



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended: **31 December 2022**
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			
<p>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.</p>			
Recommendation 1.1			
<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	Compliant	<p>Article 4, Section 1 of the Manual on Corporate Governance (2023 Edition) ("MCG") states: "xxx The Board shall be comprised of directors with a collective working knowledge, experience or expertise that is relevant to the Company's industry/sector. The Board should always ensure that it has an appropriate mix of competence and expertise and that its members remain qualified for their positions individually and collectively, to enable it to fulfill its roles and responsibilities and responds to the needs of the organization based on the evolving business environment and strategic direction. xxx"</p>	
<p>2. Board has an appropriate mix of competence and expertise.</p>		<p>Article 4, Section (e) expressly includes, as considerations in the determination of the fitness of any nominee for directorships in the Board, criteria such as "the nature of the business of the corporations (in) which he is a director," "physical and mental fitness of the director to meet the demands of the position" and "impact on Board experience and diversity."</p>	
<p>3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to</p>		<p>In line with this, the JFC Board includes:</p> <ul style="list-style-type: none"> seasoned food industry experts who have been involved in the business in various capacities over the 45-year history of Jollibee Foods Corporation, and have extensive industry, corporate and operational expertise, and an unparalleled perspective on the growth of JFC (Tony Tan Caktiong, Ernesto Tanmantiong, William Tan Untiong, Antonio Chua Poe Eng, Ang Cho Sit); 	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
the needs of the organization.		<ul style="list-style-type: none"> • a legal expert and retired Chief Justice of the Philippines, who is now a highly sought-after board director and adviser, as well as newspaper columnist (retired Chief Justice Artemio Panganiban); • a finance, accounting and business expert who has served as both Secretary of Finance and Secretary of Trade of the Philippines, and who was also Managing Partner and Chairman of the leading and largest professional services firm in the Philippines (Cesar V. Purisima); • a current Chief Executive Officer of a publicly listed company in Singapore with interests in real estate and hospitality (Kevin Goh); • a business leader from Singapore with almost 3 decades of experience across corporate, professional services and not-for-profit organizations, in fields including business consulting, risk and reputation management, stakeholder engagement, strategic brand management and integrated marketing. • The Board includes 2 non-Filipinos, one of which is female. • The directors are diverse in age, with the youngest director being 47, and the oldest being 85. The two Singaporean directors have worked in regional roles outside of Singapore, including in Australia, Malaysia, and China. <p>Links/References:</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>1. 2022 Annual Report, starting on page 108, lists JFC’s Board members and their qualifications on the discussion <i>Directors and Executive Officers of the Issuer</i> per the link below.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf</p> <p>2. 2022 Definitive Information Statement stating the requirements, attendance, qualifications, and list of directors of the link below:</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/Definitive-Information-Statement-2022-May-31-2022.pdf</p> <p>3. Article IV, Sections 1 and 2 of the Amended By-Laws providing for the qualifications and disqualifications of directors, pages 5 to 6</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/rJ7nC2hL-JFC-Amended-By-laws-2018.pdf</p> <p>The By-laws have been amended further as approved by the directors on March 15, 2023, pending approval by the Securities and Exchange Commission. The disclosure of the amendment may be found at https://edge.pse.com.ph/openDiscViewer.do?edge_no=5a88cafcf7607fef9e4dc6f6c9b65995.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>4. Article IV of the MCG, pages 4 to 8 for composition, qualifications and disqualifications of directors and pages 8 to 10 for the number and qualifications of independent directors.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf</p>	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	<p>The Board is composed of 9 directors, of which 6 (i.e., more than a majority) are non-executive directors.</p> <p>The 6 non-executive directors are Antonio Chua Poe Eng, Ang Cho Sit, Chief Justice Artemio Panganiban, Cesar V. Purisima, Kevin Goh, and Ee Rong Chong.</p> <p>Of these 6 non-executive directors, the Company has 3 independent directors – Mr. Purisima, Mr. Goh, and Ms. Chong.</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 MCG a policy on training of directors.	Compliant	Article 5, Section 5 of the MCG expressly provides that the Board “shall adopt, as it hereby adopts, and implement a policy on the training of directors, including an orientation program for first-time directors and relevant continuing training for all directors in compliance with the requirements of the [Securities and Exchange] Commission;”	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Article 5, Section 6 expressly provides that it is the duty of directors to “Attend and actively participate in orientation programs (for first time directors) and relevant continuing training programs in compliance with the requirements of the [Securities and Exchange] Commission;”</p> <p>Under Article 6, Section 4, the Compliance Officer is expressly tasked to “ensure proper onboarding of new directors xxx” and “ensure the attendance of board members and key officers to relevant trainings.”</p> <p>Please refer to Article 4, Section 5, of the MCG, page 11 on <i>Policies, procedures and programs</i>, for the policy on training of directors.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf</p>	
2. Company has an orientation program for first time directors.	Compliant	<p>Please refer to responses to Recommendation 1.3, item 1, above.</p> <p>Consistent with standard onboarding requirements of the Company’s Global Human Resources, first time directors shall complete an orientation program that includes the history of the Company, nature of its business, table of organization, key company policies including the Code of Business Ethics, and the Company’s Manual of Corporate Governance.</p> <p>Please also refer to Article 4 Section 5.b of the MCG, pages 13 to 15 on the <i>Responsibilities, Duties and Functions of a Director</i>, which provides that directors shall attend and actively participate in orientation programs.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf	
<p>3. Company has relevant annual continuing training for all directors.</p>	<p>Compliant</p>	<p>The Company provides relevant annual continuing training for all its directors and corporate officers. In 2022, the Company conducted its corporate governance seminar on October 5, 2022, facilitated by Risk, Opportunities Assessment and Management (ROAM), Inc. which is an accredited training provider by the SEC.</p> <p>In addition, board members and corporate officers participate in the Boris Groysberg Leadership Series, a regular quarterly program that is part of JFC’s Board and Executive Development Program. Leadership Development has always been a priority for JFC, which cuts across all levels, from our Restaurant Teams and Support Centers to our Executives and Board of Directors. It follows the core approach of our Learning Culture, which is learning through the 4Es: Experience, Exposure, Education, and Environment. For Board and Executive Development, one of the major programs is the Boris Groysberg Leadership Series which started in 2016. Named after Professor Boris Groysberg, a renowned Harvard professor and long-time consultant of JFC, this is a quarterly gathering of our Board members and Senior Leaders from all markets, brands, and business units facilitated by Professor Groysberg himself. JFC’s Board members and Senior Leaders gather virtually or in person to learn from various cases across industries or discuss current and upcoming issues, trends, or events that can impact the business. The program has included case studies on organization, culture, strategy, corporate governance, innovation, change management, and business development, among others. It is also a time to share wins or learnings from their own experience and an opportunity to</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>create collaborations that may be beneficial not only for their respective brands but for the entire JFC.</p> <p>Links/References:</p> <ol style="list-style-type: none"> 1. Company’s submission of certificates of attendance of its directors and officers. https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/10/October-5-2022.pdf 2. Article 4, Section 6, paragraph b of the MCG, page 13 to 15 on the <i>Responsibilities, Duties and Functions of a Director</i> https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf 	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	<p>Article 4 Section 5, paragraph b of the MCG expressly provides that the Board “Adopt, as it hereby 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>In line with this, Article 4, Section 2, paragraph e of the MCG expressly includes “impact on Board experience and diversity” as one of the guidelines in determining the fitness of any nominee for directorships in the Board.”</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
	<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-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-interim/Investor%20Relations%20Page/SEC%20Form%20IS/2021/Definitive-Information-Statement-June-2-2021.pdf Article IV.5.b of the MCG, page 12 on <i>Policies, procedures and programs</i>: https://bucketeer-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-interim/Investor%20Relations%20Page/Corporate%20Governance/Manual%20on%20Corporate%20Governance/New%20Manual%20on%20Corporate%20Governance%20May%202017.pdf 2022 Annual Report, starting page 121, providing information about the Company’s Board of Directors. 	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.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 the Assistant Corporate Secretary, Atty. Valerie F. Amante, who is also the Global General Counsel and Ethics Head and Compliance Officer of the Company, as of May 1, 2022. The Corporate Secretary's duties and responsibilities are provided for in Article 5, Section 2, paragraph c of the MCG.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Links/References:</p> <ol style="list-style-type: none"> 1. 2022 Annual Report, pages 109-110, for the description about Mr. Tan Untiong. https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf 2. Section 6, Article V of the By-Laws on the list of qualifications and duties of the Corporate Secretary https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/rJ7nC2hL-JFC-Amended-By-laws-2018.pdf 3. Article 5, Section 2, paragraph c of the MCG, pages 24 to 25 https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf 	
2. Corporate Secretary is separate individual from	Compliant	Mr. William Tan Untiong is the Company's Corporate Secretary. Atty. Valerie F. Amante was appointed Compliance Officer effective May 1, 2022, upon the retirement of Mr. Ysmael Baysa, who was the Company's Compliance Officer for the financial year of 2021 until April 30, 2022.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
the Compliance Officer		Please refer to 2022 Annual Report , pages 109-110 and 116, for the description about Mr. Tan Untiong and Atty. Amante. https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf	
3. Corporate Secretary is not a member of the Board of Directors.	Non-Compliant		The Corporate Secretary, Mr. Tan Untiong, is a concurrent member of the Board of Directors. 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.
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			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
least 5 business days before scheduled meeting.			
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	<p>Atty. Valerie Amante was appointed Compliance Officer of the Company effective May 1, 2022, succeeding Mr. Ysmael Baysa upon his retirement.</p> <p>Links/References:</p> <ol style="list-style-type: none"> 2022 Annual Report, page 116, for the description about Atty. Amante. <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf</p> <ol style="list-style-type: none"> PSE Form 4-8 and corresponding SEC Form 17C, on the retirement of Mr. Baysa and Atty. Amante’s appointment <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=a00adf720d8c80a13470cea4b051ca8f</p>	
2. Compliance Officer has a rank of Senior Vice President or equivalent	Compliant	<p>Atty. Amante’s position in the Company as Global General Counsel & Ethics Head is of such adequate stature and authority that allows her as Compliance Officer to initiate, collaborate on and implement strategic business decisions of the Company. Her predecessor Mr. Baysa as Chief Financial Officer also had the required stature and authority.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>position with adequate stature and authority in the corporation.</p>		<p>Links/References:</p> <ol style="list-style-type: none"> 1. Article 6 Section 4 of the MCG, page 28, for the description and functions of the Compliance Officer: https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .pdf 3. 2022 Annual Report, page 116, for the description about Atty. Amante. https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf 4. 2021 Annual Report, page 130, for the description about Mr. Baysa https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/03/Annual-Report-2021.pdf 	
<p>3. Compliance Officer is not a</p>	<p>Compliant</p>	<p>Atty. Amante is not a member of the Board. Neither was her predecessor Mr. Baysa. Please refer to Annex A for the details on the <i>Board of Directors</i> of the Company.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
member of the board.			
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>Atty. Amante attended the Company’s corporate governance seminar facilitated by ROAM, together with the other directors and corporate officers on October 5, 2022.</p> <p>Moreover, in 2019 Atty. Amante completed programs on “Managing Ethics in Organizations” and “Elevating Ethics & Compliance” conducted by the Ethics & Compliance Initiative (“ECI,” an organization based in the United States) and passed ECI’s examination for the “Leadership Professional in Ethics & Compliance” designation.</p> <p>Atty. Amante has also completed the current cycle of Mandatory Continuing Legal Education, which includes units on corporate governance matters.</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-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/10/October-5-2022.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	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	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>faith, with due diligence and care, and in the best interest of the company.</p>		<p>approval on various corporate transactions in accordance with the approval limits set by the Company.</p> <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 2022 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 2021 to May 2022.</p> <p align="center"> https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/Definitive-Information-Statement-2022-May-31-2022.pdf </p>	
Recommendation 2.2			
<p>1. Board oversees the development, review and approval of the company’s business objectives and strategy.</p>	Compliant	<p>Article 4, Section 5, paragraph (a) of the MCG provides that “Compliance with the principles of good corporate governance shall start with the Board of Directors.</p> <p>It shall be the Board’s 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. 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...”</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>In line with this, on December 14, 2022 the Chief Executive Officer of the Company presented to the Board the goals and priorities for the year 2023. These include international expansion and growth, recovery and/or turnaround of certain businesses, strengthening digital and marketing, and network expansion.</p> <p>In addition, the board’s approval of the Company’s annual budget, its regular discussions on business performance of the company as a whole and/or specific units, key projects and other material matters, collectively ensure the Board’s continuing oversight over the development, review and approval of the company’s business objectives and strategy.</p>	
Supplement to Recommendation 2.2			
