

COVER SHEET

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S.E.C. Registration Number

J	O	L	L	I	B	E	E		F	O	O	D	S		C	O	R	P	O	R	A	T	I	O	N					
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(Company's Full Name)

10/F	J	O	L	L	I	B	E	E		P	L	A	Z	A		B	U	I	L	D	I	N	G					
10	F.		O	R	T	I	G	A	S		J	R.		A	V	E	N	U	E									
O	R	T	I	G	A	S		C	E	N	T	E	R	,		P	A	S	I	G		C	I	T	Y			

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

Atty. Joliza Janelle D. Salgado
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Contact Person

(632) 8634-1111 local 7097

Company Telephone Number

31-Dec

Month Day Year
Fiscal Year

Last Friday of June

Month Day Year
Annual Meeting

**Integrated Annual Corporate Governance Report for
the year ended December 31, 2020**

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total no. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I.D.

Cashier

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SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended: **31 December 2020**
2. SEC Identification Number: **77487**
3. BIR Tax Identification No.: **000-388-771**
4. Exact name of issuer as specified in its charter: **JOLLIBEE FOODS CORPORATION DOING BUSINESS UNDER THE NAME AND STYLE OF JOLLIBEE**
5. **PHILIPPINES**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **10/F JOLLIBEE PLAZA BUILDING, 10 F. ORTIGAS JR. AVENUE, ORTIGAS CENTER, PASIG CITY 1605**
Address of principal office Postal Code
8. **(632) 8634-1111**
Issuer's telephone number, including area code
9. **N/A**
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long-term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long-term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	As per the Manual on Corporate Governance of the Company, the Board has the responsibility to foster the long-term success of the Company and to sustain its competitiveness and profitability in a manner consistent with the Company's corporate objectives and the best interests of its stockholders and other stakeholders. The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities.	
2. Board has an appropriate mix of competence and expertise.		The 2020 JFC Annual Report, filed with the Securities and Exchange Commission (the "SEC") on April 13, 2021, provides information about the list of directors of the Company, including their qualifications, professional expertise and list of directorships.	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to		In 2021, the Company nominated and elected two new Independent Directors bringing the total number of independent directors of the Board of Directors from two to three. The two new directors are the Company's first non-Filipino directors, and one of them is the Company's first female director. The board members' areas of expertise include finance, real estate, economics, public relations, hospitality, technology, among others. Links/References: 1. 2020 Annual Report, starting on page 103 , on the discussion <i>Directors and Executive Officers of the Issuer</i> per the link below.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
the needs of the organization.		<p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf</p> <p>2. 2020 Definitive Information Statement, pages 9 to 20 and Annex “B” of the link below:</p> <p>https://bucketeer-9d45a0bc-28bd-439b-9619-e2bfda478d44.s3.amazonaws.com/public/uploads/Definitive-Information-Statement-June-2-2021.pdf</p> <p>3. Article IV, Sections 1 and 2 of the Amended By-Laws, pages 5 to 6</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/October_12_2018..pdf</p> <p>4. Article IV of the 2017 New Manual on Corporate Governance, pages 6 to 9 for composition, qualifications and disqualifications of directors and pages 9 to 11 for the number and qualifications of independent directors.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
Recommendation 1.2			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board is composed of a majority of non-executive directors.	Compliant	<p>The Board of Directors of the Company is composed of 9 directors, of which there were 5 non-executive directors in 2020-2021. With the election of an additional non-executive Independent Director on June 25, 2021, the number of non-executive directors increased from 5 to 6 and the number of independent directors increased from 2 to 3</p> <p>Please refer to Annex A for the details on the <i>Board of Directors</i> of the Company.</p>	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>Per the Company's Manual on Corporate Governance, the Board adopts a policy on the training of directors, including an orientation program for first-time directors and relevant annual continuing training for all directors in compliance with the requirements of the SEC.</p> <p>Please refer to Article IV.5.b of the Manual on Corporate Governance, page 12 on <i>Policies, procedures and programs</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
2. Company has an orientation program for first time directors.	Compliant	<p>Consistent with onboarding requirements of the Company's Human Resources Team, first time directors shall complete an orientation program that includes an introduction to the history of the Company, nature of its business and existing company policies.</p> <p>Please also refer to Article IV.6.b of the Manual on Corporate Governance, pages 11 to 13 on the <i>Duties and Functions of a Director</i>.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf	
3. Company has relevant annual continuing training for all directors.	Compliant	<p>The Company provides relevant annual continuing training for all its directors and key officers. In 2020, the Company conducted its corporate governance seminar on October 15, 2020, facilitated by the Institute of Corporate Directors which is an accredited training provider by the SEC.</p> <p>Links/References:</p> <ol style="list-style-type: none"> 1. Company's submission of certificates of attendance of its directors and officers. <p>https://bucketeer-9d45a0bc-28bd-439b-9619-e2bfda478d44.s3.amazonaws.com/public/uploads/JFC-BOD-Advanced-Corporate-Governance-Training_October-15-2020_ICD.pdf</p> <ol style="list-style-type: none"> 2. Article IV.6.b of the Manual on Corporate Governance, page 12 on the <i>Duties and Functions of a Director</i> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
Recommendation 1.4			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board has a policy on board diversity.	Compliant	<p>Per the Manual on Corporate Governance, the Board adopts a policy on board diversity which shall include diversity in gender, age, ethnicity, culture, skills, competence and knowledge to ensure optimal decision-making is achieved.</p> <p>On June 25, 2021, the Company elected its first non-Filipino Directors, and its first female Director; also, both directors are in their 40s, broadening the range of ages of Board members. With their addition, the JFC Board has more diversity in gender, age, ethnicity and culture. The Board's diversity in professional experience and business expertise, allows the Board to provide valuable insights to the Company from different perspectives and enables optimal decision making.</p> <p>Links/References:</p> <ol style="list-style-type: none"> 2021 Definitive Information Statement https://bucketeer-9d45a0bc-28bd-439b-9619-e2bfda478d44.s3.amazonaws.com/public/uploads/Definitive-Information-Statement-June-2-2021.pdf Article IV.5.b of the Manual on Corporate Governance, page 12 on <i>Policies, procedures and programs</i>: https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf 2020 Annual Report, starting page 103, providing information about the Company's Board of Directors. 	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf Please also refer to Annex A for the details on the <i>Board of Directors</i> of the Company which includes information on gender composition and Annex B for the <i>List of Directorships in Other Publicly-Listed Companies</i> .	
Optional: Recommendation 1.4			
1. The Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.			
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary	Compliant	Mr. William Tan Untiong is the Company's Corporate Secretary. He is concurrent director and Chief Real Estate and Design Officer of the Company. He is assisted by an Assistant Corporate Secretary, Atty. Valerie F. Amante. The Corporate Secretary's duties and responsibilities are provided for by the By-Laws and Manual on Corporate Governance of the Company. Links/References:	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>1. 2020 Annual Report, pages 104-105, for the description about Mr. Tan Untiong.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf</p> <p>2. Section 6, Article V of the By-Laws on the list of qualifications and duties of the Corporate Secretary</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/October_12_2018..pdf</p> <p>3. Article V.2.c of the Manual on Corporate Governance, pages 24 to 25</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
2. Corporate Secretary is separate individual from the Compliance Officer	Compliant	<p>Mr. William Tan Untiong is the Company's Corporate Secretary whereas Mr. Ysmael V. Baysa is the Company's Compliance Officer.</p> <p>Please refer to 2020 Annual Report, particularly pages 104-105 and 110, for the description about Mr. Tan Untiong and Mr. Baysa, respectively.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf	
3. Corporate Secretary is not a member of the Board of Directors.	Non-Compliant		<p>The Corporate Secretary, Mr. Tan Untiong, is a concurrent member of the Board of Directors.</p> <p>His years of experience as director has provided him with the necessary knowledge of Company policies and records that allows him to efficiently perform the role as the Company's Corporate Secretary.</p>
4. Corporate Secretary attends training/s on corporate governance.	Compliant	Please refer to Annex C for the <i>List of Seminars Attended by the Corporate Secretary</i> .	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least 5 business days before scheduled meeting.			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	<p>Mr. Baysa, Vice President and Chief Financial Officer, is the Compliance Officer of the Company. He is not a member of the Board of Directors.</p> <p>Links/References:</p> <ol style="list-style-type: none"> 2020 Annual Report, page 110, for the description about Mr. Baysa. <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf</p>	
2. Compliance Officer has a rank of Senior Vice President or equivalent position with adequate stature and authority in the corporation.	Compliant	<p>Mr. Baysa's position in the Company as Chief Financial Officer and Compliance Officer is of such adequate stature and authority that allows him to initiate, collaborate and implement strategic business decisions of the Company.</p> <p>Links/References:</p> <ol style="list-style-type: none"> Article VI.4 of the Manual on Corporate Governance, page 29 <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <ol style="list-style-type: none"> 2020 Annual Report, page 110, for the description about Mr. Baysa. <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
3. Compliance Officer is not a member of the board.	Compliant	Mr. Baysa is not a member of the Board of Directors. Please refer to Annex A for the details on the <i>Board of Directors</i> of the Company.	
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>The Company provides relevant annual continuing training for all its directors and key officers. In 2020, the Company conducted its corporate governance seminar on October 15, 2020, facilitated by the Institute of Corporate Directors.</p> <p>Links/References:</p> <ol style="list-style-type: none"> 1. Company's submission of certificates of attendance of its directors and officers. <p>https://bucketeer-9d45a0bc-28bd-439b-9619-e2bfda478d44.s3.amazonaws.com/public/uploads/JFC-BOD-Advanced-Corporate-Governance-Training_October-15-2020_ICD.pdf</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			
1. The Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best	Compliant	The Company's Board of Directors conducts regular board meetings which include among its agenda items business updates from its various business units, presentation and approval of financial results, presentation and approval on various corporate transactions in accordance with the approval limits set by the Company.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
interest of the company.		<p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p> <p>Please also refer to the Company's 2020 Definitive Information Statement, Annex B on the Summary of Resolutions of the Board of Directors and Executive Committee since the last Annual Stockholders' Meeting for the period June 2019 to May 2020.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/Amended-Definitive-Information-Statement-July-7-2020.pdf</p> <p>For the Summary of Resolutions of the Board of Directors and Executive Committee for the period July 2020 to May 2021, please refer to Annex D of the Company's 2021 Definitive Information Statement.</p> <p>https://bucketeer-9d45a0bc-28bd-439b-9619-e2bfda478d44.s3.amazonaws.com/public/uploads/Definitive-Information-Statement-June-2-2021.pdf</p>	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	As per the Manual on Corporate Governance of the Company, the Board has the responsibility to foster the long-term success of the Company and to sustain its competitiveness and profitability in a manner consistent with the Company's corporate objectives and the best interests of its stockholders and other stakeholders. The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		Corollary to setting the policies for accomplishment of the corporate objectives, the Board shall provide an independent check on Management, including the Company's officers. The Board shall ensure that it gets the benefit of independent views and perspectives.	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>During the November 9, 2015 Board meeting, Mr. Baysa presented to the Board of Directors the Jollibee Group Vision, Goals and Strategies, its current status and the targets and goals to be achieved.</p> <p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p> <p>The Company's Mission is to serve great tasting food, bringing the joy of eating to everyone. Its Vision is to be one of the Top 5 restaurant companies in the world.</p> <p>Through the years, the Company has formed its foundation from good business practices and strong core values of Customer Focus, Speed with Excellence, Integrity, Spirit of Family and Fun, and Humility to Listen and Learn. The Company continues its steadfast commitment in upholding these core values.</p> <p>Please refer to the corporate website particularly on the sections pertaining to Mission and Vision and Core Values.</p> <p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p>	
2. Board has a strategy execution process that	Compliant	During Board meetings where business units present business updates, execution of strategies are included in the discussion. Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
facilitates effective management performance and is attuned to the company's business environment, and culture.		<p>for details on updates from business units and other significant updates made to the Board.</p> <p>The designation of key management people to ensure execution of the identified business goals and strategies are evident in Organizational Announcements circulated in the Company.</p> <p>The designation of key posts considered instrumental to support the Company's vision to be one of the top 5 restaurant companies in the world include the following:</p> <ol style="list-style-type: none"> for corporate strategy and business development - head of corporate strategy and business development, business development head for foreign franchised brands. for the Company's digital transformation – chief digital officer, international business, digital innovation and insights director, digital process and adoption director. 	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson	Compliant	<p>The Chairman of the Board, Mr. Tony Tan Caktiong is the founder of the Company and has been a member of the Board since 1978 and was President and Chief Executive Officer of the Company until July 1, 2014, after which he continued to serve as Chairman of the Board.</p> <p>Links/References:</p> <ol style="list-style-type: none"> 2020 Annual Report, starting on page 103, on the discussion <i>Directors and Executive Officers of the Issuer</i> per the link below. 	

