		
Minda P. De Paz	√	√	√	X	√	√	√	√		
Rhodora L. Dapula	√	√	√	√	√	√	√	√		
Kwok Yam Ian Chan	√	√	√	X	√	√	√	√		
Lester C. Yee	√	√	√	√	√	√	√	√		
Reynato S. Puno (elected on August 7, 2025)	NA	NA	NA	NA	NA	√	√	√		
Peter B. Favila (elected on August 7, 2025)	NA	NA	NA	NA	NA	X	√	√		
Dale A. Tongco (resigned on August 7, 2025)	√	√	√	√	√	NA	NA	NA		
Andrew Julian K. Romualdez (resigned on May 19, 2025)	√	√	NA	NA	NA	NA	NA	NA		

**Legend:**

- √ Present
- X Absent
- RM Regular Board Meeting
- SM Special Board Meeting
- OM Organizational Board Meeting
- NA Not Applicable