<p>1. Board has a clearly defined and updated vision, mission and core values.</p>	<p>Compliant</p>	<p>An orientation on the Jollibee Group’s Vision, Goals and current Strategies is part of the onboarding program for new directors.</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 built its foundation on 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>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		https://jollibeegroup.com/vision-mission-values/	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	<p>Discussions on execution of strategies are included in Board meetings.</p> <p>Recognizing the diverse business environments and cultures that the JFC Group operates in, Board review of business plans and execution strategies for its different brands and businesses in different geographies is a regular part of Board discussions.</p> <p>On March 22, 2022, the Chief Human Resources Officer of JFC presented to the Board the talent strategy and talent pipeline of JFC, including organizational updates on the designation of key management personnel to ensure execution of the identified business goals and strategies of the Company. On May 9, 2023 the Audit, Ethics & Compliance Committee Chair updated the Board on the Sustainability Agenda and ESG discussion provided by the Chief Sustainability and Public Affairs Officer.</p> <p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i> for details on updates from business units and other significant updates made to the Board.</p>	
Recommendation 2.3			
3. Board is headed by a competent and qualified Chairperson	Compliant	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.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key offices and management.	Compliant	<p>With respect to the Board, Article 4, Section (e) expressly includes, as considerations in the determination of the fitness of any nominee for directorships in the Board, “physical and mental fitness of the director to meet the demands of the position” and “impact on Board experience and diversity.”</p> <p>With respect to employees, JFC continues to institutionalize the succession planning program through Annual Global Talent Review, which was conducted from June to November 2022 for the 2022 cycle.</p>	
2. Board adopts a policy on the retirement for	Compliant	<p>A series of Talent Review sessions were facilitated across all businesses and functions globally covering the manager up to the executive levels. A key</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
directors and key officers.		<p>outcome of the exercise is the identification of the successors for critical positions and identifying priority programs and actions to build the talent pipeline of the company continuously.</p> <p>In 2022, the succession planning program was supported and strengthened with the implementation of the digital platform on Succession Management.</p> <p>Retirement of employees is in accordance with applicable laws and relevant company retirement plans.</p> <p>Please also refer to Article 4, Section 5, paragraph b of the MCG on <i>Management team and performance assessment</i>.</p> <p align="center"> https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .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 4, Section 8 of the MCG on <i>Management team and performance assessment</i>, pages 10 to 11.</p>	
2. Board adopts a policy specifying	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
the relationship between remuneration and performance.		https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	<p>Performance of executives is evaluated annually for purposes of determining their compensation, based on their achievement of specific objectives and key results aligned with the company’s strategy, and achievement of targets approved by the Board.</p> <p>On December 14, 2022, the Board approved the 2023 target and 2024 directional plan.</p> <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>	
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 MCG on <i>Management team and performance assessment</i>, pages 10 to 11, for the board’s responsibilities regarding remuneration and performance</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.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.</p>	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-competition, 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			
<p>1. Board has a formal and transparent board nomination and election policy.</p>	Compliant	<p>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 MCG, By-Laws, and all applicable laws.</p>	
<p>2. Board nomination and election policy</p>	Compliant	<p>Article III of the By-Laws, as amended, particularly the 4th paragraph of Section 13 on <i>Election of Directors</i> provides as follows:</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
is disclosed in the company's MCG.			
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	<p>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.</p> <p>The rights of minority shareholders are given due protection by the By-Laws of the Company and duly protected under the Revised Corporation Code of the Philippines, which allows for cumulative voting as a matter of law. In addition, the nomination and election process is fully disclosed in the MCG. 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.</p>	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant	<p>Under Article 4, Section 8 of the MCG, "the nomination and election process shall include the review and evaluation of the qualifications of all persons nominated to the Board, including whether candidates: (1) possess the knowledge, skills, experience, and particularly in the case of non-executive directors, independence of mind given their responsibilities to the Board and in light of the Company's business and risk profile; (2) have a record of integrity and good repute; (3) have sufficient time to carry out their responsibilities; and (4) have the ability to promote a smooth interaction between board members. xxx"</p> <p>In addition to the grounds for qualification and disqualification for nomination and election to the Board, the Nomination Committee shall</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>consider the following guidelines in the determination of the fitness of any nominee for directorships in the Board:</p> <ol style="list-style-type: none"> 1. The nature of the business of the corporations which he is a director 2. Physical and mental fitness of the director to meet the demands of the position; 3. Number of directorships/active memberships and officerships in other corporations or organizations; 4. Possible conflict of interest; and 5. Impact on Board experience and diversity. <p>Links/References:</p> <ol style="list-style-type: none"> 1. By-Laws, as amended, particularly Section 12 on <i>Nomination of Directors</i> and Section 13 on <i>Election of Directors</i>. https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/rJ7nC2hL-JFC-Amended-By-laws-2018.pdf 2. Please refer to Article 4, Section 8, paragraph d of the MCG, pages 15 to 16, for the functions of the Nomination Committee. https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf 	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.</p>	<p>Compliant</p>	<p>Please refer to the following:</p> <ol style="list-style-type: none"> 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-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/rJ7nC2hL-JFC-Amended-By-laws-2018.pdf 3. MCG, particularly Article 4, Section 2 on <i>Qualifications of Directors</i>, Article 4, Section 3 on <i>Disqualifications of Directors</i>, Article 4, Section 8, paragraph d on functions of the <i>Nomination Committee</i>. https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .pdf 	
Optional: Recommendation 2.6			
<p>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</p>			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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	<p>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.</p> <p>In addition, par the MCG, 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.</p>	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	<p>Review of Related Party Transactions (RPT) includes: the related party's relationship to the Company and the transaction; the material facts of the proposed RPT including the proposed aggregate value of such transaction; the benefits to the Company of the proposed RPT; the availability of other sources of comparable products or services; and an assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances.</p>	
3. RPT policy encompasses all entities within the	Compliant	<p>Links/References:</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>group, taking into account their size, structure, risk profile and complexity of operations.</p>		<p>1. Article 4, Section 5, paragraph b, subparagraph 22 of the MCG, page 12, on the board’s responsibility in relation to related party transactions.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf</p> <p>2. Corporate website on the section pertaining to Company’s Policies on Material Related Party Transactions Policy.</p> <p>https://bucketeer-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-interim/Investor%20Relations%20Page/Corporate%20Governance/Company%E2%80%99s%20Policies/Company%E2%80%99s%20Policies%20-%20October%202022,%202019.pdf</p>	
Supplement to Recommendation 2.7			
<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered de minimis or</p>	<p>Compliant</p>	<p>On July 20, 2022, the Board approved the Jollibee Group of Companies’ updated Standard Approval Limits setting out the approval authorities required for transactions. The limits are applied to JFC and throughout the Group.</p> <p>These approval limits are further subject to the Related Party Transaction Policy, which provides for further scrutiny for transactions falling within the scope of the Policy.</p> <p>Please refer to the Corporate website on the section pertaining to Company’s Policies on Material Related Party Transactions Policy.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>		<p>https://bucketeer-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-interim/Investor%20Relations%20Page/Corporate%20Governance/Company%E2%80%99s%20Policies/Company%E2%80%99s%20Policies%20-%20October%202022,%202019.pdf</p>	
<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during</p>	<p>Compliant</p>	<p>All actions by the Board of Directors of the Company that may be considered as involving related parties, are compliant with the requirements of the Revised Corporation Code of the Philippines for such actions and the company’s Material Related Party Transactions Policy.</p> <p>Moreover, all actions by the Board of Directors are approved/ratified by stockholders during the annual stockholders’ meeting of the Company. This ratification covers all transactions, related party transactions or otherwise.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
shareholders' meetings.		<p>Please refer to Article III of the By-Laws, as amended, more particularly Section 10 on <i>Vote</i>.</p> <p align="center"> https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/rJ7nC2hL-JFC-Amended-By-laws-2018.pdf </p>	
Recommendation 2.8			
<p>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).</p>	Compliant	<p>On April 19, 2022, the Board approved a resolution to streamline and establish consistency in the list of the Corporate Officers that are reported and disclosed by the Company in its filings with the Securities and Exchange Commission and The Philippine Stock Exchange, Inc., and for other disclosures made by the Company to the public.</p> <p>Accordingly, the Board identified the Company's Corporate Officers and approved the following list of Corporate Officers of the Company, and the persons occupying such positions, effective as of May 1, 2022:</p> <ul style="list-style-type: none"> (1) Chairman of the Board – Mr. Tony Tan Caktiong; (2) President and Chief Executive Officer – Mr. Ernesto Tanmantiong; (3) Corporate Secretary – Mr. William Tan Untiong (4) Assistant Corporate Secretary and Compliance Officer – Atty. Valerie F. Amante (5) Treasurer – Mr. Don Alexander C. Lim (6) Chief Financial Officer – Richard Chong Woo Shin. <p>The head of Insurance and Risk Management reports to the Chief Financial Officer.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Please refer to Article 4, Section 5, paragraph b of the MCG on <i>Management team and performance assessment</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .pdf</p> <p>Please refer to the 2022 Annual Report, on pages 115-116 , for the list of Corporate Officers:</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.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>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 immediate and long-term goals of the Company.</p> <p>Performance of executives is evaluated annually for purposes of determining their compensation, based on their achievement of specific objectives and key results aligned with the company's strategy, and achievement of targets approved by the Board.</p> <p>On December 14, 2022, the Board approved the 2023 target and 2024 directional plan.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Officer and Chief Audit Executive).		<p>Please refer to Article 4, Section 5, paragraph b of the MCG on <i>Management team and performance assessment</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .pdf</p>	
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 4, Section 5 of the MCG on the responsibilities of the board in performance assessment in <i>Management team and performance assessment</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .pdf</p>	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at	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.</p> <p>Please refer to Article 4, Section 5, of the MCG on <i>Management team and performance assessment</i> and <i>Policies, procedures and programs</i>.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
par with the standards set by the Board and Senior Management.		https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .pdf	
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 4, Section 5 of the MCG on <i>Internal control and risk management</i>.</p>	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .pdf</p> <p>The Company has a 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> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/01/Policy-on-Conflict-of-Interest-2016.pdf</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
3. Board approves the Internal Audit Charter.	Compliant	<p>On December 7, 2020, the Board approved the charter of the Audit & Compliance Committee t Charter duly approved by the Board, and signed by the Chairman of the Board and the Audit, Ethics and Compliance Committee Chairman.</p> <p align="center">https://jollibeegroup.com/board-committees/</p>	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	<p>Please refer to the Company’s Enterprise Risk Management Framework as of July 2022:</p> <p align="center">https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/08/Enterprise-Risk-Management-Framework_2022.07.25.-as-of-07262022.pdf</p> <p>Please refer to Article 4, Section 5, paragraph b of the MCG for the responsibilities of the board in risk management under <i>Internal control and risk management</i>.</p> <p align="center">https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf</p> <p>The Company has a Head of Insurance and Risk Management reporting to the Chief Financial Officer, who is in in charge of managing the Company’s insurance policies and assessing and monitoring key risk exposures.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		Urgent and priority risk issues are reported by the Chief Financial Officer or by the Compliance Officer to the Company’s Board of Directors on an as-needed basis.	
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>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>	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 2.12.</p> <p>The MCG provision detailing the functions of the Board, also serves as its Charter. Per Article 4, Section 5 of the MCG, the Board “xxx hereby adopts, this Manual as its Board Charter for purposes of formally and clearly stating</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
accountabilities in carrying out its fiduciary role.		its roles, responsibilities and accountabilities in carrying out its fiduciary duties.”	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	The MCG is available in the Company’s website: https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf	
3. Board Charter is publicly available and posted on the company’s website.	Compliant	The Company By-Laws (Article IV) also define the role of the Board: https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/rJ7nC2hL-JFC-Amended-By-laws-2018.pdf	
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://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/ILOrPsSx-Insider-Trading-Policy-2016.pdf	
Optional: Principle 2			
1. Company has a policy on granting			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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>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>	
<p>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.</p>			
<p>Recommendation 3.1</p>			
1. Board establishes board committees that focus on specific board	Compliant	The Board has the following committees: Executive Committee; Audit, Ethics and Compliance Committee; Nomination Committee; Compensation Committee; and Corporate Governance Committee.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>functions to aid in the optimal performance of its roles and responsibilities.</p>		<p>Please refer to the following:</p> <ol style="list-style-type: none"> 1. 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-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/rJ7nC2hL-JFC-Amended-By-laws-2018.pdf 2. MCG, particularly Article 4 Section 8 on <i>Board Committees</i>. https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL.pdf 3. Committee Charters available at https://jollibeegroup.com/board-committees/ 4. PSE Edge Disclosure Form 4-25, dated June 24, 2022 on <i>Results of Organizational Meeting</i> for the list of Committee members as of 2022, available at https://edge.pse.com.ph/openDiscViewer.do?edge_no=ea1e74ac0b8e02023470cea4b051ca8f 	