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		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf 2. 2020 Definitive Information Statement, pages 13 to 14 of the link below: https://bucketeer-9d45a0bc-28bd-439b-9619-e2bfda478d44.s3.amazonaws.com/public/uploads/Definitive-Information-Statement-June-2-2021.pdf	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key offices and management.	Compliant	<p>In early 2020 and as part of the succession planning program, a presentation and discussion on the high-level succession for C-Suite positions and the roster of key talents at the senior level was conducted.</p> <p>Despite the pandemic in 2020, the Company continued with the institutionalization of the succession planning program across the different markets of the Company. This was done through a series of education sessions on the talent review and on ensuring talent development completed by the leaders and HR business partners and facilitated by Global Human Resources.</p>	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	<p>Other activities performed in 2020 include the identification of critical positions across the Company, design of the talent mobility and talent development programs, and setting up of the Annual Global Talent Review process for 2021 implementation.</p> <p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Please also refer to Article IV.5.b of the Manual on Corporate Governance on <i>Management team and performance assessment</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	<p>The Board, through the Compensation Committee, established a formal and transparent procedure to develop a policy on executive remuneration ensuring that compensation is consistent with the Company's culture, strategy and control environment.</p> <p>Please refer to Article IV.8 of the Manual on Corporate Governance on <i>Management team and performance assessment</i>, pages 16 to 17.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	<p>The Company's Senior Management Stock Option and Incentive Plan has the Executive Long-Term Incentive Program (ELTIP) which is designed to achieve the following objectives: (a) provide stock ownership as an incentive that will reinforce entrepreneurial and long-term ownership behavior for the participants and (b) provide a program that rewards superior performance in achieving medium to long-term goals.</p>	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	<p>The Compensation Committee, through the support of Global Human Resources and Executive Promotion Board, reviews and implements the remuneration of senior executives.</p> <p>Please refer to Article IV.8 of the Manual on Corporate Governance on Management team and performance assessment, pages 16 to 17.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	<p>The Board, with the support of Global Human Resources, implements performance management systems that function as assessment tools in determining and aligning the performance of Management and personnel with the long-term goals of the Company. Remuneration is tied to performance. In addition, the company's Management Stock Option Program and Executive Long-Term Incentive Program include claw back provisions in its implementing guidelines. Should the recipient of the stock option grant breach any restrictive provisions or terminated due to just cause, the company will apply a claw back (or pay back) of gains from exercised options that vested within one (1) year prior to discovery of violation or separation date, whichever is later. Restrictive covenants would refer to policies on non-compete, non-solicitation and non-disclosure of proprietary information. Termination due to just cause would be based on causes as provided under the Labor Code or the Company's Code of Conduct or Code of Discipline.</p>	
Recommendation 2.6			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board has a formal and transparent board nomination and election policy.	Compliant	The Board of Directors constituted the Nomination Committee for purposes of installing and institutionalizing a process to pre-screen and shortlist all candidates nominated to become a member of the Board of Directors in accordance with the qualifications and/or disqualifications as described in the Company's Manual on Corporate Governance, By-Laws, and all applicable laws.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	Article III of the By-Laws , as amended, particularly the 4 th paragraph of Section 13 on <i>Election of Directors</i> provides as follows: At each election for directors every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares equal, or by distributing such votes as the same principle among any number of candidates.	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	The rights of minority shareholders are given due protection by the By-Laws of the Company. In addition, the nomination and election process is fully disclosed in the Manual on Corporate Governance. Voting procedures and rights, and pertinent data on directors are included in the information statement released to shareholders before the start of the nomination period.	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	Links/References:	
5. Board nomination and election policy	Compliant	1. By-Laws , as amended, particularly Section 12 on <i>Nomination of Directors</i> and Section 13 on <i>Election of Directors</i> .	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/October_12_2018..pdf 2. Please refer to Article IV.8.d of the Manual on Corporate Governance, pages 15 to 16.	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	Please refer to the following: 1. Response in Recommendation 2.6.1. 2. By-Laws , as amended, particularly Article IV, Section 2 on <i>Qualifications and Disqualifications of Directors</i> . https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/October_12_2018..pdf 3. Manual on Corporate Governance , particularly Article IV.2 on <i>Qualifications of Directors</i> , Article IV.3 on <i>Disqualifications of Directors</i> , Article IV.8.d on functions of the <i>Nomination Committee</i> . https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/October_12_2018..pdf	
Optional: Recommendation 2.6			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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.			
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	On October 22, 2019, the Board approved the Material Related Party Transactions Policy in compliance with Securities and Exchange Commission Memorandum Circular No. 10, series of 2019 on Rules on Material Related Party Transactions for Publicly-Listed Companies. On the same date, the Company submitted a copy its Material Related Party Transactions Policy to the SEC. In addition, par the Company's Manual on Corporate Governance, the Board, through the Corporate Governance Committee reviews all material related transactions of the Company, particularly those which pass certain thresholds of materiality, between and among the Company and its related companies, business associates, major shareholders, officers, directors and their spouses, children, dependent siblings and parents, and of interlocking director relationships.	
2. RPT policy includes appropriate review and	Compliant	Links/References:	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
approval of material RPTs, which guarantee fairness and transparency of the transactions.		1. Article IV.5.b of the Manual on Corporate Governance, pages 19 to 20. https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	2. Corporate website on the section pertaining to Company's Policies on Material Related Party Transactions Policy. https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/Material-Related-Party-Transactions-Policy-October-22-2019.pdf	
Supplement to Recommendation 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered de minimis or transactions that need not be	Compliant	During the March 10, 2015 Board meeting, the Board approved the Updates to the Standard Approval Limits. Included among matters expressly reserved for Board approval are "transactions of any nature of the Corporation where the transaction amount (single or aggregate) is above Php500Million (or the equivalent)." Please refer to the Corporate website on the section pertaining to Company's Policies on Material Related Party Transactions Policy. https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/Material-Related-Party-Transactions-Policy-October-22-2019.pdf	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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.			
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Compliant	<p>All actions by the Board of Directors and officers of the Company are approved/ratified by stockholders during the annual stockholders' meeting of the Company. This ratification covers all transactions, related party transactions or otherwise.</p> <p>Please refer to Article III of the By-Laws, as amended, more particularly Section 10 on <i>Vote</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/October_12_2018..pdf</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>Please refer to Article IV.5.b of the Manual on Corporate Governance on Management team and performance assessment.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>Please refer to the 2020 Annual Report, pages 111 to 114, for the list of officers pertaining to heads of local units, heads of international units and heads of corporate units.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf</p>	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer and the heads of the other control functions (Chief Risk Officer, Chief Compliance	Compliant	<p>Please refer to Article IV.5.b of the Manual on Corporate Governance on Management team and performance assessment.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>The Board, with the support of Global Human Resources, implements performance management systems that function as assessment tools in determining and aligning the performance of Management and personnel with the long-term goals of the Company.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Officer and Chief Audit Executive).			
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>Please refer to Article IV.5.b of the Manual on Corporate Governance on <i>Management team and performance assessment</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</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.	Compliant	<p>Please refer to Article IV.5.b of the Manual on Corporate Governance on <i>Management team and performance assessment</i> and <i>Policies, procedures and programs</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>The Board, with the support of Global Human Resources, implements performance management systems that function as assessment tools in determining and aligning the performance of Management and personnel with the long-term goals of the Company.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 2.10.1 and 2.10.2.</p> <p>Please refer to Article IV.5.b of the Manual on Corporate Governance on <i>Internal control and risk management</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>The Company has Policy on Conflict of Interest which provides guidelines to employees who may have existing or potential conflict which influences their decisions to act in the best interest of the Company. Such conflicts may arise due to, but not limited to, their own interests, relationships, transactions, or activities. All employees are required to accomplish a Conflict of Interest Disclosure Form on an annual basis.</p>	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant		
3. Board approves the Internal Audit Charter.	Compliant	The Company has an Internal Audit Charter duly approved by the Board, and signed by the Chairman of the Board and the Audit Committee Chairman.	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework	Compliant	<p>Please refer to Article IV.5.b of the Manual on Corporate Governance on <i>Internal control and risk management</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
to effectively identify, monitor, assess and manage key business risks.		<p>During the May 12, 2015 Board meeting, the Top 10 Risks of the Company was presented to the Board of Directors. Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p> <p>Urgent and priority issues are reported by the Compliance Officer to the Company's Board of Directors on an as-needed basis.</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>Risk Management in various critical business operations is in place to identify, evaluate and prioritize risk to monitor and control the probability of unfortunate events.</p> <p>The identified risks are being reviewed and priority is given to risk with greatest probability of occurrence and greatest loss impact on the business. Risks with lower probability of occurrence and lower loss value are handled in descending order.</p> <p>The top priority risks are regularly presented to the Board for discussion, highlighting possible mitigation or solutions of risk using available technological, human and organizational resources.</p> <p>Please refer to the corporate website particularly on the section pertaining to Risk Management.</p> <p>https://www.jollibee.com.ph/risk-management/</p> <p>The Company maintains its Business Continuity Management Policy and Business Continuity Plan in compliance with ISO 22301 Societal security – Business Continuity Management Systems as part of the Company's risk management procedures.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	This serves as the explanation for this section pertaining to Recommendation 2.12. The list of responsibilities, duties, functions and accountabilities of the Board of Directors and individual directors is found in the Company By-Laws (Article IV) and Manual on Corporate Governance (Article IV.5 and IV.6) which are available in the corporate website. https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/October_12_2018..pdf	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf	
3. Board Charter is publicly available and posted on the company’s website.	Compliant		
Additional Recommendation to Principle 2			
1. The Board has a clear insider trading policy	Compliant	Please refer to the corporate website particularly on the section pertaining to Company’s Policies on <i>Insider Trading Policy</i> . https://www.jollibee.com.ph/companys-policies/	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.			
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	<p>During the March 10, 2015 Board meeting, the Board approved the Updates to the Standard Approval Limits. Included among matters expressly reserved for Board approval are "transactions of any nature of the Corporation where the transaction amount (single or aggregate) is above Php500Million (or the equivalent)."</p> <p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p> <p>The Company complies with disclosure requirements as provided under the Securities Regulation Code and other relevant laws and regulations.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Principle 3: Board committees should set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	<p>The Board has the following committees: Executive Committee, Audit Committee, Nomination Committee, Compensation Committee and Corporate Governance Committee.</p> <p>Please refer to the following:</p> <ol style="list-style-type: none"> 1. PSE Edge Disclosure Form 4-25, dated June 28, 2021 on <i>Results of Organizational Meeting</i>. https://edge.pse.com.ph/openDiscViewer.do?edge_no=47c0b25a964f27445d542af6f1e997b9 2. By-Laws, as amended, more particularly Article IV Section 9 on <i>Committees</i>, 10 on <i>Executive Committee</i> and 11 on <i>Other Committees</i>. https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/October_12_2018..pdf 3. Manual on Corporate Governance, particularly Article IV.8 on <i>Board Committees</i>. 	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	<p>Please refer to the following:</p> <ol style="list-style-type: none"> 1. PSE Edge Disclosure Form 4-25, dated June 28, 2021 on <i>Results of Organizational Meeting</i>. https://edge.pse.com.ph/openDiscViewer.do?edge_no=47c0b25a964f27445d542af6f1e997b9 2. By-Laws, as amended, particularly Article IV, Section 9.b on <i>Audit Committee</i> https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/October_12_2018..pdf 3. Manual on Corporate Governance, particularly Article IV.8.f on <i>Audit Committee</i>. https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf 	
2. Audit Committee is composed of at least three	Compliant	The Audit Committee is composed of 4 members, of which 3 are non-executive directors. The Chairman of the Audit Committee is Mr. Cesar V.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.		<p>Purisima, an independent director, who is not a concurrent chairman of the Board or of any committees of the Company.</p> <p>Please refer to PSE Edge Disclosure Form 4-25, dated June 28, 2021 for the appointment of Committee Members of the Company.</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=47c0b25a964f27445d542af6f1e997b9</p> <p>Please also refer to Annex A on the <i>Board of Directors</i> which includes types of directorships.</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>Please refer to 2020 Definitive Information Statement Annual Report, starting page 103, for the description of the directors.</p> <p>https://bucketeer-9d45a0bc-28bd-439b-9619-e2bfda478d44.s3.amazonaws.com/public/uploads/Definitive-Information-Statement-June-2-2021.pdf</p>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	<p>The Chairman of the Audit Committee is Mr. Cesar V. Purisima, an independent director, who is not a concurrent chairman of the Board or of any committees of the Company.</p> <p>Please also see response in Recommendation 3.2.2.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<p>Please refer to Article IV.8.f of the Manual on Corporate Governance on Audit Committee.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p><i>Note: On August 28, 2020 and March 5, 2021,, the Audit Committee approved the non-audit services conducted by the external auditor for the year 2020. The non-audit services pertained to administrative services including tax services for the Company's various subsidiaries. The non-audit services rendered by the external auditor did not pose a threat on independence of the auditor.</i></p>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	The Audit Committee has at least one (1) meeting with the external audit team without anyone from management present. Other meetings with the external audit team are attended by the following: Chief Financial Officer, members of the Comptrollership Team, Investor Relations Assistant Vice President, members of the Internal Audit team.	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	Audit Committee meets at least seven (7) times during the year, as follows: at the beginning of the year and around mid-year to discuss the Internal Audit's annual audit plan and the status of open critical audit issues, every December or January for approval of external auditor's proposed plans, every	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>April for year-end audit requirements, every quarter for the review of quarterly financial results.</p> <p>From time to time, Internal Audit calls for special meetings to discuss matters requiring attention and/or approval of the Audit Committee.</p>	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	<p>Please refer to Article IV.8.f of the Manual on Corporate Governance on Audit Committee.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
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>The Board has the following committees: Executive Committee, Audit Committee, Nomination Committee, Compensation Committee and Corporate Governance Committee.</p> <p>Please refer to the following:</p> <ol style="list-style-type: none"> 1. PSE Disclosure Form 4-25, dated June 28, 2021, on <i>Results of Organizational Meeting</i>. <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=47c0b25a964f27445d542af6f1e997b9</p> <ol style="list-style-type: none"> 2. By-Laws, as amended, more particularly Article IV, Section 11 on <i>Other Committees</i>. 	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/October_12_2018..pdf 3. Manual on Corporate Governance , particularly Article IV.8.g on <i>Corporate Governance Committee</i> . https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non-Compliant		<p>The Corporate Governance Committee is composed of 3 members, 1 of whom is an independent director. The Company has 3 independent directors.</p> <p>The Corporate Governance Committee of the Company with its current composition is able to effectively perform its duties and functions.</p>
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	Ms. Ee Rong Chong, an independent director, is the Chairman of the Corporate Governance Committee.	
Optional: Recommendation 3.3			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Corporate Governance Committee meet at least twice a year.			
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Non-Compliant		<p>This serves as the explanation for this section pertaining to Recommendation 3.4.</p> <p>The duties and responsibilities of a BROC are performed by the Company's Audit Committee.</p> <p>The Enterprise Risk Management (ERM) framework of the Company is currently existing and implemented by different units of the Company. The Company's Corporate Insurance and Risk Management focuses on managing operational hazard and protecting the Company's assets and liabilities whereas Corporate Quality Management focuses on processes ensuring food safety and cleanliness.</p>
2. BROC is composed of at least three members, the majority of whom should be independent directors,	Non-Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
including the Chairman.			During the May 12, 2015 Board meeting, the director for Corporate Risk Management presented to the Board of Directors the Company’s Top 10 Risks. Urgent and priority issues are reported by the Compliance Officer to the Company’s Board of Directors on an as-needed basis. Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i> . Please also refer to Article IV.8.f of the Manual on Corporate Governance on <i>Audit Committee</i> . https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Non-Compliant		
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Non-Compliant		
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT)	Non-compliant		This serves as the explanation for this section pertaining to Recommendation 3.5.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Committee, which is tasked with reviewing all material related party transaction of the company.			On October 22, 2019, the Board approved the Material Related Party Transactions Policy in compliance with Securities and Exchange Commission Memorandum Circular No. 10, series of 2019 on Rules on Material Related Party Transactions for Publicly-Listed Companies. On the same date, the Company submitted a copy its Material Related Party Transactions Policy to the SEC.
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Non-compliant		<p>Please refer to Article IV.5.b of the Manual on Corporate Governance on <i>Policies, procedures and programs</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>Please refer to the corporate website on the section pertaining to Company's Policies on <i>Material Related Party Transactions Policy</i>.</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			<p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/Material-Related-Party-Transactions-Policy-October-22-2019.pdf</p> <p>The duties and responsibilities of an RPT Committee are performed by the Company's Corporate Governance Committee.</p> <p>Please refer to Article IV.8.g of the Manual on Corporate Governance on <i>Corporate Governance Committee</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>
Recommendation 3.6			
1. All established committees have a Committee Charter stating in	Compliant	This serves as the explanation for this section pertaining to Recommendation 3.6.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.		The purposes, membership, responsibilities of the board committees are found in the Manual on Corporate Governance , Article IV.8 on <i>Board Committees</i> , which is available in the corporate website. https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf	
2. Committee Charters provide standards for evaluating the performance of the Committees.			
3. Committee Charters were fully disclosed on the company’s website.			