Recommendation 3.2

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>Compliant</p>	<p>Please refer to the following:</p> <ol style="list-style-type: none"> 1. By-Laws, as amended, particularly Article IV, Section 9 paragraph b on <i>Audit Committee</i> https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/rJ7nC2hL-JFC-Amended-By-laws-2018.pdf 2. MCG, particularly Article IV, Section 8, paragraph f on <i>Audit Committee</i>. https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf 3. Audit, Ethics and Compliance Committee Charter https://jollibeegroup.com/board-committees/ 4. PSE Edge Disclosure Form 4-25, dated June 24, 2022 on <i>Results of Organizational Meeting</i> available at https://edge.pse.com.ph/openDiscViewer.do?edge_no=ea1e74ac0b8e02023470cea4b051ca8f 	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p align="center">Non-Compliant</p>		<p>The Audit, Ethics and Compliance Committee is compliant in having at least three appropriately qualified non-executive directors (Mr. Cesar Purisima, Mr. Kevin Goh, and Mr. Antonio Chua Poe Eng), who constitute a majority of the Committee. The 4th member, Mr. William Tan Untiong, is an executive director; the inclusion of an executive director provides valuable operational context to the discussions of the Committee.</p> <p>The Committee is also compliant in having an independent Chairman, Mr. Cesar V. Purisima; moreover, Mr. Purisima is not a concurrent chairman of any other committees of the Company.</p> <p>Of the majority 3 members of the Audit, Ethics and Compliance Committee that are non-executive directors, 2 are independent.</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			<p>Please refer to PSE Edge Disclosure Form 4-25, dated June 24, 2022 for the appointment of Committee Members of the Company.</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=ea1e74ac0b8e02023470cea4b051ca8f</p> <p>Please also refer to Annex A on the <i>Board of Directors</i> which includes types of directorships.</p>
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>Please refer to 2022 Definitive Information Statement beginning page 8 and 2022 Annual Report, starting page 108, for the description of the directors.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/Definitive-Information-Statement-2022-May-31-2022.pdf</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf</p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of</p>	<p>Compliant</p>	<p>The Chairman of the Audit, Ethics and Compliance 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>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
the Board or of any other committee.		Please also see response in Recommendation 3.2.2.	
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 Section 8 paragraph f of the MCG on <i>Audit Committee</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .pdf</p> <p><i>Note: On August 22, 2022 and February 9, 2023, the Audit, Ethics and Compliance Committee approved the non-audit services conducted by the external auditor for the year 2021. 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	<p>The Audit, Ethics and Compliance 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 Head, members of the Internal Audit team.</p> <p>At certain meetings, the Global General Counsel & Ethics Head and Compliance Officer, and the Senior Legal Counsel for Compliance, are also present.</p>	
Optional: Recommendation 3.2			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Audit Committee meet at least four times during the year.	Compliant	<p>Audit, Ethics and Compliance 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 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, Ethics and Compliance Committee.</p>	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	<p>Please refer to Article IV Section 8 paragraph f of the MCG on Audit Committee.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .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	Compliant	<p>The Board has the following committees: Executive Committee, Audit, Ethics and Compliance Committee, Nomination Committee, Compensation Committee and Corporate Governance Committee.</p> <p>Please refer to the following:</p> <ol style="list-style-type: none"> By-Laws, as amended, more particularly Article IV, Section 11 on <i>Other Committees</i>. <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/rJ7nC2hL-JFC-Amended-By-laws-2018.pdf</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>were formerly assigned to a Nomination and Remuneration Committee.</p>		<p>2. MCG, particularly Article IV. Section 8 paragraph g on <i>Corporate Governance Committee</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf</p> <p>3. PSE Disclosure Form 4-25, dated June 24, 2022, on <i>Results of Organizational Meeting</i>.</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=ea1e74ac0b8e02023470cea4b051ca8f</p>	
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p align="center">Non-Compliant</p>		<p>The Corporate Governance Committee is chaired by an Independent Director and the majority of its 3 members are independent directors.</p> <p>The CEO is part of the Committee to ensure that discussions in the committee include firsthand information on business considerations, and to facilitate</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			<p>effective implementation throughout the organization.</p> <p>The Corporate Governance Committee of the Company with its current composition is able to effectively perform its duties and functions.</p>
<p>3. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>Compliant</p>	<p>Ms. Ee Rong Chong, an independent director, is the Chair of the Corporate Governance Committee.</p>	
<p>Optional: Recommendation 3.3</p>			
<p>1. Corporate Governance Committee meet at least twice a year.</p>	<p>Compliant</p>	<p>The Corporate Governance Committee has met twice in 2022, on January 12, 2022 and November 8, 2022. The Corporate Governance Committee also met on April 24, 2023.</p>	
<p>Recommendation 3.4</p>			
<p>1. Board establishes a separate Board Risk Oversight Committee (BROC) that</p>	<p>Non-Compliant</p>		<p>This serves as the explanation for this section pertaining to Recommendation 3.4.</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.</p>			<p>The duties and responsibilities of a BROC are performed by the Company's Audit, Ethics and Compliance Committee.</p> <p>The Enterprise Risk Management (ERM) framework of the Company is currently existing and implemented by different units of the Company.</p>
<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	Non-Compliant		<p>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>
<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	Non-Compliant		<p>Urgent and priority issues are reported by the CFO or by the Compliance Officer to the Company's Board of Directors on an as-needed basis.</p>
<p>4. At least one member of the BROC has relevant thorough knowledge and</p>	Non-Compliant		<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
experience on risk and risk management.			<p>Please also refer to Article IV.8.f of the MCG on <i>Audit Committee</i>.</p> <p>https://bucketeer-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-interim/Investor%20Relations%20Page/Corporate%20Governance/Manual%20on%20Corporate%20Governance/New%20Manual%20on%20Corporate%20Governance%20May%202017.pdf</p>
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transaction of the company.	Compliant	While not established as a separate committee, the functions of the Related Party Transactions committee as contemplated in the SEC Code of Corporate Governance for Publicly-Listed Companies are performed by the Corporate Governance Committee, which is chaired by an Independent Director and composed of 3 members, of which 2 are independent directors.	<p>This serves as the explanation for this section pertaining to Recommendation 3.5.</p> <p>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</p>
2. RPT Committee is composed of at least three non-executive directors, two of	Non-compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>whom should be independent, including the Chairman.</p>			<p>a copy its Material Related Party Transactions Policy to the SEC.</p> <p>Please refer to Article IV.5.b of the MCG on <i>Policies, procedures and programs</i>. https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.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> <p>https://bucketeer-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-interim/Investor%20Relations%20Page/Corporate%20Governance/Company%E2%80%99s%20Policies/Company%E2%80%99s%20Policies%20-%20October%202022,%202019.pdf</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			<p>Please refer to Article IV.8.g of the MCG on <i>Corporate Governance Committee</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf</p>
Recommendation 3.6			
<p>1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.</p>	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 3.6.</p> <p>The purposes, membership, responsibilities of the board committees are found in the MCG, Article IV Section 8 on <i>Board Committees</i>, which is available in the corporate website.</p> <p align="center">https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf</p> <p>Further information may be found in the Board Committee charters available at the following link:</p> <p align="center">https://jollibeegroup.com/board-committees/</p>	
<p>2. Committee Charters provide standards for evaluating the</p>		<p>The Board’s annual self-assessment includes assessment of committees.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
performance of the Committees.			
3. Committee Charters were fully disclosed on the company's website.			
<p>Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporations' business.</p>			
<p>Recommendation 4.1</p>			
<p>1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele- /videoconferencing conducted in accordance with the rules and regulations of the Commission.</p>	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 4.1.</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			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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 in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Non-Compliant		<p>Among the non-executive directors (NED) of the Company, there are 3 directors who concurrently serve in other publicly-listed companies:</p> <p>Chief Justice Panganiban currently serves as a director in 10 publicly listed companies</p> <p>Cesar Purisima currently serves as a director in 5 publicly listed companies</p> <p>Kevin Goh currently serves in 1 publicly listed company.</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			<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>The other companies served do not deter JFC's directors from actively participating and effectively performing their duties as director of the Company as can be seen from their attendance record and corporate records during board meetings.</i></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 MCG on <i>Duties and Functions of a Director</i> . https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .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. Only 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 years 2022 and 2023 were 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	In 2022, the Board of Directors met eleven (11) times during the period from January to December. Ms. Ee Rong Chong had one absence.	
4. Company requires as minimum			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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>The Company has had a 9-seat board, 3 of which are independent directors – Mr. Cesar V. Purisima, Mr. Kevin Goh and Ms. Ee Rong Chong.</p> <p>We note that Section 38 of the Securities Regulation Code, which requires listed companies to have at least two (2) independent directors, or such independent directors shall constitute at least twenty percent (20%) of the members of such board, whichever is the lesser. The Company currently exceeds this requirement under law.</p>	
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<p>Please refer to the 2022 Definitive Information Statement, Annex D for the Certification and Curriculum Vitae of the Independent Directors.</p> <p align="center">https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/Definitive-Information-Statement-2022-May-31-2022.pdf</p>	
Supplement to Recommendation 5.2			
1. The Company has no shareholder agreements, by-	Compliant	The ability of directors to vote independently is not constrained by any provision in the By-Laws or any agreements.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
laws provisions, or other arrangements that constrain the directors' ability to vote independently.			
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Mr. Purisima is on his 3 rd term (first elected in 2020) Mr. Goh on his 2 nd term (first elected in 2021) Ms. Chong is on her 2 nd term (first elected in 2021).	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	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.	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board	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
<p>provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.</p>			
Recommendation 5.4			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	Compliant	<p>Mr. Tony Tan Caktiong is the Chairman of the Board whereas Mr. Ernesto Tanmantiong is the Chief Executive Officer.</p> <p>Please refer to the 2022 Annual Report, starting page 108, on the discussion <i>Directors and Executive Officers of the Issuer</i> per the link below.</p> <p align="center"> https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf </p> <p>Please also refer to the Results of the 2022 Organizational Meeting of the Board of Directors at</p> <p align="center"> https://edge.pse.com.ph/openDiscViewer.do?edge_no=ea1e74ac0b8e02023470cea4b051ca8f </p>	
<p>2. The Chairman of the Board and Chief Executive</p>	Compliant	<p>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>.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Officer have clearly defined responsibilities.		https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/rJ7nC2hL-JFC-Amended-By-laws-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	<p>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 2020,2021 and 2022 Organizational Meetings of the Board of Directors.</p> <p>Please refer to the Results of the 2022 Organizational Meeting of the Board of Directors at</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=ea1e74ac0b8e02023470cea4b051ca8f</p>	
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 transactions involving DoubleDragon Properties Corp., Messrs. Tan Caktiong and Tan Untiong 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			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions without any executive present.	Compliant	<p>Non-executive directors who are members of the Audit, Ethics and Compliance 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, Ethics and Compliance Committee meetings. Non-executive directors who are not members of the Audit, Ethics and Compliance Committee have direct access to these persons, as they may require.</p> <p>On January 12, 2022, Non-executive directors met among themselves, together with the Global General Counsel and Ethics Head (and now concurrent Compliance Officer) without any other executive presence.</p>	
2. The meetings are chaired by the lead independent director.	Compliant	<p>These meetings pertaining to Audit are chaired by the chairman of the Audit, Ethics and Compliance Committee who is an independent director.</p> <p>The meeting of the NEDs was chaired by the Lead Independent Director.</p>	
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	Compliant	This serves as the explanation for this section pertaining to Recommendation 6.1.1 to 6.1.4.	The Board undergoes a yearly formal assessment whereby each director completes an evaluation

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
performance as a whole.		The assessment process for the year 2022 is pending completion.	
2. The Chairman conducts a self-assessment of his performance.			
3. The individual members conduct a self-assessment of their performance.		The Board is evaluating its assessment practices, including evaluating the optimal timing for external assessment.	
4. Each committee conducts a self-assessment of its performance.			
5. Every three years, the assessments are supported by an external facilitator.			questionnaire that is intended to provide insights on the effectiveness of the Board, its Committees, the Chairman, and the directors. For 2022, the Company is conducting its formal board assessment in the month of May 2022 to enable the directors to assess substantially their full year term.
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,	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 6.2.</p> <p>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 MCG, Article IV Section 5 paragraph b on <i>Duties and Functions of the Board</i>, Article IV Section 6 paragraph b on the <i>Duties and Functions of Directors</i>, and Article IV Section 8 on <i>Board Committees</i>.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
individual directors and committees.		https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .pdf	
2. The system allows for a feedback mechanism from the shareholders.		<p>Please also refer to response in Recommendation 6.1.1 to 6.1.4.</p> <p>All reportorial submissions, including disclosures, are publicly available and easily accessible via the corporate website.</p> <p>Feedback mechanisms are in place via correspondence through the Investor Relations department.</p> <p>Please refer to the link below for the contact information of the Investor Relations department.</p> <p>https://jollibee.com/investors-contact/</p>	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 7.1.</p> <p>The Board of Directors of JFC approved the Code of Business Ethics on February 9, 2016. 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 provides relevant parties a framework to guide them in their</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.</p>		<p>actions and decisions based on the principles of integrity, respect, legal compliance, and stewardship. 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> <p>Under Article 4, Section 5 the MCG, the Board of Director’s duties include:</p>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>		<p>“17. Implement and monitor compliance with its Code of Business Ethics and related policies which shall provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings; the Code should be properly disseminated to the Board, senior management and employees. It should also be disclosed and made available to the public through the company website;</p>	
<p>3. The Code is disclosed and made available to the public through the company website.</p>		<p>18. Adopt an anti-corruption policy and program which shall endeavor to mitigate corrupt practices, such as, but not limited to, bribery, fraud, extortion, collusion, conflict of interest and money laundering, and cause the same to be disseminated to employees across the organization through trainings to embed them in the company’s culture;</p> <p>19. Ensure the proper and efficient monitoring of compliance with the Code of Business Ethics and internal policies, as well as the Company’s faithful compliance with all applicable laws, regulations and best business practices;</p> <p>xxx</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>23. establish, supervise and ensure enforcement of a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to a unit created to handle whistleblowing concerns.”</p> <p>Board Oversight of Ethics. Since its inception in 2016, the Ethics Program, which is anchored on the CoBE, has been overseen by the JFC Board of Directors through its Audit, Ethics and Compliance Committee, whose functions include oversight over the Global Ethics Council in the latter’s performance of its functions, reviewing reports of the Global Ethics Council to monitor disposition of any ethical violations, and assessing the effectiveness of the implementation of the Group’s global Ethics program.</p> <p>The Global Ethics Council is chaired by a member of the JFC Board and of the Board’s Audit, Ethics and Compliance Committee, with the highest-ranking Human Resources, Audit, and Legal executives of the Company – the Chief Human Resources Officer, Global Internal Audit Head, and Global General Counsel & Ethics Head - as its members. It is the approving body for all ethics-related initiatives, programs and policies of the Company. Corresponding ethics councils have likewise been created at the regional level, under the Global Ethics Council’s oversight. The Ethics Program was designed, and its implementation is driven by, the Global General Counsel & Ethics Head, who is concurrently the Compliance Officer.</p> <p>Ethics Training. In furtherance of the implementation of the CoBE, 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. The Code of Business Ethics is</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>disseminated to the Board and all employees at all levels including senior management. Ethics and compliance are part of the core training curriculum for all employees, regardless of status; interactive e-learning sessions are part of the standard new employee onboarding program, and all employees are required to take annual refresher courses to ensure continued awareness and understanding of the policies anchored on the CoBE. In addition, one-on-one sessions are conducted for senior level hires, to ensure their knowledge and understanding of ethics and compliance policies.</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>We note that JFC is not legally allowed to provide training to employees of third parties that provide services to JFC. However, their employers are required to train their employees to likewise uphold ethics and compliance. In accordance with their own company policies.</p> <p>The Code of Business Ethics is publicly-available through the corporate website, particularly on the section Code of Business Ethics.</p> <p>https://bucketeer-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-interim/Investor%20Relations%20Page/Corporate%20Governance/Code%20of%20Business%20Ethics%20and%20Business%20Conduct/COBE%20Manual.pdf</p> <p>The Ethics and Compliance Training Program documents the training component of the integrated Ethics and Compliance Program for the JFC</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		Group, and may be accessed at https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/05/JFC-Group-E-C-Training-Write-Up-for-Posting.pdf	
Supplement to Recommendation 7.1			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.</p>	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 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>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>The CoBE’s principles of integrity and legal compliance is also reinforced by the 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> <p>The Company also has an Anti Bribery and Corruption Policy which formalizes and operationalizes the Company’s policy on compliance with laws on anti-bribery and corruption.</p> <p>The Company’s 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> <p>The Anti-Bribery and Corruption Policy, Policy on Conflict of Interest, Policy on Gifts, and Supplier Code of Conduct may all be found in the Company website, at https://jollibee.com/governing-documents/ under Business Ethics and Business Conduct.</p>	
Recommendation 7.2			
1. Board ensures the proper and efficient	Compliant	This serves as the explanation for this section pertaining to Recommendation 7.2.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>triangle. Each year, as part of its audit planning, Global Internal Audit conducts a top-down risk assessment to ascertain these current business risks as a result of changes in organizations, business practices, and laws and regulations. Aligning with the Company’s risk strategy and appetite, an annual audit plan is developed to ensure sufficient audits are executed over significant risks while moderate and low risks may be assessed on a rotational basis. Such plans shall be continuously optimized to reflect the changing business risks as well as the Company’s appetite. Ethics Policies and Procedure Review shall be conjunct with the overall Global Internal Audit plan and leverage the cumulative audit knowledge obtained through the other current and prior audit projects. Such review shall be conducted, at a minimum, once every three years.</p> <p>For the Ethics Policy and Procedures Review, please see https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/01/JFC-Ethical-Process-Review-Policy-VFA-Comments.rev-12202022Clean-v3.1 .pdf</p> <p>Confidential Whistleblower Hotline. 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 anonymous whistleblower hotline. In line with the Company’s goal to elevate and strengthen ethics and compliance in the organization, in September 2022, the Company upgraded its existing ethics hotline from an internally monitored email address and mobile number, to an externally managed ethics reporting system with global reach and world-class capabilities, Integrity Counts of Whistleblower Security (a Canadian ethics reporting service company). The Integrity Counts system can receive</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>reports 24/7, from any of the regions where the Company and its subsidiaries operate, in the whistleblower’s preferred language, and through the whistleblower’s preferred channel (web, email, or toll-free telephone number). As with the previous ethics hotline of the Company, whistleblowers can choose to file reports anonymously; since the Integrity Counts system is managed externally, whistleblowers enjoy an added layer of anonymity, should this be their preference.</p> <p>This upgrade provides the Company’s stakeholders with a convenient, accessible and secure way to report violations of the Jollibee Group’s Code of Business Ethics and related policies, in the manner that makes them feel most comfortable and safe.</p> <p>Whistleblowers may file reports through the web, by email, or through local toll-free numbers Consistent with the Whistleblowing Policy of the Company, whistleblowers who file reports in good faith are entitled to protection from retaliation in any form, including without limitation discrimination, harassment, unwarranted disciplinary action, or unfair dismissal. The company shall take appropriate action against anyone who initiates or threatens retaliation against those who have raised concerns under the Whistleblowing Policy, including without limitation disciplinary action and dismissal.</p> <p>Overview of whistleblower hotline:</p> <p align="center">https://jollibee.com/governing-documents/</p> <p>Copy of Whistleblowing Policy:</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/09/GLET-ETGL-P001-Whistleblowing-Policy_final-signed-1.pdf	