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporations’ business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the	Compliant	This serves as the explanation for this section pertaining to Recommendation 4.1. Please refer to the 2021 Definitive Information Statement of the Company which included the following paragraph:	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Board, Committees and shareholders in person or through tele- /videoconferencing conducted in accordance with the rules and regulations of the Commission.		<p>In 2020, the Board of Directors met twelve (12) times during the period from January to December. Mr. Tony Tan Caktiong, had one (1) absence.</p> <p>https://bucketeer-9d45a0bc-28bd-439b-9619-e2bfd478d44.s3.amazonaws.com/public/uploads/Definitive-Information-Statement-June-2-2021.pdf</p> <p>The directors actively participate during the board meetings, providing their inputs and comments on matters presented for Board approval and presentation of the Company’s business units, among others.</p> <p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p> <p>During meetings, discussions are thorough wherein directors ask their questions and provide their inputs on the presented topics.</p>	
2. The directors review meeting materials for all Board and Committee meetings.			
3. The directors ask the necessary questions or seek clarification and explanation during the Board and Committee meetings.			
Recommendation 4.2			
1. Non-executive directors concurrently serve	Compliant	Among the non-executive directors (NED) of the Company, there are 3 directors who concurrently serve in other publicly-listed companies.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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>Please refer to Annex B for the <i>List of Directorships in Other Publicly-Listed Companies</i>.</p> <p>Please also refer to the 2021 Definitive Information Statement for the description and list of directorships of Ret. Chief Justice Panganiban, Mr. Purisima and Mr. Goh.</p> <p>https://bucketeer-9d45a0bc-28bd-439b-9619-e2bfda478d44.s3.amazonaws.com/public/uploads/Definitive-Information-Statement-June-2-2021.pdf</p> <p><i>Note: Ret. Chief Justice Panganiban concurrently sits in more than 5 publicly-listed companies. Such fact does not deter him from actively participating and effectively performing his duties as director of the Company as can be seen from his attendance record and corporate records during board meetings. For the year 2020, Ret. Chief Justice Panganiban was present during all board meetings.</i></p> <p>Please refer to the 2021 Definitive Information Statement of the Company which included the following paragraph:</p> <p>In 2020, the Board of Directors met twelve (12) times during the period from January to December. Mr. Tony Tan Caktiong had one absence.</p> <p>https://bucketeer-9d45a0bc-28bd-439b-9619-e2bfda478d44.s3.amazonaws.com/public/uploads/Definitive-Information-Statement-June-2-2021.pdf</p>	
Recommendation 4.3			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Please refer to Article IV.6.b of the Manual on Corporate Governance on <i>Duties and Functions of a Director</i> . https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf	
Optional: Principle 4			
1. The Company does not have any executive directors who serve in more than two boards of listed companies outside the group.	Compliant	All executive directors of the Company do not serve in more than two boards of listed companies. Mr Tony Tan Caktiong and Mr. William Tan Untiong are both board members of DoubleDragon Properties Corp.	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	In practice, the meeting dates for the Board of Directors for the following year are aligned and finalized during the last quarter of the year. The respective offices of the members of the Board are informed of the schedule via electronic mail correspondence. The board meeting schedule for the year 2021 was circulated via electronic mail to all members of the Board of Directors.	
3. Board of directors meet at least six times during the year.	Compliant	Please refer to the 2021 Amended Definitive Information Statement of the Company which included the following paragraph: In 2020, the Board of Directors met twelve (12) times during the period from January to December. Mr. Tony Tan Caktiong had one absence.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		https://bucketeer-9d45a0bc-28bd-439b-9619-e2bfda478d44.s3.amazonaws.com/public/uploads/Definitive-Information-Statement-June-2-2021.pdf	
4. Company requires as minimum quorum of at least 2/3 for board decisions.			
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs.			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	<p>As of June 25, 2021, the Company has a 9-seat board, 3 of which are independent directors – Mr. Cesar V. Purisima, Mr. Kevin Goh and Ms. Ee Rong Chong.</p> <p>The election of new members in the board represents three milestones in the history of JFC's board composition: the first time that there are three independent directors (versus two historically, the minimum required by the Implementing Rules and Regulations of the Securities Regulation Code), the first time that there are foreigners, and the first time that there is a female member, reflecting an improvement in its diversity. These changes raise the level of corporate governance of Jollibee Foods Corporation particularly the increase in the number of independent directors to three which is consistent with the best practices in the Association of Southeast Asian Nations (ASEAN) Corporate Governance.</p>	
Recommendation 5.2			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Please refer to the 2020 Definitive Information Statement , Annex D for the Certification and Curriculum Vitae of the Independent Directors. https://bucketeer-9d45a0bc-28bd-439b-9619-e2bfda478d44.s3.amazonaws.com/public/uploads/Definitive-Information-Statement-June-2-2021.pdf	
Supplement to Recommendation 5.2			
1. The Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	The ability of directors to vote independently is not constrained by any provision in the By-Laws or any agreements.	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Pursuant to SEC Memorandum Circular No. 4, series of 2017, a company's independent director shall serve for a maximum cumulative term of nine (9) years. It further provides that the reckoning of the cumulative nine-year term is from 2012. The independent directors of the Company have not yet exceeded the maximum term limit.	
2. The company bars an independent director from	Compliant	The Company shall continue to comply with statutory requirements vis-à-vis corporate governance best practices to ensure that its independent directors are qualified to serve as such pursuant to law and relevant regulations.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
serving in such capacity after the term limit of nine years.			
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	The Company shall continue to comply with statutory requirements vis-à-vis corporate governance best practices to ensure that its independent directors are qualified to serve as such pursuant to law and relevant regulations.	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Mr. Tony Tan Caktiong is the Chairman of the Board whereas Mr. Ernesto Tanmantiong is the Chief Executive Officer. Please refer to the 2020 Annual Report , starting page 103, on the discussion <i>Directors and Executive Officers of the Issuer</i> per the link below.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf Please also refer to the Results of the 2020 Annual Stockholders' Meeting and Organizational Meeting of the Board of Directors dated July 24, 2020 at https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/July-24-2020-%E2%80%93Results-of-the-2020-Annual-Stockholders%E2%80%99-Meeting-and-Organizational-Meeting-of-the-Board-of-Directors.pdf	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Please refer to Article V of the By-Laws , as amended, more particularly Section 2 on <i>Chairman of the Board</i> and Section 3 on <i>President</i> . https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/October_12_2018..pdf	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	The Chairman of the Board, Mr. Tony Tan Caktiong, is not an independent director. Mr. Cesar V. Purisima, an independent director, was designated as the lead director during the 2020 Organizational Meeting of the Board of Directors. Please refer to the Results of the 2020 Annual Stockholders' Meeting and Organizational Meeting of the Board of Directors dated July 24, 2020 at https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/July-24-2020-%E2%80%93Results-of-the-2020-Annual-Stockholders%E2%80%99-Meeting-and-Organizational-Meeting-of-the-Board-of-Directors.pdf	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	<p>For board meetings that pertain to approval of loan transactions that may involve Bank of the Philippine Islands, Mr. Consing abstained from participating in such transactions. For transactions involving DoubleDragon Properties Corp., Messrs. Tan Caktiong, Tan Untiong, and Tanbuntiong also abstained from participating and voting on such transactions.</p> <p>Directors with material interest in transactions affecting the Company abstain from taking part in the deliberations on such transactions.</p> <p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p>	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions without any executive present.	Compliant	Non-executive directors who are members of the Audit Committee, have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions. These are done when quarterly and year-end financial results are presented during Audit Committee meetings. Non-executive directors who are not members of the Audit Committee have direct access to these persons, as they may require.	
2. The meetings are chaired by the	Compliant	These meetings are chaired by the chairman of the Audit Committee who is an independent director.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
lead independent director.			
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	Mr. Tanmantiong is the sole director who has served in the role of President and Chief Executive Officer since 2014. Mr. Tan Caktiong, the current Chairman of the Board of Directors, last served as Chief Executive Officer in 2014.	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Non-Compliant	This serves as the explanation for this section pertaining to Recommendation 6.1.1 to 6.1.4. The assessment process for the year 2019 is pending completion.	The Board also undergoes a yearly formal assessment whereby each director completes an evaluation questionnaire that is intended to provide insights on the effectiveness of the Board, its Committees, the Chairman, and the directors. Since 2017 to 2019, the Company was able to conduct this formal assessment. However, due to timing constraints and the focus on addressing pandemic-related matters, the Company decided to forego the formal assessment done by an external provider last year. The Company plans to conduct this
2. The Chairman conducts a self-assessment of his performance.			
3. The individual members conduct a self-assessment of their performance.			
4. Each committee conducts a self-			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
assessment of its performance.			external formal assessment within 2021.
5. Every three years, the assessments are supported by an external facilitator.		To uphold corporate governance best practices, the Company shall engage the services of an external service provider to facilitate the assessments every three years.	
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	This serves as the explanation for this section pertaining to Recommendation 6.2. The criteria to determine performance of the Board, its individual directors and committees are based on their respective duties and functions. Please refer to the Manual on Corporate Governance , Article IV.5.b on <i>Duties and Functions of the Board</i> , pages 11 to 13, Article IV.6.b on the <i>Duties and Functions of Directors</i> , pages 14 to 15, and Article IV.8 on <i>Board Committees</i> , pages 15 to 21. https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf Please also refer to response in Recommendation 6.1.1 to 6.1.4. All reportorial submissions, including disclosures, are publicly available and easily accessible via the corporate website. Feedback mechanisms are in place via correspondence through the Office of the Investor Relations.	
2. The system allows for a feedback mechanism from the shareholders.			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Please refer to the link below pertaining to the sections on Contact Information, under Institutional Investor Inquiries.</p> <p>https://www.jollibee.com.ph/contact-information/</p>	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 7.1.</p> <p>The Code of Business Ethics is a statement of the shared ethical standards of the members of the Board of Directors and the employees of the Company and its subsidiaries in the conduct of business worldwide. It was approved by the Board of Directors on February 9, 2016. It provides relevant parties a framework to guide them in their actions and decisions and ensure that they conduct business with integrity, treat everyone with respect, commit to lawful business practices, and safeguard Company interests. The Code of Business Ethics illustrates the various ways by which relevant parties can adhere to these principles, and provides examples of activities and behaviors that are prohibited.</p>	
2. The Code is properly disseminated to the Board, senior		<p>Global Legal & Ethics, with the support of Global Human Resources, disseminates the Code of Business Ethics to the Board and all employees including senior management. Interactive e-learning sessions are regularly developed for onboarding new hires and for yearly refresher courses for all</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
management and employees.		employees to ensure continued awareness and understanding of the policies anchored on the Code of Business Ethics throughout the entire organization.	
3. The Code is disclosed and made available to the public through the company website.		The Code of Business Ethics is publicly-available through the corporate website, particularly on the section Code of Business Ethics . https://www.jollibee.com.ph/code-of-business-ethics-and-business-conduct/	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	<p>The Code of Business Ethics is a statement of the shared ethical standards of the members of the Board of Directors and the employees of the Company and its subsidiaries. It highlights conducting business in good faith, being upright in dealings, and making decisions based on merit, including specifically providing that directors and employees shall not seek to influence others, obtain any advantage, or allow themselves to be influenced or give to others any advantage, on the basis of gifts or favors. It likewise requires compliance with all applicable laws in the countries where the Company operates (which includes anti-bribery and anti-corruption laws). Violations of the Code of Business Ethics may result in disciplinary action, including termination. Certain violations may also result in the filing of a criminal case, if warranted.</p> <p>The Code of Business Ethics is reinforced by the Policy on Gifts which prohibits giving or receiving gifts or favors, except in limited instances (and subject to applicable laws). This policy includes an express prohibition on any cash as form of gift-giving, and prohibits gifts that are or may be suggestive of any illegal activities. There is also an absolute prohibition on the giving or receiving of gifts or favors to or from those who are presently involved in any</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>tendering, bidding, selection and approval process; those who do contract management and performance assessment of a person having or seeking a business relationship or transaction with the Corporation, those who influence the hiring or employment process. A violation of this policy may result in disciplinary action, up to and including termination, corresponding to the nature and seriousness of the offense.</p> <p>This commitment to lawful business practices is extended to our suppliers and third parties whom we contract with and are required, through our standard terms and conditions, to abide by the laws of the territories governing the various contracts and to immediately report to Jollibee Foods Corporation – Global Legal & Ethics any employee violating our Policy on Gifts, such as by offering or soliciting gifts in relation to third-party transactions.</p>	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 7.2.</p> <p>The Board implements and monitors compliance with the Code of Business Ethics and various policies through the Global Ethics Council. The Global Ethics Council is chaired by Mr. William Tan Untiong, a member of the JFC Board who also sits in the Company's Executive Committee and Audit Committee. The members of the Global Ethics Council are the heads of the Human Resources, Audit, and Legal functions. Ethics Councils are also established at the regional level. The Audit Committee of the Board of Directors has oversight over the Ethics function and regularly receives reports from the Global Ethics Council. Global Legal & Ethics was also designated to design and drive the Company's ethics program for implementation across regions, with the Global General Counsel & Ethics Head for the JFC Group spearheading the</p>	
2. Board ensures the proper and efficient implementation and monitoring of	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
compliance with company internal policies.		<p>development of the ethics program and the timely resolution of any ethics issues..</p> <p>In furtherance of the implementation of the Code of Business Ethics, the Ethics Program approved by the Board includes regular training sessions for employees, which are developed and implemented as part of the Company's core curriculum for employees, through the collaboration of Global Legal & Ethics and Global Human Resources.</p> <p>Employees are likewise required to accomplish yearly disclosure forms and declarations of compliance to ensure continued compliance with the Policy on Gifts and Policy on Conflict of Interest.</p> <p>Compliance with internal policies is also ensured by providing employees an avenue to participate and report any actual or perceived violations. An employee has the option to report violations to his immediate superior, Human Resources, or to Company's whistleblower hotline. Reports to the latter may be made through the available whistleblower hotline number, post office box number, or e-mail address. Whistleblowers are protected through their rights to remain anonymous and be safe from retaliation as provided under the Guidelines in Handling Whistleblower Reports, and their reports are raised directly to Global Legal & Ethics and the appropriate Ethics Council within the region concerned, and monitored by the Global Ethics Council.</p>	
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate	Compliant	The Company complies with statutory requirements on disclosures as provided under the Securities Regulation Code and its Implementing Rules	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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>and Regulations, the Listing and Disclosure Rules of The Philippine Stock Exchange, and other applicable rules and regulations.</p> <p>Please refer to the corporate website particularly on the section pertaining to Company Disclosures that include SEC Filings: <i>SEC Form 17-A (Annual Report)</i>, <i>SEC Form 17-C (Current Report)</i>, <i>SEC Form 20-IS (Information Statement)</i>, <i>SEC Form 23-A/B (Statement of Beneficial Ownership)</i>, <i>General Information Sheet</i>, and in the subsections under Investor Relations on <i>SEC Form 17-Q (Quarterly Unaudited Financial Statements)</i>, <i>Audited Financial Statements and Annual Report- Glossy</i>. The sections may be selected from the drop-down menu in the upper right area of the page.</p> <p>Links/References:</p> <ol style="list-style-type: none"> 1. Company website https://www.jollibee.com.ph/our-business/ 2. Please also refer to Article IV.5.b of the Manual on Corporate Governance, pages 12 to 13, on <i>Policies, procedures and programs</i>. https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf 	
Supplement to Recommendation 8.1			
1. Company distributes or makes available annual and	Compliant	The Company complies with the statutory requirements for the submission of its consolidated financial statements and interim reports pursuant to the provisions of the Securities Regulation Code.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
quarterly consolidate 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>Please refer to the corporate website particularly on the section pertaining to Company Disclosures, under the Subsection on SEC Filings, on <i>SEC Form 17-A (Annual Report)</i>, and under the section on Investor Relations, in the Subsection on Quarterly/Annual Earnings Disclosures, on <i>SEC Form 17-Q (Quarterly Unaudited Financial Statements)</i> and <i>Audited Financial Statements</i>.</p> <p>Links/References:</p> <ol style="list-style-type: none"> 1. Annual Reports https://www.jollibee.com.ph/sec-form-17-a/ 2. Quarterly Unaudited Financial Statements https://www.jollibee.com.ph/sec-form-17-q-quarterly-report/ 3. Audited Financial Statements https://www.jollibee.com.ph/audited-consolidated-financial-statements-and-management-discussion-and-analysis/ 	
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the	Compliant	Please refer to the 2020 Annual Report on the following sections pertaining to discussions re: Top 20 shareholders (page 65), Security Ownership of Certain Beneficial Owners and Management (pages 116 to 118), the absence of any voting trust agreement and arrangements which may result in change in control of the Company. These discussions in the Annual Report provide appropriate information to the shareholders (including minority shareholders) of the Company regarding shareholding ownership and any associated risks thereto.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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.		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 8.2.</p> <p>The Company complies with the statutory requirements on disclosures pertaining to dealings in the Company's shares and correspondingly has policies in place to ensure compliance by its directors and covered officers.</p> <p>Please refer to the corporate website particularly on the section pertaining to Company's Policies on <i>Insider Trading Policy</i>. The link for this may be found below:</p>	
2. Company has a policy requiring all officers to disclose/report to the company any	Compliant	<p>https://www.jollibee.com.ph/companys-policies/</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
dealings in the company's shares within three business days.		<p>Please refer to Article IV.3.c.5 of the Manual on Corporate Governance, page 9, on <i>Grounds for Temporary Disqualification of Directors</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	<p>The Company complies with statutory requirements on disclosures pertaining to dealings in the Company's shares (by its directors, officers or persons performing similar functions and controlling shareholders).</p> <p>Please refer to the corporate website particularly on the section pertaining to Company's Disclosures, under the Subsection on SEC Filings, on <i>SEC Form 23-A/B (Statement of Beneficial Ownership)</i>.</p> <p>https://www.jollibee.com.ph/sec-form-23-a-b-statement-of-beneficial-ownership/</p>	
Recommendation 8.3			
1. Board fully discloses all	Compliant	Please refer to the 2020 Annual Report , pages 103 to 110 on the disclosure on material information pertaining to individual board members.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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.		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Please refer to the 2020 Annual Report , pages 110 to 114, on the disclosure on material information pertaining to key executives (i.e. corporate officers, heads of local units, heads of international units and heads of corporate units). https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf	
Recommendation 8.4			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	<p>Please refer to Article IV.8.e of the Manual on Corporate Governance, page 16, on <i>Compensation Committee</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>Please refer to the 2020 Annual Report, pages 114 to 115, on <i>Executive Compensation</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf</p>	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	<p>Please refer to Article IV.8.e of the Manual on Corporate Governance, page 16, on <i>Compensation Committee</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
3. Company discloses the remuneration on an individual basis, including termination and	Non-Compliant		The Company is compliant with the required disclosures on executive compensation as provided in Rule 12 of the Securities Regulation Code and its corresponding Annex C, which requires the disclosure of