Disclosure and Transparency

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

Recommendation 8.1

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	<p>Compliant</p>	<p>The Company complies with statutory requirements on disclosures as provided under the Securities Regulation Code and its Implementing Rules 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 <p>https://jollibee.com/annual-reports/</p>	
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INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>2. Please also refer to Article IV Section 5 paragraph b of the MCG, pages 12 to 13, on <i>Policies, procedures and programs</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf</p>	
Supplement to Recommendation 8.1			
<p>1. Company distributes or makes available annual and 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</p>	Compliant	<p>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.</p> <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) and Audited Financial Statements</i>.</p> <p>Links/References:</p> <ol style="list-style-type: none"> Annual Reports https://jollibee.com/annual-reports/ under SEC FORM 17-A (ANNUAL REPORT) Quarterly Unaudited Financial Statements https://jollibee.com/annual-reports 	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
forty-five (45) days from the end of the reporting period.		<p>under SEC FORM 17Q QUARTERLY UNAUDITED FINANCIAL STATEMENT</p> <p>3. Audited Financial Statements</p> <p>https://jollibee.com/annual-reports under AUDITED CONSOLIDATED FINANCIAL STATEMENTS</p>	
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity	Compliant	<p>Please refer to the 2022 Annual Report on the following sections pertaining to discussions re: Top 20 shareholders, Security Ownership of Certain Beneficial Owners and Management, 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.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
position in the company.			
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> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/ILOrPsSx-Insider-Trading-Policy-2016.pdf</p>	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	<p>Please refer to Article IV Section 3 paragraph c, sub paragraph 5 of the MCG, page 9, on <i>Grounds for Temporary Disqualification of Directors</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf</p>	
Supplement to Recommendation 8.2			
1. Company discloses the trading of the	Compliant	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).	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>		<p>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://jollibee.com/annual-reports/ under SEC FORM 23-B and SEC FORM 23-A/B (STATEMENT OF BENEFICIAL OWNERSHIP)</p>	
Recommendation 8.3			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts</p>	Compliant	<p>Please refer to the 2022 Annual Report, starting page 108 on the disclosure on material information pertaining to individual board members.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
of interest that might affect their judgment.			
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	<p>Please refer to the 2022 Annual Report, starting page 115, on the disclosure on material information pertaining Corporate Officers.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf</p> <p>On April 19, 2022, the Company disclosed that the Board of Directors of the Company approved a resolution to streamline and establish consistency in the list of the Corporate Officers that are reported and disclosed by the Company in its filings with the Securities and Exchange Commission and The Philippine Stock Exchange, Inc., and for other disclosures made by the Company to the public.</p> <p>Accordingly, the Board identified the Company's Corporate Officers and approved the following list of Corporate Officers of the Company, and the persons occupying such positions, effective as of May 1, 2022:</p> <p>(1) Chairman of the Board – Mr. Tony Tan Caktiong; (2) President and Chief Executive Officer – Mr. Ernesto Tanmantiong; (3) Corporate Secretary – Mr. William Tan Untiong (4) Assistant Corporate Secretary and Compliance Officer – Atty. Valerie F. Amante (5) Treasurer – Mr. Don Alexander C. Lim (6) Chief Financial Officer – Richard Chong Woo Shin</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		https://edge.pse.com.ph/openDiscViewer.do?edge_no=be53db85cdcc48643470cea4b051ca8f	
Recommendation 8.4			
<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	Compliant	<p>Please refer to Article IV Section 8 paragraph e of the MCG, on <i>Compensation Committee</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .pdf</p> <p>Please refer to the 2022 Annual Report, starting page 117, on <i>Executive Compensation</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf</p>	
<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	Compliant	<p>Please refer to Article IV Section 8 paragraph e of the MCG, on <i>Compensation Committee</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .pdf</p>	
<p>3. Company discloses the</p>	Non-Compliant		<p>The Company is compliant with the required disclosures on executive</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
remuneration on an individual basis, including termination and retirement provisions.			<p>compensation as provided in Rule 12 of the Securities Regulation Code and its corresponding Annex C, 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 2022 Annual Report, starting page 130, on <i>Executive Compensation</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf</p>
Recommendation 8.5			
1. Company discloses policies governing Related Party Transactions (RPTs) and other	Compliant	Please refer to Article IV Section 5 paragraph b of the MCG , on <i>Policies, procedures and programs</i> and Article IV Section 8 paragraph g, on <i>Corporate Governance Committee</i> . The duties and responsibilities of an RPT Committee is performed by the Company's Corporate Governance Committee.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
unusual infrequently occurring transaction in their MCG.		https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf	
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-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-interim/Investor%20Relations%20Page/Corporate%20Governance/Company%E2%80%99s%20Policies/Company%E2%80%99s%20Policies%20-%20October%202022,%202019.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. All related party transactions that require Board approval are also forwarded to the Corporate Governance Committee for review prior to Board approval.</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>For the Policy on Conflict of Interest, please see link below:</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/01/Policy-on-Conflict-of-Interest-2016.pdf 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.	
Optional: Recommendation 8.5			
1. Company discloses that RPTs are conducted in 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	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. 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://jollibee.com/annual-reports/	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.			
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	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>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p>	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements,	Compliant	<p>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.</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 style="text-align: center;">https://jollibee.com/annual-reports/</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.			
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its MCG.	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 8.7.</p> <p>Please refer to the MCG which was submitted to the SEC and uploaded via PSE EDGE on March 16, 2023 and is available in the corporate website. The link for this may be found below:</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .pdf</p>	
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	Compliant	Please refer to the corporate website, under the section on MCG , which contains the Company's submissions of its <i>MCG</i> made on the following dates: August 2002, July 2014, May 2017, and March 2023. The link for this may be found below:	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
corporate governance practices.		https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	Compliant	The Company's 2022 Annual Report is publicly available in the corporate website. The link for this may be found below: https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf	
a. Corporate Objectives	Compliant	The discussion on corporate objectives is found in Part I on Business and General Information of the 2022 Annual Report .	
b. Financial performance indicators	Compliant	Financial and non-financial performance indicators are discussed in the Notes to the financial statements and Management Discussion and Analysis which are annexed to the 2022 Annual Report .	
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant	Please refer to 2022 Annual Report , page 69, on the discussion pertaining to the Dividends.	
e. Biographical details (at least age, academic	Compliant	Please refer to 2022 Annual Report , pages 108 onwards, on the description of the directors of the Company.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION			EXPLANATION
qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors					
f. Attendance details of each director in all directors' meetings held during the year	Compliant	The directors attended the following number of meetings in 2022			
		Directors	No. of Meetings Attended	Percent Present	
		Tony Tan Caktiong	11 out of 11 total board meetings	100%	
		Ernesto Tanmantiong	11 out of 11 total board meetings	100%	
		William Tan Untiong	11 out of 11 total board meetings	100%	
		Artemio Panganiban	11 out of 11 total board meetings	100%	
		Ang Cho Sit	11 out of 11 total board meetings	100%	
		Antonio Chua Poe Eng	11 out of 11 total board meetings	100%	
		Cesar V. Purisima	11 out of 11 total board meetings	100%	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION			EXPLANATION
		Kevin Goh	11 out of 11 total board meetings	100%	
		Ee Rong Chong	10 out of 11 total board meetings	90.9%	
g. Total remuneration of each member of the board of directors	Compliant	<p>The 2022 Annual Report includes the standard arrangement on the compensation of directors as such. Regular directors each receive a per diem of Php60,000.00 or USD1,200.00 for attendance in a board meeting, as well as for attendance in Committee meetings, as their compensation as such directors. The Company also pays some of its non-executive directors a quarterly fee of USD12,500.00 or Php625,000.00. Board meetings are scheduled monthly.</p>			<p>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 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 2022 Annual Report, on <i>Executive Compensation</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			Annual-Report-and-AFS_16-March-2023-final-1.pdf
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 2022 Annual Report , page 122, on discussion pertaining to the Company's Corporate Governance compliance.	
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	Compliant	Please refer to 2022 Annual Report , starting page 8, on discussion pertaining to risks the Company is exposed to and the business continuity management policy maintained by the Company.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
compliance controls) and risk management systems.			
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.			
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,	Compliant	Please refer to 2022 Annual Report , starting page 8, on discussion pertaining to risks the Company is exposed.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
environmental, social, economic).			
<p>Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor’s independence and enhance audit quality.</p>			
<p>Recommendation 9.1</p>			
<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal and fees of the external auditors.</p>	<p>Compliant</p>	<p>This serves as the explanation for this section pertaining to Recommendation 9.1.</p> <p>Please refer to Article IV Section 8 paragraph f of the MCG, on <i>Audit Committee</i>.</p> <p align="center"> https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .pdf </p>	
<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	<p>Compliant</p>	<p>Please refer to the Amended Notice of Annual Stockholders’ Meeting for 2022, which includes in its agenda the appointment of External Auditors.</p> <p align="center"> https://edge.pse.com.ph/openDiscViewer.do?edge_no=0996d980868c38683470cea4b051ca8f </p> <p>During the 2022 Annual Stockholders’ Meeting, based on the tabulation of votes from stockholders, voting in absentia or by proxy, stockholders owning more than majority of the total issued and outstanding shares approved the re-appointment of SyCip Gorres Velayo & Company as the Company’s independent external auditor for the fiscal year ending 2022.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.</p>	<p>Compliant</p>	<p>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>	
Supplement to Recommendation 9.1			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p>The Company complies with the statutory requirements provided under Revised SRC Rule 68.</p> <p>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).</p> <p>The MCG as amended this 2023 now also provides that the Company’s External Auditor shall be rotated or the handling partner shall be changed every seven (7) years, or in accordance with relevant regulations, whichever is earlier.</p>	
Recommendation 9.2			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>1. Audit Committee Charter includes the Audit Committee’s responsibility on:</p> <p>(i) assessing the integrity and independence of external auditors;</p> <p>(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 relevant Philippine professional and regulatory requirements.</p>	<p>Compliant</p>	<p>The composition, responsibilities, duties and functions of the Audit, Ethics and Compliance Committee is found in the By-Laws (Article IV, Section 9.b on <i>Audit Committee</i>) and MCG (Article IV.8.f, pages 17 to 19, on <i>Audit Committee</i>) and the Audit, Ethics and Compliance Committee Charter, which are available in the corporate website.</p> <p>Links/References:</p> <ol style="list-style-type: none"> 1. By-laws https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/rJ7nC2hL-JFC-Amended-By-laws-2018.pdf 2. MCG https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .pdf 3. Audit, Ethics and Compliance Committee Charter https://jollibee.com/board-committees/ 	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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, Ethics and Compliance Committee is found in the By-Laws (Article IV, Section 9.b on <i>Audit Committee</i>) and MCG (Article IV Section 8 paragraph f, pages 17 onwards, on <i>Audit Committee</i>) which are available in the corporate website.</p> <p>Links/References:</p> <ol style="list-style-type: none"> By-laws https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/rJ7nC2hL-JFC-Amended-By-laws-2018.pdf MCG https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .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-audit services performed by its external auditor in the Annual Report	Compliant	<p>Please refer to the 2022 Annual Report, page 89, for the discussion on <i>External Audit Fees</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
to deal with potential conflict of interest.			
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 2022 Annual Report, page 73, for the discussion on <i>External Audit Fees</i>. The Audit, Ethics and Compliance 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, Ethics and Compliance Committee which, in turn, was endorsed to the Board of Directors for approval.</p> <p style="text-align: center;">https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.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 2022 Annual Report, for the discussion on <i>External Audit Fees</i>.</p> <p style="text-align: center;">https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf</p>	
Additional Recommendation to Principle 9			
1. Company's external auditor is	Compliant	Please refer to the following information:	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
duly accredited by the SEC under Group A category.		1. Name of audit engagement partner – Ms. Mariecris N. Barbaso 2. Accreditation number – 97101-SEC (Group A), valid to cover audit of 2021 to 2025 financial statements 3. 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) from August 1 to 12, 2022, with the names of the members of the engagement team provided to the SEC during the SOAR inspection.	
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 economic, environmental,	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 10.1.</p> <p>Please refer to the 2022 Annual Report, for discussions re: Environmental Laws (page 7), Risks (starting page 8), Jollibee Group Foundation, Inc. the Company’s corporate social responsibility arm (starting page 17), Corporate Governance compliance.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
social and governance (EESG) issues of its business which underpin sustainability.		<p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf</p> <p>The link to the Company’s Sustainability Report for the year ended December 31, 2022 is found in page 122 of the 2022 Annual Report and in the corporate website.</p> <p>Links/References:</p> <p>1. Annual Report</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf</p> <p>2. Sustainability</p> <p>https://jollibee.com/sustainability-home/</p> <p>Please also refer to Article VII of the MCG, pages 29 to 30, on <i>Disclosure and Transparency</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf</p>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>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.</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 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) 	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> • Risk Transfer (sharing - outsource or insure) • Risk Avoidance (eliminate, withdraw from or not become involved) <p>4. Implement – Selected Control and Procedure to mitigate the risk</p> <p>5. Monitor and control the risks</p> <p>On December 9, 2019, the company designated a Chief Sustainability and Public Affairs Officer.</p>	
<p>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.</p>			
<p>Recommendation 11.1</p>			
<p>1. Company has media and analysts’ briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p>	<p>Compliant</p>	<p>The Company has its corporate website via the following link: https://jollibee.com/</p> <p>All public, material and relevant information are accessible and publicly available via the website which has the sections on Reports and Disclosures at https://jollibee.com/annual-reports/. 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>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>In lieu of analysts' briefings, the Company, through its Investor Relations Office, holds one-on-one meetings and conference calls with analysts.</p> <p>Investors/ Analysts briefings are held quarterly, via video conferencing. A Notice of Investors and Analysts briefing is uploaded to the PSE Edge portal at least three days before the briefing date to give investors and analysts sufficient time to review and understand the financial results of Jollibee Foods Corporation. JFC's CFO presents the results of operations and responds to investor and analysts queries in relation to the Company's performance for the quarter.</p> <p>In addition, the company, through its Investor Relations Office, responds to analysts queries by email or through one-on-one meetings and/or conference calls.</p>	
Supplement to Principle 11			
1. Company has a website disclosing up-to-date information on the following:		<p>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:</p> <p>https://jollibee.com/</p>	
a. Financial statements/ reports (latest quarterly)	Compliant	<p>Please refer to the section pertaining to Reports and Disclosures at the following link:</p> <p>https://jollibee.com/annual-reports/</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
b. Materials provided in briefings to analysts and media	Compliant	Please refer to the section pertaining to Events and Presentations at https://jollibee.com/ir-presentations/ and Reports and Disclosures at https://jollibee.com/annual-reports/ .	
c. Downloadable annual report	Compliant	Please refer to the section pertaining to Reports and Disclosures at the following link: https://jollibee.com/annual-reports/	
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://jollibee.com/annual-reports/	
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://jollibee.com/annual-reports/	
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://jollibee.com/governing-documents/	