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
retirement provisions.			<p>compensation, in the aggregate, for its officers and directors as a group.</p> <p>Further, for confidentiality and security reasons, executive compensation/ remuneration is disclosed on a group basis.</p> <p>Please refer to the 2020 Annual Report, pages 114 to 115, on <i>Executive Compensation</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf</p>
Recommendation 8.5			
1. Company discloses policies governing Related Party Transactions (RPTs) and other unusual infrequently occurring transaction in their Manual on	Compliant	<p>Please refer to Article IV.5.b of the Manual on Corporate Governance, pages 12 to 13, on <i>Policies, procedures and programs</i> and Article IV.8.g, pages 19 to 21, on <i>Corporate Governance Committee</i>. The duties and responsibilities of an RPT Committee is performed by the Company's Corporate Governance Committee.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Corporate Governance.			
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	<p>Please refer to the corporate website on the section pertaining to Company's Policies for the Company's <i>Material Related Party Transaction Policy</i>. The link to the document may be found below:</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/Material-Related-Party-Transactions-Policy-October-22-2019.pdf</p> <p>Moreover, all material transactions (whether or not considered a related party transaction) go through either the Executive Committee or the Board for approval, depending on the transaction value, and are disclosed in compliance with statutory requirements on disclosure.</p>	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transaction or any other conflict of interests.	Compliant	<p>The Company has a Policy on Conflict of Interest which requires the accomplishment of the Conflict of Interest Disclosure Form, on an annual basis.</p> <p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i> where directors disclose, and correspondingly abstain from participating, in transactions where they have conflict of interests.</p>	
Optional: Recommendation 8.5			
1. Company discloses that RPTs are conducted in			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
such a way to ensure that they are fair and at arm's length.			
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	<p>The Company complies with statutory requirements on disclosure of material information as provided under the Consolidated Listing and Disclosure Rules of The Philippine Stock Exchange.</p> <p>Please refer to the corporate website on the section pertaining to Company Disclosures, under the Subsection on SEC Filings, on <i>SEC Form 17-C (Current Report)</i>.</p> <p>https://www.jollibee.com.ph/sec-form-17-c/</p>	
2. Board appoints an independent party to evaluate the fairness of the transaction price	Compliant	<p>The Board appoints independent, third party appraisers, to evaluate the fairness of the transaction price in acquisitions or disposals of assets.</p> <p>For the sale of the property to DoubleDragon Properties Corp. that was approved by the Board on August 11, 2017, the property valuation was based</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
on the acquisition or disposal of assets.		on comparative appraisals made by Tan-Gatue Appraisal Associates, Inc. (in 2014) and Asian Appraisal Co., Inc. (in 2017). Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i> .	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	The Company complies with statutory requirements on the disclosure of material information as provided under the Consolidated Listing and Disclosure Rules of The Philippine Stock Exchange. Please refer to the corporate website on the section pertaining to Company Disclosures , under the Subsection on SEC Filings, on <i>SEC Form 17-C (Current Report)</i> . https://www.jollibee.com.ph/sec-form-17-c/	
Recommendation 8.7			
1. Company's corporate governance policies, programs	Compliant	This serves as the explanation for this section pertaining to Recommendation 8.7.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
and procedures are contained in its Manual on Corporate Governance.		Please refer to the Manual on Corporate Governance which was submitted to the SEC and uploaded via PSE EDGE on May 30, 2017 and is available in the corporate website under the section in the drop-down menu, on <i>Manual on Corporate Governance</i> . The link for this may be found below: https://www.jollibee.com.ph/manual-on-corporate-governance/	
2. Company’s MCG is submitted to the SEC and PSE.			
3. Company’s MCG is posted on its company website.			
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	Please refer to the corporate website, under the section on Manual on Corporate Governance , which contains the Company’s submissions of its <i>Manual on Corporate Governance</i> made on the following dates: August 2002, July 2014, and May 2017. The link for this may be found below: https://www.jollibee.com.ph/manual-on-corporate-governance/	
Optional: Principle 8			
1. Does the company’s Annual Report disclose	Compliant	The Company’s 2020 Annual Report is publicly available in the corporate website. The link for this may be found below:	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
the following information:		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf	
a. Corporate Objectives	Compliant	The discussion on corporate objectives is found in Part I on Business and General Information of the 2020 Annual Report .	
b. Financial performance indicators	Compliant	Financial and non-financial performance indicators are discussed in the Notes to the financial statements which are annexed to the 2020 Annual Report .	
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant	Please refer to 2020 Annual Report , page 66, on the discussion pertaining to the Dividends.	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	Please refer to 2020 Annual Report , pages 103 to 110, on the description of the directors of the Company.	
f. Attendance details of each director in all directors'	Compliant	The directors attended the following number of meetings in 2020:	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT					
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION			EXPLANATION
meetings held during the year		Directors	No. of Meetings Attended	Percent Present	
		Tony Tan Caktiong	11 out of 12 total board meetings	91.66%	
		Ernesto Tanmantiong	12 out of 12 total board meetings	100%	
		William Tan Untiong	12 out of 12 total board meetings	100%	
		Joseph Tanbuntiong	12 out of 12 total board meetings	100%	
		Artemio Panganiban	12 out of 12 total board meetings	100%	
		Ang Cho Sit	12 out of 12 total board meetings	100%	
		Antonio Chua Poe Eng	12 out of 12 total board meetings	100%	
		Cezar P. Consing	12 out of 12 total board meetings	100%	
		Monico Jacob	6 out of 6 total board meetings	100%	
		Cesar V. Purisima	6 out of 6 total board meetings	100%	
g. Total remuneration of each member of the board of directors	Non-Compliant				The Company is compliant with the required disclosures on executive compensation as provided in Rule 12 of the Securities Regulation Code and its corresponding Annex C,