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.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	<p>Please refer to Article VI of the MCG, starting page 25, on <i>Audit and Compliance</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf</p> <p>Please also refer to the Ethics and Compliance Program for Jollibee Foods Corporation and subsidiaries for collaboration with controls-related functions. This is available at https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/01/GLET-ETGL-P005-JFC-Group-Ethics-Compliance-Program_for-posting.pdf</p> <p>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.</p>	
2. Company has an adequate and	Compliant	The Company is committed to its customers, employees, shareholders and business partners. To ensure the effective availability of essential and critical	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>effective enterprise risk management framework in the conduct of its business.</p>		<p>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.</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 its risk management procedures.</p> <p>Please refer to Annex E for the <i>Enterprise Risk Management Framework</i> of the Company. See link below:</p> <p align="center">https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/08/Enterprise-Risk-Management-Framework_2022.07.25.-as-of-07262022.pdf</p> <p>Please refer to Article VI.3 of the MCG, pages 28 to 29, on <i>Risk Management</i>.</p> <p align="center">https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf</p> <p>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.</p>	
Supplement to Recommendation 12.1			
<p>1. Company has a formal comprehensive</p>	<p>Compliant</p>	<p>The Company’s various units monitor and ensure the Company’s compliance with laws and regulations relevant to their respective functions</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>		<p>Please refer to Article VI of the MCG, starting page 25, on <i>Audit and Compliance</i>.</p> <p align="center"> https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .pdf </p> <p>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 in all jurisdictions where it operates. The Company’s Global General Counsel and Ethics Head is its concurrent Compliance Officer.</p> <p>The Ethics and Compliance Training Program documents the training component of the integrated Ethics and Compliance Program for the JFC Group, and may be accessed at https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/05/JFC-Group-E-C-Training-Write-Up-for-Posting.pdf</p>	
Optional: Recommendation 12.1			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified,</p>	Compliant	<p>To-date especially in the last 2 years, JFC has organized and established governance processes and standards has continuously appraised these through Cyber Maturity Assessment and Internal Risk Assessments. JFC has also set Information Security standards and various regular training channels like computer-based media, , webinars, and infomercials to and for all JFC employees.</p> <p>Similarly, JFC has proactively invested in upgrades and security infrastructure and services to bolster its security environment and</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
managed and reported to the board.		<p>landscape in the last couple of years. Operational standards are also established not only internally but also with vendor partners who help develop and support our information technology platforms and operations across the board.</p> <p>Recent investment in Cyber Insurance are also in place, as part of JFC’s commitment on responsible corporate governance over our cyber, technology, and information security space.</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 Global Internal 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 MCG, page 26, on the functions of internal audit.</p> <p align="center">https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf</p>	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive	Compliant	This serves as the explanation for this section pertaining to Recommendation 12.3.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
(CAE) appointed by the Board.		Mr. Frank Sheng, Global Internal Audit Head, performs the duties and responsibilities of the Chief Audit Executive.	
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 Section 1 paragraph d of the MCG, page 25, on the responsibilities of the Internal Auditor.</p> <p align="center"> https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .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 internal audit activity.	Compliant		
Recommendation 12.4			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>1. Company has a separate risk management function to identify, assess and monitor key risk exposures.</p>	<p>Compliant</p>	<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 <p>The Company has a Global Insurance and Risk Management Department, responsible for the managing the Company’s insurance policies and assessing and monitoring key risk exposures. This department reports to the Chief Financial Officer.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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 the Chief Financial Officer. The Global Risk Management and Insurance Department of the Company reports to the Chief Financial Officer.</p>	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.			
Additional Recommendation to Principle 12			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>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.</p>	<p>Compliant</p>	<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, 2022.</p>	
Cultivating a Synergic Relationship with Shareholders			
<p>Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.</p>			
Recommendation 13.1			
<p>1. Board ensures that basic shareholder rights are disclosed in the MCG.</p>	<p>Compliant</p>	<p>This serves as the explanation for this section pertaining to Recommendation 13.1.</p> <p>Please refer to Article VIII of the MCG, pages 30 to 31, on <i>Stockholders’ Rights and Protection on Minority Stockholders’ Interests</i>. The MCG is available in the corporate website.</p> <p align="center"> https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf </p>	
<p>2. Board ensures that basic shareholder rights are disclosed on the company’s website.</p>			<p>Shareholders representing one third of the issued and outstanding total shares of stock are also allowed to call for special meetings, as provided in Article III Section 6 of the By-laws.</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	
		https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/rJ7nC2hL-JFC-Amended-By-laws-2018.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> <p>Please refer to the Company's Articles of Incorporation, By-Laws and the MCG (Article VIII, pages 29 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-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/kcXBIW6z-JFC-Amended-Articles-of-Incorporation-2021.pdf By-laws https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/rJ7nC2hL-JFC-Amended-By-laws-2018.pdf MCG 		
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant			
3. Board has an effective, secure and efficient voting system.	Compliant			
4. Board has an effective shareholding voting mechanisms such as supermajority	Compliant			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.		https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.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	<ol style="list-style-type: none"> 1. Articles of Incorporation <ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> 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	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>dividends. It uses best estimate of its net income as basis for declaring cash dividends.</p> <p>As and if cash dividends are declared by the Board of Directors on the Company's preferred shares, cash dividends shall be as follows:</p> <p style="padding-left: 40px;">Series A Preferred Shares dividends are at the fixed rate of 3.2821% per annum; and Series B Preferred Shares dividends are at the fixed rate of 4.2405% per annum</p> <p>Subject to the certain limitations, cash dividends on the Series A Preferred Shares and the Series B Preferred Shares will be payable quarterly in arrears on January 14, April 14, July 14, and October 14 of each year</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	Compliant	For the 2022 annual stockholders' meeting scheduled on June 24, 2022, 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 May 31, 2022.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
of Annual and Special Stockholders' Meeting with sufficient and relevant information at least 28 days before the meeting.		The 2022 Definitive Information Statement is available at https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/Definitive-Information-Statement-2022-May-31-2022.pdf	
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 2022 Definitive Information Statement which is available in the corporate website.</p> <p style="text-align: center;">https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/Definitive-Information-Statement-2022-May-31-2022.pdf</p>	
a. The profiles of directors (i.e. age, academic qualifications, date of first appointment, experience, and directorship in	Compliant	Please refer to the 2022 Definitive Information Statement , on <i>Directors and Executive Officers</i> .	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
other listed companies).			
b. Auditors seeking appointment/ re-appointment	Compliant	Please refer to the 2022 Definitive Information Statement , on <i>Independent Public Accountants</i> .	
c. Proxy documents	Compliant	Please refer to the 2022 Definitive Information Statement . The proxy form is found immediately after the signed Notice.	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting.	Compliant	Please refer to the 2022 Definitive Information Statement , on <i>Action with Respect to Reports</i> .	
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	<p>This serves as the explanation for this section pertaining to Supplement to Recommendation 13.3.</p> <p>Please refer to the Results of the 2022 Annual Stockholders' Meeting and Organizational Meeting of the Board of Directors at https://edge.pse.com.ph/openDiscViewer.do?edge_no=ee1a2fc754805dd43470cea4b051ca8f and https://edge.pse.com.ph/openDiscViewer.do?edge_no=ea1e74ac0b8e02023470cea4b051ca8f</p> <p>A recording of the 2022 Annual Meeting of the Stockholders of Jollibee Foods Corporation was made publicly available through the corporate website at https://bucketeer-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-</p>	
2. Minutes of the Annual and Special			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Shareholders' Meetings were available on the company website within five business days from end of the meeting.		interim/Investor%20Relations%20Page/Events%20and%20Presentation/IR%20Presentations/JFC21%20ASM.mp4	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	<p>In the Company's Annual Stockholders' meeting last June 24, 2022, the Company's external auditor, SyCip Gorres Velayo & Co. ("SGV") was present, and stockholders were given opportunities to ask questions. The Company then answered some questions provided by the stockholders. The recording may be found in the link below:</p> <p align="center">https://bucketeer-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-interim/Investor%20Relations%20Page/Events%20and%20Presentation/IR%20Presentations/JFC21%20ASM.mp4</p>	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 13.4.</p> <p>Please refer to the MCG, particularly Article IV Section 5 paragraph b, page 13, on <i>Internal control and risk management</i> and Article IX, page 31, on <i>Duties to Stakeholders</i>. The MCG is available in the corporate website.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>resolve intra-corporate disputes in an amicable and effective manner.</p>		<p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf</p>	
<p>2. The alternative dispute mechanism is included in the company's MCG.</p>			
<p>Recommendation 13.5</p>			
<p>1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.</p>	<p>Compliant</p>	<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://jollibeegroup.com/investors-contact/</p> <p>Please refer to Article VIII of the MCG, starting page 29, on <i>Stockholders' Rights and Protection of Minority Stockholders' Interests</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf</p>	
<p>2. IRO is present at every shareholders' meeting.</p>	<p>Compliant</p>	<p>The Investor Relations Head is present at every shareholders' meeting.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Supplemental Recommendation to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group.	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. https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/05/rJ7nC2hL-JFC-Amended-By-laws-2018.pdf	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	In the Company's Public Ownership Report, as of March 31, 2023, 45.64% is owned by the public. Please refer to the Company's Public Ownership Report, as of March 31, 2023: https://edge.pse.com.ph/openDiscViewer.do?edge_no=17ea1bde08ef8a4a9e4dc6f6c9b65995	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual	Compliant	Please refer to Article VIII of the MCG , starting page 29, on <i>Stockholders' Rights and Protection of Minority Stockholders' Interests</i> . https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL.pdf	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Stockholders' Meeting.		Investors and analysts contact the Company's Investor Relations Department c/o Cossette B. Palomar, Investor Relations Assistant Vice President, with Telephone: (632) 8634-1111 and Email: ir@jollibee.com.ph, and through sell-side analysts who get in touch with the department to schedule calls for their clients.	
2. Company practices secure electronic voting in absentia at the Annual Stockholders' Meeting.		The Company's Annual Stockholders' Meeting Website abides with the Company's data privacy rule. The website is hosted on a secured hosting platform and will undergo a series of Vulnerability Assessment and Penetration Testing to identify any potential security issues within the system prior to go live. The website will enforce One-time password (OTP) that will serve as an added layer of security upon registration.	
Duties to Stakeholders			
<p>Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.</p>			
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 MCG, page 31, on <i>Duties to Stakeholders</i>.</p> <p align="center"> https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf </p> <p>Please refer to the 2022 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>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.pdf</p> <p>Company has an Investor Relations head responsible for ensuring constant engagement with shareholders. Investors and analysts contact the Company’s Investor Relations Department c/o Cossette B. Palomar, Investor Relations Assistant Vice President, with Telephone: (632) 8634-1111 and Email: ir@jollibee.com.ph, 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. The Company’s Sustainability Agenda and its various ESG reports is set out in its website. https://jollibee.com/sustainability-home/</p>	
Recommendation 14.2			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and</p>	<p>Compliant</p>	<p>Please refer to the MCG, particularly Article IV Section 5, starting page 11, on <i>Policies, procedures and programs</i> and Article IX, page 31, on <i>Duties to Stakeholders</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
protection of stakeholders.		<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> <p>Please also refer to the corporate website particularly on the section pertaining to Company’s Policies: https://jollibeegroup.com/governing-documents/</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 Section 5 of the MCG, starting page 11, on <i>Policies, procedures and programs</i>.</p> <p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .pdf</p> <p>Please also refer to the corporate website particularly on the section pertaining to Company’s Policies on <i>Anti-Bribery and Corruption Policy, Policy on Gifts, Policy on Conflict of Interest, and Supplier Code of Conduct</i>, and Code of Business Ethics and Business Conduct on the <i>Code of Business Ethics</i>.</p> <p>1. Policies, under Business Ethics and Business Conduct</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p align="center">https://jollibee.com/governing-documents/</p> <p>2. Code of Business Ethics</p> <p align="center">https://bucketeer-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-interim/Investor%20Relations%20Page/Corporate%20Governance/Code%20of%20Business%20Ethics%20and%20Business%20Conduct/COBE%20Manual.pdf</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 and related policies. An employee has the option to report violations to his immediate superior, Human Resources, or to Company’s whistleblower hotline, without fear of retaliation. Reports to the latter may be made through the 24/7 multi-channel, multi-lingual international hotline, whether through the web, email, or by toll-free local number. Whistleblowers have the option to remain anonymous and their reports are kept strictly confidential. The Code of Business Ethics and the Whistleblowing Policy 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.</p>	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that	Compliant	Please refer to the MCG , particularly Article IV Section 5, page 13, on <i>Internal control and risk management</i> and Article IX, page 31, on <i>Duties to Stakeholders</i> .	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>conflicts and difference with key stakeholders is settled in a fair and expeditious manner.</p>		<p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL_.pdf</p> <p>Please also refer to the corporate website on the section pertaining to Company’s Policies and Code of Business Ethics and Business Conduct on the <i>Code of Business Ethics</i>.</p> <ol style="list-style-type: none"> 1. Policies, under Business Ethics and Business Conduct <p>https://jollibeegroup.com/governing-documents/</p> <ol style="list-style-type: none"> 2. Code of Business Ethics <p>https://bucketeer-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-interim/Investor%20Relations%20Page/Corporate%20Governance/Code%20of%20Business%20Ethics%20and%20Business%20Conduct/COBE%20Manual.pdf</p> <p>The various contracts and agreements of the Company have provisions on dispute resolution which may include good faith discussions between parties and arbitration.</p>	
Additional Recommendations to Principle 14			
<ol style="list-style-type: none"> 1. Company does not seek any exemption from the application of a law, rule or 	Compliant	<p>The Company complies with all applicable laws, rules and regulations and has not requested for exemption from application of said laws, rules and regulations.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.</p>			
<p>2. Company respects intellectual property rights.</p>	Compliant	<p>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 guidelines to implement the strategies in the business operations of the Company.</p>	
Optional: Principle 14			
<p>1. Company discloses its policies and practices that address</p>	Compliant	<p>This serves as the explanation for this section pertaining to Optional: Principle 14.</p> <p>Please refer to the 2022 Annual Report, page 7 on <i>Risks</i> which include discussion on the Company’s observance of stringent guidelines, processes</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
customers' welfare.		and procedures in its food, service and cleanliness standards in its stores and commissaries.	
2. Company discloses its policies and practices that address supplier/contractor selection procedures.	Compliant	<p>https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/Jollibee-Foods-Corporation_SEC-Form-17A-2022-Annual-Report-and-AFS_16-March-2023-final-1.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.</p> <ol style="list-style-type: none"> 1. Policies, under Business Ethics and Business Conduct https://jollibee.com/governing-documents/ 2. Code of Business Ethics https://bucketeer-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-interim/Investor%20Relations%20Page/Corporate%20Governance/Code%20of%20Business%20Ethics%20and%20Business%20Conduct/COBE%20Manual.pdf 3. Material Related Party Transactions Policy https://bucketeer-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-interim/Investor%20Relations%20Page/Corporate%20Governance/ 	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p align="center"> Company%E2%80%99s%20Policies/Company%E2%80%99s%20Policies%20-%20October%2022,%202019.pdf 4. Supplier Code of Conduct https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/11/GLET-ETGL-P-003-Supplier-Code-of-Conduct.12032021.Regions.pdf </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.