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			<p>which requires the disclosure of compensation, in the aggregate, for its officers and directors as a group.</p> <p>Further, for confidentiality and security reasons, executive compensation/ remuneration is disclosed on a group basis.</p> <p>Please refer to the 2020 Annual Report, pages 114 to 115, on <i>Executive Compensation</i>.</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.	Compliant	Please refer to 2020 Annual Report , page 120, on discussion pertaining to the Company's Corporate Governance compliance.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	Please refer to 2020 Annual Report , page 6, on discussion pertaining to risks the Company is exposed to and the business continuity management policy maintained by the Company.	
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			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
management systems.			
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Please refer to 2020 Annual Report , pages 6 and 7, on discussion pertaining to risks the Company is exposed.	
Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal and fees of the external auditors.	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 9.1.</p> <p>Please refer to Article IV.8.f of the Manual on Corporate Governance, pages 17 to 19, on <i>Audit Committee</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	<p>Please refer to the Notice of Annual Stockholders' Meeting for 2020, which includes in its agenda the appointment of External Auditors.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020-Notice-and-Proxy-Form.pdf</p> <p>During the 2020 Annual Stockholders' Meeting, based on the tabulation of votes from stockholders, voting in absentia or by proxy, stockholders owning 71.05% approved the re-appointment of SyCip Gorres Velayo & Company as the Company's independent external auditor for the fiscal year ending 2020.</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.	Compliant	The Company complies with statutory requirements on disclosure of material information as provided under the Consolidated Listing and Disclosure Rules of The Philippine Stock Exchange.	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit	Compliant	The Company complies with the statutory requirements provided under Revised SRC Rule 68.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
partner every five years.		The current audit engagement partner is Ms. Mariecris N. Barbaso. The previous audit engagement partner was Ms. Marydith C. Miguel (for the period 2013 to 2016).	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: (i) assessing the integrity and independence of external auditors; (ii) exercising effective oversight to review and monitor the external auditor's independence and objectivity; and exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration	Compliant	<p>The composition, responsibilities, duties and functions of the Audit Committee is found in the By-Laws (Article IV, Section 9.b on <i>Audit Committee</i>) and Manual on Corporate Governance (Article IV.8.f, pages 17 to 19, on <i>Audit Committee</i>) which are available in the corporate website.</p> <p>Links/References:</p> <ol style="list-style-type: none"> 1. By-laws https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/October_12_2018..pdf 2. Manual on Corporate Governance https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf 	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
relevant Philippine professional and regulatory requirements.			
Supplement to Recommendation 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties and valuations of such transactions.	Compliant	<p>This serves as the explanation for this section pertaining to Supplement to Recommendation 9.2.</p> <p>The composition, responsibilities, duties and functions of the Audit Committee is found in the By-Laws (Article IV, Section 9.b on <i>Audit Committee</i>) and Manual on Corporate Governance (Article IV.8.f, pages 17 to 19, on <i>Audit Committee</i>) which are available in the corporate website.</p> <p>Links/References:</p> <ol style="list-style-type: none"> 1. By-laws https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/October_12_2018..pdf 2. Manual on Corporate Governance https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf 	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant		
Recommendation 9.3			
1. Company discloses the nature of non-	Compliant	Please refer to the 2020 Annual Report , page 70, for the discussion on <i>External Audit Fees</i> .	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
audit services performed by its external auditor in the Annual Report to deal with potential conflict of interest.		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	<p>Please refer to the 2020 Annual Report, page 70, for the discussion on <i>External Audit Fees</i>. The Audit Committee reviews and approves the audit and non-audit services rendered by the Company's external auditors to ensure that the Company does not engage the external auditors for certain non-audit services expressly prohibited by regulations of the Securities and Exchange Commission to be performed by an external auditor for its audit clients. The proposal of external auditors for professional services was submitted to, and reviewed by, the Audit Committee which, in turn, was endorsed to the Board of Directors for approval.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf</p>	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p>Please refer to the 2020 Annual Report, page 70, for the discussion on <i>External Audit Fees</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf</p>	
Additional Recommendation to Principle 9			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	Please refer to the following information: 1. Name of audit engagement partner – Ms. Mariecris N. Barbaso 2. Accreditation number – 1513-AR-1 3. Date accredited – November 16, 2018 4. Expiry date of accreditation – November 15, 2021 5. Name, address, contract number of audit firm – SyCip Gorres Velayo & Co., 6760 Ayala Avenue, 1226 Makati City, Philippines	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	The Company's external auditor, SyCip Gorres Velayo & Co., has been subjected to SOAR inspection by the SEC's Office of the General Accountant (OGA) in 2018.	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information with emphasis on the management of	Compliant	This serves as the explanation for this section pertaining to Recommendation 10.1. Please refer to the 2020 Annual Report , for discussions re: Environmental Laws (pages 5 and 6), Risks (page 6 to 7), Jollibee Group Foundation, Inc. the Company's corporate social responsibility arm (pages 12 and 13), Corporate Governance compliance (page 120). The link to the Company's Sustainability	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
economic, environmental, social and governance (EESG) issues of its business which underpin sustainability.		Report for the year ended December 31, 2020 is found in page 120 of the 2020 Annual Report and in the corporate website. Links/References: 1. Annual Report https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.		2. Sustainability Report https://bucketeer-9d45a0bc-28bd-439b-9619-e2bfda478d44.s3.amazonaws.com/public/uploads/FINAL-JFC-2020-SEC-Sustainability-Report-with-Audited-Figures.pdf Please also refer to Article VII of the Manual on Corporate Governance , pages 29 to 30, on <i>Disclosure and Transparency</i> . https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf The Company is committed to its customers, employees, shareholders and business partners. To ensure the effective availability of essential and critical services, the Company maintains its Business Continuity Management Policy in support of a comprehensive program for business continuity, limiting the impact and losses caused by major incidents, and business recovery.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>The Company maintains its Business Continuity Management Policy and Business Continuity Plan in compliance with ISO 22301 Societal security – Business Continuity Management Systems as part of its risk management procedures.</p> <p>The Company follows below Risk Management Methodology in general:</p> <ol style="list-style-type: none"> 1. Risk Identification: Identify all possible risks related eventualities 2. Risk Assessment & Business Impact Analysis: <ol style="list-style-type: none"> a. Conduct Risk Assessment/Evaluation and prioritization of risks b. Identify ways of reducing the likelihood and impact of disruption to business operation c. Review of business operations including type of assets and processes supporting them d. Identify vital or critical functions and interdependencies that must continue for an organization to survive or fulfil its objectives e. Perform gap analysis of requirement against current ability to recover 3. Identify and develop risk prevention and mitigation controls <ul style="list-style-type: none"> • Risk Treatment (reduction, optimize or mitigate) • Risk Acceptance (accept and budget) • Risk Transfer (sharing - outsource or insure) • Risk Avoidance (eliminate, withdraw from or not become involved) 4. Implement – Selected Control and Procedure to mitigate the risk 5. Monitor and control the risks 	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		On December 9, 2019, the company designated a Chief Sustainability and Public Affairs Officer.	
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	<p>The Company has its corporate website via the following link: https://www.jollibee.com.ph/our-business/</p> <p>All public, material and relevant information are accessible and publicly available via the website which has the sections on Company Disclosures and Investor Relations that include SEC Filings: <i>SEC Form 17-A (Annual Report)</i>, <i>SEC Form 17-Q (Quarterly Unaudited Financial Statements and Management Discussion and Analysis)</i>, <i>SEC Form 17-C (Current Report)</i>, <i>SEC Form 20-IS (Information Statement)</i>, <i>SEC Form 23-A/B (Statement of Beneficial Ownership)</i>, <i>General Information Sheet</i>, <i>Audited Financial Statements and Annual Report- Glossy</i>. The relevant sections may be accessed by selecting the sections in the drop-down menu in the upper right area of the page.</p> <p>Media briefings are held immediately after the Company's annual stockholders' meetings that are held in person. Media briefings are attended by the Company's Chairman of the Board, Chief Executive Officer and Chief Financial Officer.</p> <p>In lieu of analysts' briefings, the Company, through its Investor Relations Office, holds one-on-one meetings and conference calls with analysts.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Supplement to Principle 11			
1. Company has a website disclosing up-to-date information on the following:		The corporate website can be accessed via the following link, and by selecting the pertinent sections in the drop-down menu in the upper right area of the page: https://www.jollibee.com.ph/our-business/	
a. Financial statements/reports (latest quarterly)	Compliant	Please refer to the section pertaining to Company Disclosures on <i>SEC Form 17-Q (Quarterly Unaudited Financial Statements and Management Discussion and Analysis)</i> for the latest quarterly report. https://www.jollibee.com.ph/sec-form-17-q-quarterly-report/	
b. Materials provided in briefings to analysts and media	Compliant	Please refer to the section pertaining to Investor Relations which include the following: Quarterly/Annual Earnings Disclosures (Quarterly Press Releases, Quarterly Unaudited Financial Statements and Management Discussion and Analysis), Audited Consolidated Financial Statements and Management Discussion and Analysis), Annual Reports, and Share Information (Total Outstanding Shares, Top 20 Stockholders, Public Ownership, Foreign Ownership, Historical Stock Price, Press Release on Cash Dividend Declaration, and Historical Dividends Declaration)..	
c. Downloadable annual report	Compliant	Please refer to the section in the website pertaining to Company Disclosures on <i>SEC Form 17-A (Annual Report)</i> for the latest available annual report. https://www.jollibee.com.ph/sec-form-17-a/	
d. Notice of ASM and/or SSM	Compliant	Please refer to the section in the website pertaining to Notice of Annual or Special Stockholders' Meetings . https://www.jollibee.com.ph/notice-of-all-annual-or-special-stockholders-meetings/	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
e. Minutes of ASM and/or SSM	Compliant	Please refer to the section in the website pertaining to Minutes of all General or Special Stockholders' Meetings . https://www.jollibee.com.ph/minutes-of-all-annual-or-special-stockholders-meetings/	
f. Company's Articles of Incorporation and By Laws	Compliant	Please refer to the section in the website pertaining to Articles of Incorporation and By-Laws . https://www.jollibee.com.ph/articles-of-incorporation-and-by-laws/	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	The Company complies with the applicable regulatory requirements pertaining to the mandatory contents of its website, including but not limited to SEC Memorandum Circular No. 11, series of 2014 and SEC Notice dated June 2, 2014.	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in	Compliant	Please refer to Article VI of the Manual on Corporate Governance , pages 26 to 29, on <i>Audit and Compliance</i> .	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
the conduct of its business.		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf The Company has a Global Internal Controls Department, which is responsible for processes and financial controls, information security, data privacy and data governance administrated through risk assessment, control design and establishment of governance structure, standards and framework across the Company.	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	The Company is committed to its customers, employees, shareholders and business partners. To ensure the effective availability of essential and critical services, the Company maintains its Business Continuity Management Policy in support of a comprehensive program for business continuity, limiting the impact and losses caused by major incidents, and business recovery. The Company maintains its Business Continuity Management Policy and Business Continuity Plan in compliance with ISO 22301 Societal security – Business Continuity Management Systems as part of its risk management procedures. Please refer to Annex E for the <i>Enterprise Risk Management Framework</i> of the Company. Please refer to Article VI.3 of the Manual on Corporate Governance , pages 28 to 29, on <i>Risk Management</i> .	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf The Company has a Corporate Insurance and Risk Management Department, responsible for the managing the Company's insurance policies and assessing and monitoring key risk exposures.	
Supplement to Recommendation 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	The Company's various units monitor and ensure the Company's compliance with laws and relevant regulations. Please refer to Article VI of the Manual on Corporate Governance , pages 26 to 29, on <i>Audit and Compliance</i> . https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf The Company has a Global Legal & Ethics organization, and Region legal organizations reporting functionally to Global Legal & Ethics, to facilitate the lawful conduct of the Company's business.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	<p>In the 2nd quarter of 2018, the Company conducted its cyber maturity review to kickstart its IT security governance process. The Global Information Security Policy and related standards based on ISO27001 and to some degree NIST (National Institute of Standards and Technology) were also drafted beginning first quarter of 2019 as an offshoot of the cyber maturity review commenced in 2018.</p> <p>IT issues related to transactional process and IT business continuity and back-up mechanisms have however been in place as part of the Company's business as usual in partnership with external party managed services.</p>	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	<p>The Company has its Corporate Audit unit that performs internal audit functions. Its charter document upholds its independence and mandates that it shall be free from control and undue influence in the following matters: selection and application of audit techniques, procedures and programs, determination of facts revealed by the examination or in the development of recommendations or opinions as a result of the examination and selection of areas, activities and policies to be examined.</p> <p>Please refer to Article VI.1.c of the Manual on Corporate Governance, page 26, on the functions of internal audit.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 12.3.</p> <p>Ms. Lorna Atun, AVP, Internal Audit, performs the duties and responsibilities of the Chief Audit Executive.</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.	Compliant	<p>Please refer to Article VI.1.d of the Manual on Corporate Governance, page 27, on the responsibilities of the Internal Auditor.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</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	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
internal audit activity.			
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	<p>The Company adheres to the Enterprise Risk Management framework that follows below risk management methodology in general:</p> <ol style="list-style-type: none"> 1. Risk Identification: Identify all possible risks-related eventualities 2. Risk Assessment & Business Impact Analysis: <ol style="list-style-type: none"> a. Conduct risk assessment/evaluation and prioritization of risks b. Identify ways of reducing the likelihood and impact of disruption to business operation c. Review of business operations including type of assets and processes supporting them d. Identify vital or critical functions and interdependencies that must continue for an organization to survive or fulfil its objectives e. Perform gap analysis of requirement against current ability to recover 3. Identify and develop risk prevention and mitigation controls <ul style="list-style-type: none"> • Risk Treatment (reduction, optimize or mitigate) • Risk Acceptance (accept and budget) • Risk Transfer (sharing - outsource or insure) • Risk Avoidance (eliminate, withdraw from or not become involved) 4. Implement – Selected Control and Procedure to mitigate the risk 5. Monitor and control the risks 	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		The Company has a Corporate Insurance and Risk Management Department, responsible for the managing the Company's insurance policies and assessing and monitoring key risk exposures.	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	<p>The Company appointed an international insurance broker to assist the Company in the placement and administration of insurance both local and international.</p> <p>The appointed insurance broker, with extensive pool of people doing risk consulting together with other multinational insurers, serves as consultant on the Company's risk management initiatives in designing and delivering innovative solutions to better quantify and manage risk.</p>	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 12.5.</p> <p>Although there is no designation of CRO in the organizational structure of the Company, the champion of the Company's ERM is its Compliance Officer. The Corporate Risk Management and Insurance Department of the Company reports to the Compliance Officer.</p>	
2. CRO has adequate authority, stature, resources and support to fulfill			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
his/her responsibilities.			
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	<p>The 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.</p> <p>Please refer to Annex F for the <i>Attestation</i> for the year ended December 31, 2020.</p>	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 13.1.</p> <p>Please refer to Article VIII of the Manual on Corporate Governance, pages 30 to 31, on <i>Stockholders' Rights and Protection on Minority Stockholders' Interests</i>. The Manual on Corporate Governance is available in the corporate website.</p>	
2. Board ensures that basic shareholder rights are disclosed on			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
the company's website.		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	<p>This serves as the explanation for this section pertaining to Supplement to Recommendation 13.1.1 to 13.1.6.</p> <p>The Company complies with applicable laws and regulations upholding the rights of its shareholders, minority or otherwise.</p>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	<p>Please refer to the Company's Articles of Incorporation, By-Laws and the Manual on Corporate Governance (Article VIII, pages 30 to 31, on <i>Stockholders' Rights and Protection on Minority Stockholders' Interests</i>).</p> <p>These documents are available in the corporate website with the following links:</p> <ol style="list-style-type: none"> Articles of Incorporation https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/October_12_20181.pdf 	
3. Board has an effective, secure and efficient voting system.	Compliant	<ol style="list-style-type: none"> By-laws https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/October_12_2018..pdf 	
4. Board has an effective shareholding voting mechanisms such as supermajority or "majority of	Compliant	<ol style="list-style-type: none"> Manual on Corporate Governance 	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
minority” requirements to protect minority shareholders against actions of controlling shareholders.		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf Details are as follows:	
5. Board allows shareholders to call a special shareholders’ meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	1. Articles of Incorporation a. Article Seventh on no pre-emptive right on the part of any stockholder to subscribe to any or all issues or other disposition of shares from the Corporation. b. Article Tenth on transfer rights of stockholders 2. By-Laws a. Article III, Section 6 on the rights of stockholders to call for special meetings. b. Article III, Section 10 on voting rights of stockholders and voting mechanism, Section 12 and 13 on the process for nomination and election of directors, respectively.	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant		
7. Company has a transparent and specific dividend policy.	Compliant	The Company declares dividends on a semi-annual basis and upon approval by the Board of Directors. The Company has a cash dividend policy of declaring one-third of the Company’s net income for the year as cash dividends. It uses best estimate of its net income as basis for declaring cash dividends.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Please refer to the corporate website particularly on the section pertaining to Company's Policies on <i>Dividend Policy</i>.</p> <p>https://www.jollibee.com.ph/companys-policies/</p>	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Stockholders' Meeting.	Compliant	The Rizal Commercial Banking Corporation Stock Transfer Office validates the votes at the Company's annual stockholders' meeting.	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Stockholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>For the 2020 annual stockholders' meeting scheduled on July 24, 2020, the Definitive Information Statement of the Company, which includes the Notice, was disclosed via PSE EDGE and made publicly available through the corporate website on June 19, 2020, while the Amended Definitive Information Statement was disclosed and made available on July 8, 2020. The Amended Definitive Information Statement is available at https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/Amended-Definitive-Information-Statement-July-7-2020.pdf.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Supplement to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	<p>This serves as the explanation for this section pertaining to Supplement to Recommendation 13.2.</p> <p>Please refer to the 2020 Amended Definitive Information Statement which is available in the corporate website.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/Amended-Definitive-Information-Statement-July-7-2020.pdf</p>	
a. The profiles of directors (i.e. age, academic qualifications, date of first appointment, experience, and directorship in other listed companies).	Compliant	Please refer to the 2020 Amended Definitive Information Statement , pages 7 to 15, on <i>Directors and Executive Officers</i> .	
b. Auditors seeking appointment/ re-appointment	Compliant	Please refer to the 2020 Amended Definitive Information Statement , page 22, on <i>Independent Public Accountants</i> .	
c. Proxy documents	Compliant	Please refer to the 2020 Amended Definitive Information Statement . The proxy form is found immediately after the signed Notice.	
Optional: Recommendation 13.2			
1. Company provides rationale for the	Compliant	Please refer to the 2020 Amended Definitive Information Statement , pages 23 and 24, on <i>Action with Respect to Reports</i> .	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
agenda items for the annual stockholders meeting.		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/Amended-Definitive-Information-Statement-July-7-2020.pdf	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Stockholders' Meeting publicly available the next working day.	Compliant	This serves as the explanation for this section pertaining to Supplement to Recommendation 13.3. Please refer to the Results of the 2020 Annual Stockholders' Meeting and Organizational Meeting of the Board of Directors at https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/July-24-2020-%E2%80%93-Results-of-the-2020-Annual-Stockholders%E2%80%99-Meeting-and-Organizational-Meeting-of-the-Board-of-Directors.pdf Please refer to the Draft Minutes of the Annual Meeting of the Stockholders of Jollibee Foods Corporation dated July 24, 2020 which was made publicly available through the corporate website within five business days from end of the meeting. https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020.pdf	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from end of the meeting.			
Supplement to Recommendation 13.3			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	<p>Please refer to item 3 of the Draft Minutes of the Annual Meeting of the Stockholders of Jollibee Foods Corporation dated July 24, 2020 indicating the attendees and guests, which include the Company's external auditor, SyCip Gorres Velayo & Co. ("SGV"). In the Company's Annual Stockholders' meeting last June 25, 2021, SGV was also present, and stockholders were given opportunities to ask questions. The Company then answered some questions provided by the stockholders.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020.pdf</p>	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 13.4.</p> <p>Please refer to the Manual on Corporate Governance, particularly Article IV.5.b, page 13, on <i>Internal control and risk management</i> and Article IX, page 32, on <i>Duties to Stakeholders</i>. The Manual on Corporate Governance is available in the corporate website.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
2. The alternative dispute mechanism is included in the			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
company's Manual on Corporate Governance.			
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<p>The Company has an Investor Relations Office, details are found in the corporate website particularly on the section pertaining to Contact Information which include contact details of the Company's Investor Relations Department, headed by Assistant Vice President Ms. Cossette B. Palomar.</p> <p>https://www.jollibee.com.ph/contact-information/</p> <p>Please refer to Article VIII of the Manual on Corporate Governance, pages 30 to 31, on <i>Stockholders' Rights and Protection of Minority Stockholders' Interests</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
2. IRO is present at every shareholders' meeting.	Compliant	The Investor Relations Directors is present at every shareholders' meeting.	
Supplemental Recommendation to Principle 13			
1. Board avoids anti-takeover measures or similar devices	Compliant	Please refer to Article III of the By-Laws , as amended, particularly Section 10 on <i>Vote</i> whereby each share is entitled to one vote.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
that may entrench ineffective management or the existing controlling shareholder group.		https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/October_12_2018..pdf	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	<p>In the Company's Public Ownership Report, as of March 31, 2021, 43.20% is owned by the public.</p> <p>Please refer to the Company's Public Ownership Report, as of March 31, 2021, as available in the corporate website.</p> <p>https://bucketeer-9d45a0bc-28bd-439b-9619-e2bfda478d44.s3.amazonaws.com/public/uploads/Public-Ownership-Report-as-of-March-31-2021.pdf</p>	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting.	Compliant	<p>Please refer to Article VIII of the Manual on Corporate Governance, pages 30 to 31, on <i>Stockholders' Rights and Protection of Minority Stockholders' Interests</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>Investors and analysts contact the Company's Investor Relations Department by email (IR@jollibee.com.ph or cosette.palomar@jollibee.com.ph), or by company landline +632 6887141, and through sell-side analysts who get in touch with the department to schedule calls for their clients.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Company practices secure electronic voting in absentia at the Annual Stockholders' Meeting.	Compliant	<p>The system is hosted on a secured infrastructure, which encrypts the application source code and database. In addition, we utilize Cloudflare's network infrastructure and SSL. The system further underwent an independent third party VAPT (Vulnerability Assessment and Penetration Testing), and was deemed secure.</p> <p>For access controls, only the Administrator have access to the votes. Further, two-factor authentication is implemented by sending a 10-minute expiring token link via email to the registered administrators address.</p>	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	<p>Please refer to Article IX of the Manual on Corporate Governance, page 32, on <i>Duties to Stakeholders</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>Please refer to the 2020 Annual Report on Part I Business and General Information which includes discussion on the different stakeholders of the Company, namely: its customers, suppliers, employees, community.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>The Company has an Investor Relations head responsible for ensuring constant engagement with shareholders. Investors and analysts contact the Company's Investor Relations Department by email (IR@jollibee.com.ph or cossette.palomar@jollibee.com.ph), or by company landline +632 6887141, and through sell-side analysts who get in touch with the department to schedule calls for their clients.</p> <p>Company has a Chief Sustainability and Public Affairs Officer responsible for ensuring that the Company reports on significant economic, environment and/or social impacts in accordance with globally accepted standards. He also ensures that the Company measures and monitors its contribution towards achieving universal targets of sustainability.</p>	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	<p>Please refer to the Manual on Corporate Governance, particularly Article IV.5, pages 12 to 13, on <i>Policies, procedures and programs</i> and Article IX, page 32, on <i>Duties to Stakeholders</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>Policies and programs on the fair treatment and protection of stakeholders include periodic performance assessment and merit-based recognition programs to its employees, appropriate feedback mechanisms available to the Company's customers through its customer hotlines, feedback mechanisms available to the Company's stockholders, investors and analysts through the Investor Relations Office and accreditation process for the Company's suppliers and service providers.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Please also refer to the corporate website particularly on the section pertaining to Company's Policies on <i>Employee-related welfare and benefits policy</i>.</p> <p>https://www.jollibee.com.ph/companys-policies/</p>	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	<p>Please refer to Article IV.5 of the Manual on Corporate Governance, pages 12 to 13, on <i>Policies, procedures and programs</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>Please also refer to the corporate website particularly on the section pertaining to Company's Policies on <i>Whistle-blowing policy</i> and Code of Business Ethics and Business Conduct on the <i>Code of Business Ethics</i>.</p> <p>1. Policies</p> <p>https://www.jollibee.com.ph/companys-policies/</p> <p>2. Code of Business Ethics</p> <p>https://www.jollibee.com.ph/code-of-business-ethics-and-business-conduct/</p> <p>Under the Company's Code of Business Ethics, employees have the duty to report actual or perceived violations of the Company's Code of Business Ethics</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		and related policies. An employee has the option to report violations to his immediate superior, Human Resources, or to Company's whistleblower hotline. Reports to the latter may be made through the available whistleblower hotline number, post office box number, or e-mail address. Whistleblowers have the option to remain anonymous and their reports are kept strictly confidential. The Code of Business Ethics further explicitly provides that retaliation in any form against a person who has made a report in good faith or has cooperated in good faith with an investigation of a report, is strictly prohibited.	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and difference with key stakeholders is settled in a fair and expeditious manner.	Compliant	<p>Please refer to the Manual on Corporate Governance, particularly Article IV.5, page 13, on <i>Internal control and risk management</i> and Article IX, page 32, on <i>Duties to Stakeholders</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>Please also refer to the corporate website on the section pertaining to Company's Policies on <i>Whistle-blowing policy</i> and Code of Business Ethics and Business Conduct on the <i>Code of Business Ethics</i>.</p> <p>https://www.jollibee.com.ph/companys-policies/</p> <p>https://www.jollibee.com.ph/code-of-business-ethics-and-business-conduct/</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		The various contracts and agreements of the Company have provisions on dispute resolution which may include good faith discussions between parties and arbitration.	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	The Company complies with all applicable laws, rules and regulations and has not requested for exemption from application of said laws, rules and regulations.	
2. Company respects intellectual property rights.	Compliant	The Company has an existing Intellectual Property Policy ("IP Policy") which establishes a comprehensive strategy in protecting the Company's intellectual property as well as respecting the intellectual property rights of third parties. Pursuant to the IP Policy, the Company continuously develops	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		guidelines to implement the strategies in the business operations of the Company.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare.	Compliant	<p>This serves as the explanation for this section pertaining to Optional: Principle 14.</p> <p>Please refer to the 2020 Annual Report, page 6 on <i>Risks</i> which include discussion on the Company's observance of stringent guidelines, processes and procedures in its food, service and cleanliness standards in its stores and commissaries.</p>	
2. Company discloses its policies and practices that address supplier/contractor selection procedures.	Compliant	<p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/2020%20Annual%20Report.pdf</p> <p>Please also refer to the corporate website on the sections pertaining to Code of Business Ethics on the discussion of disclosure requirements if there is conflict of interest with suppliers, contractors, etc. and Company's Policies on <i>Material Related Party Transactions Policy</i>.</p> <p>https://www.jollibee.com.ph/code-of-business-ethics-and-business-conduct/</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/Material-Related-Party-Transactions-Policy-October-22-2019.pdf</p>	
<p>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.</p>			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	<p>The Company has the following policies and programs to encourage employee participation in the realization of Company's goals: policy on setting of objectives, goals, strategies and measures includes employee participation, the performance management system provides for regular superior-subordinate discussions, regular employee engagement surveys are conducted and employees are aligned with the Company's values, mission, vision and goals through employee cascades and regular performance reviews.</p> <p>Please also refer to Article IV.5.b of the Manual on Corporate Governance, pages 12 to 13, on <i>Policies, procedures and programs</i>.</p> <p>https://bucketeer-db71ed0b-178e-4a82-bfd6-d68a68e0de55.s3.amazonaws.com/public/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>Moreover, the Company's Code of Business Ethics encourages to actively participate in the realization of the Company's goals and in protecting the interest of the Company by encouraging employees to perform their functions diligently, professionally, and to the best of their abilities.</p> <p>https://www.jollibee.com.ph/code-of-business-ethics-and-business-conduct/</p>	
Supplement to Recommendation 15.1			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	The Company's Senior Management Stock Option and Incentive Plan has the Executive Long-Term Incentive Program (ELTIP) which is designed to achieve the following objectives: (a) provide stock ownership as an incentive that will reinforce entrepreneurial and long-term ownership behavior for the participants and (b) provide a program that rewards superior performance in achieving medium to long-term goals.	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<p>The Company complies with government guidelines and reporting on safety. It also provides health plan, insurance coverage, medical check-up and other health-related benefits.</p> <p>The Company complies with existing labor standards under Occupational Safety and Health (OSH) and have in place OSH-related policies on sexual harassment, drug addition, HIV/AIDS prevention, tuberculosis control and prevention, hepatitis B and alcohol consumption.</p> <p>The Company also has wellness-related policies such as paid leaves, club membership, health and wellness reimbursement, mental health counseling and breastfeeding stations.</p>	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>Employees are required to undergo internal training. The Company offers internal trainings on various topics. External training, when related to an employee's functions, is also encouraged.</p> <p>Both external and internal trainings are provided for all levels of the organization. Programs target both soft and technical skills development. In 2020, the Company completed 10 Leadership Competencies Classes, with a</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>total of 152 hours to 253 employees. JFC focused on key learning initiatives due to the pandemic. Employees' learning activities were diversified to several interventions, from self-paced (reading articles and research) to hands-on experience at the store. These were supported with regular coaching sessions with the Immediate Superiors.</p> <p>Apart from experience and exposure, 200 LinkedIn Learning licenses were distributed to all Business units. The LinkedIn Learning platform provided additional avenues for the employees to access on-demand videos across different topics. There was a total 525 course completions and 11,389 unique video views (completed).</p> <p>For HICAP (programs for the high potential talents), there were a total of 45 participants who successfully completed their projects. Twelve participants from the Future Leaders Program (FLP) attended 4 Virtual Instructor-Led Trainings. This sums up to 528 training hours for HICAP.</p> <p>In addition to the Company's internal training programs, the Company, in partnership with Ateneo Graduate School of Business, created and launched JFC University (JFCU) in July 2015. JFCU is the Company's strategic arm in the education and development of its employees. It is positioned to be the machinery that will help generate the needed critical talents in the leadership pipeline.</p> <p>Through its uniquely designed curriculum specifically targeted to develop and strengthen the leadership & functional competencies of our operations team members</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Graduation 2020 saw 73 students complete their program. With 49 Restaurant Managers and 24 Area Managers completing their work application projects during the pandemic.</p> <p>Since JFCU opened its doors, JFCU has provided, and continues to provide a holistic learning experience to 569 Assistant Restaurant Managers, Restaurant Managers, Area Managers and Operations Directors combined.</p>	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 15.2.</p> <p>Please refer to the Company's Code of Business Ethics, available through the corporate website, on the Company's stand against corrupt practices.</p> <p>https://www.jollibee.com.ph/code-of-business-ethics-and-business-conduct/</p>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in	Compliant	<p>The Company's stand against corrupt practices is reflected in various policies including the Code of Business Ethics and the Policy on Gifts. The Code of Business Ethics emphasizes conducting business in good faith, being upright in dealings, and making decisions based on merit and not on the basis of gifts or favors. It likewise requires employees to transact honestly and in compliance with all applicable laws including anti-bribery and anti-corruption laws and expressly prohibits the giving or acceptance of bribes or kickbacks. The Policy on Gifts prohibits cash as form of gift-giving, gifts that are or may</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
the company's culture.		<p>be suggestive of any illegal activities and giving or receiving of gifts or favors especially when there may be a conflict of interest.</p> <p>These policies are disseminated to all employees across all regions and yearly interactive e-learning sessions are regularly conducted to ensure continued awareness and compliance. Yearly disclosure forms and declarations of compliance are likewise submitted by the employees.</p>	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	<p>The Code of Business Ethics is a statement of the shared ethical standards of the members of the Board of Directors and the employees of the Company and its subsidiaries. It highlights conducting business in good faith, being upright in dealings, and making decisions based on merit, including specifically providing that directors and employees shall not seek to influence others or obtain any advantage, or allow themselves to be influenced or give to others any advantage, on the basis of gifts or favors. It likewise requires compliance with all applicable laws in the countries where the Company operates (which includes anti-bribery and anti-corruption laws). Violations of the Code of Business Ethics may result in disciplinary action, including termination. Certain violations may also result in the filing of a criminal case, if warranted.</p> <p>The Code of Business Ethics is reinforced by the Policy on Gifts which prohibits giving or receiving gifts or favors, except in limited instances (and subject to applicable laws). This policy includes an express prohibition on any cash as form of gift-giving, and prohibits gifts that are or may be suggestive of any illegal activities. There is also an absolute prohibition on the giving or receiving of gifts or favors to or from those who are presently involved in any tendering, bidding, selection and approval process; those who do contract management and performance assessment of a person having or seeking a</p>	


INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>business relationship or transaction with the Corporation, those who influence the hiring or employment process. A violation of this policy may result in disciplinary action, up to and including termination, corresponding to the nature and seriousness of the offense.</p> <p>This commitment to lawful business practices is extended to our suppliers and third parties whom we contract with and are required, through our standard terms and conditions, to abide by the laws of the territories governing the various contracts and to immediately report to Jollibee Foods Corporation – Global Legal & Ethics any employee violating our Policy on Gifts, such as by offering or soliciting gifts in relation to third-party transactions.</p>	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.	Compliant	<p>The Global Ethics Council has adopted the Guidelines in Handling Whistleblower Reports. Under these guidelines, a whistleblower is entitled to remain anonymous, to be safe from retaliation (including harassment or disciplinary action), and to decide freely as to whether or not he/she will serve as a witness in any proceeding resulting from the report. The appropriate Legal & Ethics office is tasked to coordinate with Human Resources for the implementation of measures to safeguard the anonymity and safety of the whistleblower.</p> <p>The whistleblower hotline allows employees to directly raise their concerns to Global Legal & Ethics and the appropriate Ethics Council within the region concerned. All reports are monitored by the Global Ethics Council.</p>	
2. Board establishes a suitable framework for whistleblowing	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.			
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant		
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business	Compliant	Please refer to the corporate website particularly on the section pertaining to Corporate Social Responsibility which includes a link to the website of Jollibee Group Foundation, Inc., the corporate social responsibility arm of the Company. https://www.jollibee.com.ph/corporate-social-responsibility/	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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.			
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development.	Compliant	<p>This serves as the explanation for this section pertaining to Optional: Principle 16.</p> <p>Please refer to the corporate website on the section pertaining to Corporate Social Responsibility which includes a link to the website of Jollibee Group Foundation, Inc., the corporate social responsibility arm of the Company.</p> <p>https://www.jollibee.com.ph/corporate-social-responsibility/</p>	
2. Company exerts effort to interact positively with the communities in which it operates.			