Recommendation 15.1

<p>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.</p>	<p>Compliant</p>	<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 Section 5 paragraph b of the MCG, starting page 11, on <i>Policies, procedures and programs</i>.</p> <p align="center"> https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2023/03/JFC-Manual-on-Corporate-Governance.amended-March-15-2023.FINAL .pdf </p>	
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INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<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 align="center"> https://bucketeer-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-interim/Investor%20Relations%20Page/Corporate%20Governance/Code%20of%20Business%20Ethics%20and%20Business%20Conduct/COBE%20Manual.pdf </p>	
Supplement to Recommendation 15.1			
<p>1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.</p>	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>	
<p>2. Company has policies and practices on health, safety and</p>	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>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
welfare of its employees.		<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 training on various topics. External training is also encouraged when related to an employee's functions.</p> <p>Both external and internal training are provided for all levels of the organization. Programs target both leadership and technical skills development. In 2022, 187,079 training hours were delivered to the employees. Additionally, we had two (2) graduates from the Future Leaders Program. The graduates from the program were then deployed to their assigned business units. Thirteen (13) new graduates were accepted in the 2023 Future Leaders Program under the functions - Marketing, Restaurant Systems, Research and Development, Supply Chain, Business Technology, and Logistics.</p> <p>In addition, JFC launched Accelerate in 2022. Accelerate is a global fast-track development program for selected leaders to expand their capability, strengthen JFC's talent pool, and prepare leaders for the Company's growth and global business expansion. Forty-one (41) leaders from different business units signed up for the Accelerate Level 3 Program for Area Managers.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		To support the Company's agile transformation, one hundred fifty-one (151) leaders participated in JFC Mission Teams (JMTs). These JMTs ran for six (6) weeks working on real-life JFC customer pain points and testing their prototypes. These prototypes were evaluated by customer feedback and linked to business measures for evaluation.	
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://bucketeer-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-interim/Investor%20Relations%20Page/Corporate%20Governance/Code%20of%20Business%20Ethics%20and%20Business%20Conduct/COBE%20Manual.pdf</p>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	<p>The Company's stand against corrupt practices is reflected in various policies including the Code of Business Ethics, Policy on Gifts, and Anti-Bribery and Corruption Policy. 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</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
	<p>cash as form of gift-giving, gifts that are or may 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> <ol style="list-style-type: none"> 1. Policies, under Business Ethics and Business Conduct (including Whistleblower Policy, Anti-Bribery and Corruption Policy, Policy on Gifts, and Policy on Conflict of Interest) https://jollibeegroup.com/governing-documents/ 2. Code of Business Ethics https://bucketeer-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-interim/Investor%20Relations%20Page/Corporate%20Governance/Code%20of%20Business%20Ethics%20and%20Business%20Conduct/COBE%20Manual.pdf 3. Material Related Party Transactions Policy https://bucketeer-7d3e45fd-6c25-41b2-b572-f1a987947f0e.s3.amazonaws.com/jfc-interim/Investor%20Relations%20Page/Corporate%20Governance/ 	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p align="center"> Company%E2%80%99s%20Policies/Company%E2%80%99s%20Policies%20-%20October%2022,%202019.pdf 4. Supplier Code of Conduct https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2021/12/GLET-E-GLBL-P003-Supplier-Code-of-Conduct.pdf </p>	
Supplement to Recommendation 15.2			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>	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</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>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 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>The CoBE’s principles of integrity and legal compliance is also reinforced by the 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> <p>The Company also has an Anti Bribery and Corruption Policy which formalizes and operationalizes the Company’s policy on compliance with laws on anti-bribery and corruption.</p> <p>The Company’s 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>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>The Anti-Bribery and Corruption Policy, Policy on Conflict of Interest, Policy on Gifts, and Supplier Code of Conduct may all be found in the Company website, at https://jollibee.com/governing-documents/ under Business Ethics and Business Conduct.</p>	
Recommendation 15.3			
<p>1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.</p>	Compliant	<p>The Global Ethics Council has adopted the Whistleblower Policy. Under these guidelines, a whistleblower is entitled to remain anonymous, and to be safe from retaliation (including harassment or disciplinary action).</p> <p align="center"> https://bucketeer-3eb16243-2c1c-43d2-be4e-1c2b3664d293.s3.amazonaws.com/2022/09/GLET-ETGL-P001-Whistleblowing-Policy_final-signed-1.pdf </p> <p>In line with the Jollibee Group’s goal to elevate and strengthen ethics and compliance in the organization, in September 2022, the Company upgraded its existing ethics hotline from an internally monitored email address and mobile number, to an externally managed ethics reporting system with global reach and world-class capabilities, Integrity Counts of Whistleblower Security (a Canadian ethics reporting service company). The Integrity Counts system can receive reports 24/7, from any of the regions where the Jollibee Group operates, in the whistleblower’s preferred language, and through the whistleblower’s preferred channel (web, email, or toll-free telephone number). As with the previous ethics hotline of the Jollibee Group, whistleblowers can choose to file reports anonymously; since the</p>	
<p>2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the</p>	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Board or a unit created to handle whistleblowing concerns.		Integrity Counts system is managed externally, whistleblowers enjoy an added layer of anonymity, should this be their preference.	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	<p>This upgrade provides the Jollibee Group’s stakeholders with a convenient, accessible and secure way to report violations of the Jollibee Group’s Code of Business Ethics and related policies, in the manner that makes them feel most comfortable and safe.</p> <p>Whistleblowers may file reports through the web, by email, or through local toll-free numbers Consistent with the Whistleblowing Policy of the Jollibee Group, whistleblowers who file reports in good faith are entitled to protection from retaliation in any form, including without limitation discrimination, harassment, unwarranted disciplinary action, or unfair dismissal. The company shall take appropriate action against anyone who initiates or threatens retaliation against those who have raised concerns under the Whistleblowing Policy, including without limitation disciplinary action and dismissal.</p>	
<p>Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.</p>			
<p>Recommendation 16.1</p>			
1. Company recognizes and places importance on the interdependence between business	Compliant	<p>Please refer to the corporate website particularly on the section pertaining to Sustainability which includes a link to the website of Jollibee Group Foundation, Inc., the corporate social responsibility arm of the Company.</p> <p align="center">https://jollibee.com/sustainability-home/</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>			
Optional: Principle 16			
<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development.</p>	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 Sustainability which includes a link to the website of Jollibee Group Foundation, Inc., the corporate social responsibility arm of the Company.</p> <p align="center">https://jollibee.com/sustainability-home/</p>	
<p>2. Company exerts effort to interact positively with the communities in which it operates.</p>			

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, on _____.