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, on June 30, 2021.

SIGNATURES



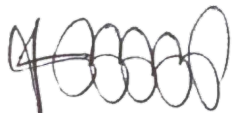
TONY TAN CAKTIONG
Chairman of the Board



ERNESTO TANMANTIONG
Chief Executive Officer and
President



WILLIAM TAN UNTIONG
Corporate Secretary



CESAR V. PURISIMA
Independent Director



YSMAEL V. BAYSA
Compliance Officer

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, on June 30, 2021.

SIGNATURES



KEVIN GOH
Independent Director



EE RONG CHONG
Independent Director

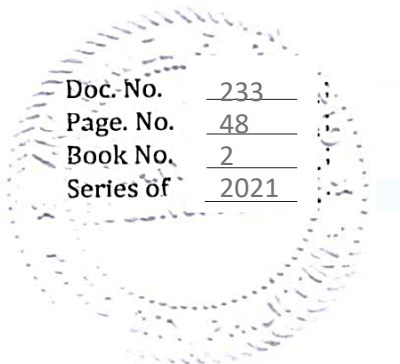
REPUBLIC OF THE PHILIPPINES)
CITY OF PASIG) S.S.

Before me, a Notary Public in and for the city named above, personally appeared:

Name	Competent Evidence of Identity	Place and Date of Issue
Tony Tan Caktiong	Passport ID No. P3722018B issued at DFA Manila on November 4, 2019	
Ernesto Tanmantiong	Passport ID No. P8719063A issued at DFA NCR East on September 12, 2018	
William Tan Untiong	Passport ID No. P4278187B issued at DFA NCR East on January 2, 2020	
Cesar V. Purisima	Passport ID No. P4757199B issued at DFA Manila on February 10, 2020	
Ysmael V. Baysa	Passport ID No. P6503801B issued at DFA NCR East on March 17, 2021	

who are personally known to me to be the same persons who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this June 30, 2021.



Ana Isabel F. Castelo
ANA ISABEL F. CASTELO
Notary Public-Pasig City
Notarial Commission No. 157 Expiring on December 2021
14/F Jollibee Plaza 70 F. Ortigas Jr. Avenue,
Ortigas Center Pasig City
PTR No. 6451026 1-16-20 / Pasig City
IBP No. 109197 1-10-20 / Pasig City
MCLC Compliance No. VI-0218891/ 3-5-19
R.N. of Attorney's No. 70174

ANNEX A

BOARD OF DIRECTORS

Director's Name	M/F	Position (if applicable)	Directorship Type	Date first elected	Date last elected (if ID state the number of years served as ID)	Date of Last Election	No. of years served as director
Tony Tan Caktiong	M	Chairman of the Board	ED	1978	2020	July 24, 2020 (Annual Stockholders' Meeting)	42
Ernesto Tanmantiong		Chief Executive Officer and President	ED	1987			33
William Tan Untiong		Corporate Secretary	ED	1993			27
Joseph Tanbuntiong		Treasurer	ED	2013			7
Antonio Chua Poe Eng		none	NED	1978			42
Ang Cho Sit			NED	1978			42
Ret. Chief Justice Artemio V. Panganiban			NED	2012			8
Cesar V. Purisima			ID	2020	2020 (1)		1
Cezar P. Consing			ID	2010	2020(9)		10

Note: Executive Director (ED), Non-Executive Director (NED), Independent Director (ID)

Pursuant to SEC Memorandum Circular No. 4, series of 2017, a company's independent director shall serve for a maximum cumulative term of nine (9) years. It further provides that the reckoning of the cumulative nine-year term is from 2012. The independent directors of the Company have not yet exceeded the maximum term limit.

ANNEX B

LIST OF DIRECTORSHIPS IN OTHER PUBLICLY-LISTED COMPANIES

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Tony Tan Caktiong	DoubleDragon Properties Corp.	Non-Executive and Co-chairman
William Tan Untiong	DoubleDragon Properties Corp.	Non-Executive
Joseph Tanbuntiong	DoubleDragon Properties Corp.	Non-Executive
Cesar V. Purisima	Ayala Land, Inc.	Independent
	Universal Robina Corporation	Independent
	AIA Group Limite	Independent
	Bank of the Philippine Islands	Independent
Cezar P. Consing	Bank of the Philippine Islands	Executive
	National Reinsurance Corp. of the Philippines (PhilNare)	Non-Executive
Ret. Chief Justice Artemio V. Panganiban	MERALCO	Independent
	Petron Corporation	Independent
	First Philippine Holdings Corp.	Independent
	Philippine Long Distance Telephone Company	Independent
	Metro Pacific Investment Corp.	Independent
	Robinsons Land Corp.	Independent
	GMA Network, Inc.	Independent
	GMA Holdings, Inc.	Independent
	Asian Terminals, Inc.	Independent

ANNEX C

MR. WILLIAM TAN UNTIONG

CORPORATE SECRETARY

LIST OF SEMINARS ATTENDED (AS OF JUNE 2021)

DATE	SEMINAR TITLE	ORGANIZER
April 26, 2021	Sulong Pilipinas 2021: Partners for Progress	The Department of Finance
January 7, 2021	Boris Groysberg Workshop	Prof. Boris Groysberg
December 10, 2020	Digital Accelerator Workshop	McKinsey & Company
November 3, 2020	Boris Groysberg Workshop	Prof. Boris Groysberg
October 15, 2020	A2E: Great Remote Working/Leadership in Crisis Workshop	McKinsey & Company
October 15, 2020	Advanced Corporate Governance Training	Institute of Corporate Directors
September 10, 2020	Boris Groysberg Workshop	Prof. Boris Groysberg
August 25, 2020	Boris Groysberg Workshop	Prof. Boris Groysberg
September 6, 2019	Advanced Corporate Governance Training	Institute of Corporate Directors
October 5, 2018	Advanced Corporate Governance Training	Institute of Corporate Directors
February 14, 2018	Family Business Workshop	Jollibee Foods Corporation (JFC)
January 27, 2018	Family Business Workshop	JFC
November 16-17, 2017	Boris Groysberg Workshop	Prof. Boris Groysberg
October 6, 2017	The JFC Way (Values Workshop)	JFC
September 27-29, 2017	One JFC Coaching Program	JFC
September 4, 2017	Family Business Workshop	JFC
August 11, 2017	Annual Corporate Governance Training	Institute of Corporate Directors
August 29-30, 2016	Boris Groysberg Workshop	Prof. Boris Groysberg
August 8, 2016	Corporate Governance	Institute of Corporate Directors
October 26-28, 2015	Boris Groysberg Workshop	Prof. Boris Groysberg
September 7, 2015	Annual Corporate Governance Training	Institute of Corporate Directors
January 25-27, 2015	Leadership Workshop	Prof. Boris Groysberg
August 12, 2014	Annual Corporate Governance Training	SGV
June 16-19, 2014	Leadership Workshop	Prof. Boris Groysberg
August 13, 2013	Negotiation Skills Seminar	Shapiro Negotiations Institute
September 14-24, 2011	Fundamentals of Fast food Design and Applications	Specialized Arts Center of the Philippines

December 13, 2011	Maximize Your Performance While Balancing Your Life	Master del Pe
December 12, 2011	8 Types of Leaders Every Leader Should Know	Master del Pe
January 17, 2011	Family Governance Planning Workshop	HSBC Family Office Services Limited
March 12, 2009	Blue Ocean Strategy Seminar	Blue Ocean Strategy Concept
September 11, 1996	Spirit of Enterprise	The Farrell Company
August 8, 1995	Six Thinking Hats	Franklin Covey Organization Services
1995 (no exact date)	The Effective Negotiating Course	Karrass Europe Limited

ANNEX D

SUMMARY OF SIGNIFICANT MATTERS PRESENTED DURING BOARD MEETINGS

DATE OF MEETING	MATTER
FOR THE YEAR 2015	
March 10, 2015	<ul style="list-style-type: none"> - Update to Jollibee Group of Companies' Standard Approval Limits - Presentation of Greenwich business unit - Presentation of Corporate Human Resources on JFC 2020 Talent Stream
May 12, 2015	<ul style="list-style-type: none"> - Presentation on Top 10 Risks of the Company - Presentation and updates on International Operations
July 13, 2015	<ul style="list-style-type: none"> - Approval of updated authorized Signatories per the Jollibee Group of Companies' Standard Approval Limits - Presentation of Corporate Audit update - Presentation of Jollibee Philippines business unit
August 4, 2015	<ul style="list-style-type: none"> - Presentation of Chowking Philippines business unit - Presentation of update on the implementation of the SAP
September 7, 2015	<ul style="list-style-type: none"> - Presentation of Red Ribbon business unit
October 1, 2015	<ul style="list-style-type: none"> - Presentation of Engagement Survey results
November 9, 2015	<ul style="list-style-type: none"> - Presentation of the Jollibee Group Vision, Goals and Strategies - Presentation and approval of 2016 budget
December 3, 2015	<ul style="list-style-type: none"> - Presentation from Jollibee Group Foundation, Inc.

DATE OF MEETING	MATTER
FOR THE YEAR 2016	
January 15, 2016	<ul style="list-style-type: none"> - Presentation of Jollibee Philippines business unit
February 9, 2016	<ul style="list-style-type: none"> - Presentation and approval of the Code of Business Ethics
March 8, 2016	<ul style="list-style-type: none"> - Presentation of SuperFoods Vung Tau business unit - Presentation of Updates on Research and Development - Presentation of update on Dunkin’ operations in China
April 6, 2016	<ul style="list-style-type: none"> - Business Presentation from Cargill
May 12, 2016	<ul style="list-style-type: none"> - Presentation of Chowking business unit
August 31, 2016	<ul style="list-style-type: none"> - Update presentation from Corporate Human Resources
November 18, 2016	<ul style="list-style-type: none"> - Approval of execution of Guarantee of a wholly-owned subsidiary involving a term loan facility to be obtained from Bank of the Philippine Islands.
December 9, 2016	<ul style="list-style-type: none"> - Presentation and approval of 2017 budget - Designation of Authorized Representatives on Sale of Property to DoubleDragon Properties, Inc.

DATE OF MEETING	MATTER
FOR THE YEAR 2017	
March 14, 2017	<ul style="list-style-type: none"> - Presentation of the JFC Priorities - 2017 & 2022: Goals and Directions of the Company
May 11, 2017	<ul style="list-style-type: none"> - Presentation and approval of expansion projects of commissary facilities - Presentation of the Digital Strategy
August 11, 2017	<ul style="list-style-type: none"> - Designation of Authorized Representatives on Sale of Property to DoubleDragon Properties, Inc. - Designation of Data Protection Officer for Jollibee Foods Corporation and its subsidiaries (Jollibee Group of Companies)
September 5, 2017	<ul style="list-style-type: none"> - Presentation of Mang Inasal business unit
October 12, 2017	<ul style="list-style-type: none"> - Presentation of updates for United States of America business
November 10, 2017	<ul style="list-style-type: none"> - Presentation for approval of the promotion of several employees to the position rank of Assistant Vice President.
December 7, 2017	<ul style="list-style-type: none"> - Presentation for approval of 2018 budget which included approval of execution of loan transactions. - Presentation of SuperFoods Business Unit

DATE OF MEETING	MATTER
FOR THE YEAR 2018	
January 12, 2018	<ul style="list-style-type: none"> - Presentation of China Business Unit
May 9, 2018	<ul style="list-style-type: none"> - Authorization to execute loan transactions and other financial transactions with Bank of Philippine Islands in the amount of Three Billion Pesos (Php3,000,000,000) where Mr. Consing (independent director) abstained from participating in the matter.
July 27, 2018 (Special Meeting)	<ul style="list-style-type: none"> - Authorization to enter into loan agreement(s) with financial institutions in the aggregate amount of Php2.7Bn for investment purposes where Mr. Consing abstained from participating in the matter.
December 3, 2018 (Special Meeting)	<ul style="list-style-type: none"> - Approval of appointment of Chief Human Resources Officer (effective December 3, 2018)

DATE OF MEETING	MATTER
FOR THE YEAR 2019	
January 9, 2019	- Presentation of Chowking Business Unit
March 11, 2019	- Presentation of Greenwich Business Unit
July 9, 2019	- Approval of Execution of Guarantee(s) for Credit Facility(ies) to be obtained by wholly-owned subsidiaries Honeybee Foods Corporation and Honeybee Foods (Canada) Corporation in the aggregate amount of USD40Million
July 24, 2019 (Special Meeting)	- Approval of Execution of Agreement by its Wholly-Owned Subsidiary
August 2, 2019	- Approval of Execution of Guarantees for Short-term Loan Facilities to be executed by Wholly-Owned Subsidiary – - Approval for registration to be a Qualified Institutional Buyer
September 6, 2019	- Presentation of Burger King Business Unit
October 2, 2019	- Updates on JFC's Digital Transformation
October 22, 2019 (Special Meeting)	- Approval of the Material Related Party Transactions Policy
December 5, 2019	- Approval of Execution of Guarantee(s) for Short-term Loan Facility(ies) to be executed by Wholly-Owned Subsidiary - Approval of Execution of Guarantee for Additional Amount of USD15Mn in Existing Credit Facility with JPMorgan Chase & Co. - Sale of Land
December 20, 2019 (Special Meeting)	- Approval of Purchase of Additional Office Space in Jollibee Tower

DATE OF MEETING	MATTER
FOR THE YEAR 2020	
January 9, 2020	<ul style="list-style-type: none"> - Update on JFC's Perpetual Bond Offering - Update on CBTL Acquisition and Restructuring
January 16, 2020 (Special Meeting)	<ul style="list-style-type: none"> - Approval of Issuance of Guarantee
February 14, 2020	<ul style="list-style-type: none"> - Presentation and Approval for Project Omega
March 27, 2020 (Special Meeting)	<ul style="list-style-type: none"> - Approval of Loan in the amount of Php10.0Bn
April 13, 2020	<ul style="list-style-type: none"> - Approval of Guarantee for Subsidiaries in North America - Approval of Guarantee for Highlands Coffee
May 20, 2020 (Special Meeting)	<ul style="list-style-type: none"> - Approval of Execution of Guarantee for Loans of C-Joy Poultry Meats Production, Inc. with Bank of the Philippine Islands - Approval of the Conversion of Outstanding Loans into Equity in C-Joy Poultry Meats Production, Inc.
May 27, 2020	<ul style="list-style-type: none"> - Funding Update - Approval of Conducting 2020 Annual Stockholders' Meeting via Remote Communication
October 5, 2020	<ul style="list-style-type: none"> - Philippine CBG Business Update; Regional Business Update; Global Business Review
October 20, 2020 (Special Meeting)	<ul style="list-style-type: none"> - Approval of Additional Investment in Dining LP by Jollibee Worldwide Pte. Ltd

Jollibee Foods Corporation
Annexes – 2020 Integrated Annual Corporate Governance Report

DATE OF MEETING	MATTER
December 7, 2020	- Budget Target and Approval and Changes in Audit Committee Charter
December 17, 2020 (Special Meeting)	- Offer and Issuance of Twenty Million Shares in relation to Senior Management Stock Option and Incentive Plan

ANNEX E
ENTERPRISE RISK MANAGEMENT FRAMEWORK

The Company is committed to its customers, employees, shareholders and business partners. To ensure the effective availability of essential and critical services, the Company maintains its Business Continuity Management Policy in support of a comprehensive program for business continuity, limiting the impact and losses caused by major incidents, and business recovery.

The Company maintains its Business Continuity Management Policy and Business Continuity Plan in compliance with ISO 22301 Societal security – Business Continuity Management Systems as part of its risk management procedures.

The Company follows below Risk Management Methodology in general:

1. Risk Identification: Identify all possible risks related eventualities
2. Risk Assessment & Business Impact Analysis:
 - a. Conduct Risk Assessment/Evaluation and prioritization of risks
 - b. Identify ways of reducing the likelihood and impact of disruption to business operation
 - c. Review of business operations including type of assets and processes supporting them
 - d. Identify vital or critical functions and interdependencies that must continue for an organization to survive or fulfil its objectives
 - e. Perform gap analysis of requirement against current ability to recover
3. Identify and develop risk prevention and mitigation controls
 - a. Risk Treatment (reduction, optimize or mitigate)
 - b. Risk Acceptance (accept and budget)
 - c. Risk Transfer (sharing - outsource or insure)
 - d. Risk Avoidance (eliminate, withdraw from or not become involved)
4. Implement – Selected Control and Procedure to mitigate the risk
5. Monitor and control the risks

On financial risk, the Company identified the following risks: Credit Risk, Liquidity Risk, Foreign Currency Risk, Interest Rate Risk and Equity Price Risk.

On operational risk, the Company identified the following risks:

Risk Exposure	Risk Management Policy	Objective
Physical assets of the Company (building, equipment, stocks inventory)	<ol style="list-style-type: none"> 1. Property Risk transfer via insurance 2. Conduct regular maintenance of systems and equipment 3. Regular audit of assets 4. Property Loss Control survey 5. Conduct regular training to employees on safety and fire prevention 	<p>To protect the physical assets of the Company against any convulsion of nature or defects that may interrupt the business operations of the Company.</p> <p>Regular inspection of assets to identify emerging risks or exposure that may affect the business.</p>
Third parties: customers, stakeholders, suppliers	<ol style="list-style-type: none"> 1. Maintenance of high-quality Food, Service, Cleanliness and safety standards 2. Risk transfer of liability exposure via insurance and/or through contract agreement to third party suppliers 3. Ensure third party's adherence to Company's standards on food, services, cleanliness and safety standards 	To ensure that third parties (customers, stakeholders) will always feel safe when inside the store premises and great tasting food is served on time.
Employees, Directors and Officers	<ol style="list-style-type: none"> 1. Promote safety of the employees 2. Adherence on the core values of the company 3. Protect liability exposure, risk transfer via insurance 4. Conduct trainings for the safety and security of employees 	<p>Protection of Company's greatest assets, its employees, is on the top of the Company's priority.</p> <p>Maintain integrity and respect to individuals</p> <p>Retain Key Assets of the Company</p>
IT Systems and Infrastructure	<ol style="list-style-type: none"> 1. Regular database backup 2. Disaster Recovery Center Architecture 3. Up-to-date Business Continuity Plan 4. Promote awareness to all employees on data privacy and data protection 	To ensure business continuity in the event of IT system and infrastructure failure.

ANNEX F

ATTESTATION
(FOR THE YEAR ENDED DECEMBER 31, 2020)

The undersigned officers of Jollibee Foods Corporation (the “Company”) hereby confirm and attest that, for the year ended December 31, 2020, the Company has in place adequate and effective systems of internal audit, controls and compliance that aid the Company’s risk management, control and governance processes.


ERNESTO TANMANTIONG
Chief Executive Officer


LORNA D. ATUN
Assistant Vice President – Internal Audit