SIGNATURES



TONY TAN CAKTIONG
Chairman of the Board



ERNESTO TANMANTIANG
Chief Executive Officer and
President



WILLIAM TAN UNTIANG
Corporate Secretary

MAY 15 2023



CESAR V. PURISIMA
Independent Director



VALERIE F. AMANTE
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 _____.

SIGNATURES

TONY TAN CAKTIONG
Chairman of the Board

ERNESTO TANMANTIONG
Chief Executive Officer and
President



CESAR V. PURISIMA
Independent Director

KEVIN GOH
Independent Director



EE RONG CHONG
Independent Director

VALERIE F. AMANTE
Compliance Officer

WILLIAM TAN UNTIONG
Corporate Secretary

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
William Tan Untiong	Passport ID No. P4278187B issued at DFA NCR East on January 2, 2020	

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 MAY 15 2023.

Doc. No. 78 ;
Page No. 1 ;
Book No. 1 ;
Series of 2023


ATTY. SHERYL ANNE S. MOLERA
Notary Public for Pasig
Until December 31, 2024
Appointment/Commission No. 181 (2023-2024)
Roll No. 59711
PTR No. 0112799 - 04 January 2023 - Pasig City
IBP No. 274837 - 06 January 2023 - PPLM
MCLE Compliance No. VII - 0022927

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

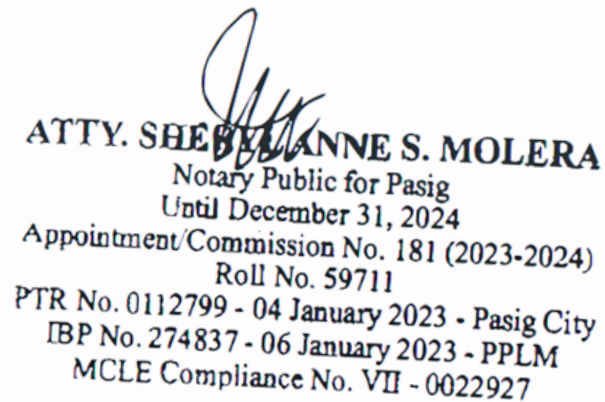
Before me, a Notary Public in and for the city named above, personally appeared:

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	
Cesar V. Purisima	Passport ID No. P4757199B issued at DFA Manila on February 10, 2020	
Valerie F. Amante	Passport ID No. P9700273A issued at DFA Manila on November 24, 2018	

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 May 24, 2023.

Doc. No. 91
Page No. 20
Book No. 1
Series of 2023.



ATTY. SHEELA ANNE S. MOLERA
Notary Public for Pasig
Until December 31, 2024
Appointment/Commission No. 181 (2023-2024)
Roll No. 59711
PTR No. 0112799 - 04 January 2023 - Pasig City
IBP No. 274837 - 06 January 2023 - PPLM
MCLE Compliance No. VII - 0022927



NC0N4508HE

NOTARIAL CERTIFICATE

TO ALL TO WHOM these presents shall come

I, Chen Wen Woan Angela, NOTARY PUBLIC duly admitted, authorised to practise in the Republic of Singapore, DO HEREBY CERTIFY

that the document titled "SEC FORM – I-ACGR INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT" hereunto annexed was on the 26th day of May 2023 signed by Goh Soon Keat Kevin in my presence and on the 29th day of May 2023 signed by Chong Ee Rong in my presence, and that the signatures above the names "KEVIN GOH" and "EE RONG CHONG" on "Page 130 of 130" thereto subscribed are of the own, true, proper, and respective handwriting of the said Goh Soon Keat Kevin and Chong Ee Rong.

IN FAITH AND TESTIMONY whereof I the said notary have subscribed my name and set and affixed my seal of office at Singapore, this 29th day of May 2023.

NOTARY PUBLIC
SINGAPORE



By virtue of Rule 8(3)(c) of the Notaries Public Rules, a Notarial Certificate must be authenticated by the Singapore Academy of Law in order to be valid.

With effect from 16 September 2021, a Notarial Certificate shall be deemed to be validly authenticated by the affixing of an Apostille to the back of the Notarial Certificate.

APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

This Apostille only certifies the authenticity of the signature, seal or stamp and the capacity of the person who has signed the attached Singapore public document, and, where appropriate, the identity of the seal or stamp. It does not certify the authenticity of the underlying document.

If this document is to be used in a country not party to the Hague Convention of the 5th of October 1961, it should be presented to the consular section of the mission representing that country.

To verify this Apostille, go to
<https://legalisation.sal.sg>
or scan QR code



Verification code: 44044521

1. Country:	Singapore
This public document	
2. Has been signed by:	Chen Wen Woan Angela
3. Acting in the capacity of:	Notary Public
4. Bears the seal/stamp of:	Notary Public
Certified	
5. At:	Singapore Academy of Law
6. The:	29th May 2023
7. By:	Melissa Goh, Director, Trust Services, SAL
8. No.:	AC0N450EAG
9. Seal/Stamp:	10. Signature: 



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	2022	June 25, 2021 (Annual Stockholders' Meeting)	44
Ernesto Tanmantiong		Chief Executive Officer and President	ED	1987			35
William Tan Untiong		Corporate Secretary	ED	1993			29
Antonio Chua Poe Eng		none	NED	1978			44
Ang Cho Sit		NED	1978	44			
Ret. Chief Justice Artemio V. Panganiban		NED	2012	10			
Cesar V. Purisima		ID	2020	2022(3)			3
Kevin Goh		ID	2021	2022(2)			2
Ee Rong Chong		F	ID	2021			2022(2)

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
Cesar V. Purisima	Ayala Corporation	Independent
	Ayala Land, Inc.	Independent
	Universal Robina Corporation	Independent
	AIA Group Limited	Independent
	Bank of the Philippine Islands	Independent
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
	RL Commercial REIT, Inc.	Independent
	GMA Network, Inc.	Independent
	GMA Holdings, Inc.	Independent
	Asian Terminals, Inc.	Independent
JGSummit Holdings, Inc.	Independent	
Kevin Goh	Ascott Residence Trust Management Ltd. (SGX Listed)	Non-Executive

ANNEX C

MR. WILLIAM TAN UNTIONG

CORPORATE SECRETARY

LIST OF SEMINARS ATTENDED (AS OF MAY 2023)

DATE	SEMINAR TITLE	ORGANIZER
November 9, 2022	Boris Groysberg Workshop	Prof. Boris Groysberg
October 5, 2022	Corporate Governance Seminar	Risk Opportunities Assessment and Management, Inc.
September 7, 2022	Boris Groysberg Workshop	Prof. Boris Groysberg
June 2, 2022	Boris Groysberg Workshop	Prof. Boris Groysberg
March 21, 2022	Leadership Alignment Session: JFC Agile Transformation	Deloitte
March 2, 2022	Boris Groysberg Workshop	Prof. Boris Groysberg
November 15, 2021	Advancing Human Security and Community Resilience	Philanthropy Asia Summit
October 5, 2021	Advanced Corporate Governance Training	Institute of Corporate Directors
August 5, 2021	Boris Groysberg Workshop	Prof. Boris Groysberg
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

Jollibee Foods Corporation
Annexes – 2022 Integrated Annual Corporate Governance Report

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.

Jollibee Foods Corporation
Annexes – 2022 Integrated Annual Corporate Governance Report

DATE OF MEETING	MATTER
FOR THE YEAR 2016	
January 15, 2016	- Presentation of Jollibee Philippines business unit
February 9, 2016	- 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	- Business Presentation from Cargill
May 12, 2016	- Presentation of Chowking business unit
August 31, 2016	- Update presentation from Corporate Human Resources
November 18, 2016	- 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.

Jollibee Foods Corporation
Annexes – 2022 Integrated Annual Corporate Governance Report

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	- Presentation of China Business Unit
May 9, 2018	- 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)	- 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)	- 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	<ul style="list-style-type: none"> - 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	<ul style="list-style-type: none"> - 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

Jollibee Foods Corporation
Annexes – 2022 Integrated Annual Corporate Governance Report

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 – 2022 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

FOR THE YEAR 2021	
January 25, 2021 (Special Meeting)	- Purchase of units in 41st to 42nd floor of Jollibee Tower
February 11, 2021	- Potential Business Venture and Covid-19 vaccines
February 15, 2021	- Presentation and Approval of 4th Quarter 2020 Financial Results - Yoshinoya Joint Venture
March 11, 2021	- Aging of Loans and OIES and OISS Renewal
April 8, 2021	- Presentation and Approval of the 2020 Audited Financial Statements and Annual Report - Designation of Authorized Signatories to the Statement of Management Responsibility - Declaration of Cash Dividends; Record Date for Purposes of Annual Stockholders' Meeting (ASM); Conducting the 2021 ASM via Remote Communication
July 7, 2021	- Land Conveyance Project
August 10, 2021	- Second Quarter Financial Results - Titan Dining LP Matters - Registration of Shares for Stock Option Plan - Highlands Coffee Funding Requirement - Signatories for Purchasing - Commissary Investment in Danao, Cebu
August 16, 2021 (Special Meeting)	- Approval of Closing Requirements for Transaction with CentralHub Industrial Centers, Inc.

Jollibee Foods Corporation
Annexes – 2022 Integrated Annual Corporate Governance Report

August 25, 2021 (Special Meeting)	- Updating of Designated Signatories for Bank Accounts
September 1, 2021 (Special Meeting)	- Approval of Global Purchasing Approval Limits
September 30, 2021 (Special Meeting)	- Approval of Authorized signatories for Guarantee of ZFC Loan
October 1, 2021 (Special Meeting)	- Approval of Authorized approvers for final terms and conditions of tender offer
October 5, 2021	- Approval of JFC Guaranty of Honeybee Foods Corporation's (HFC) Lease for JB Grand Central
November 8, 2021	- Third Quarter Financial Report - Cash Dividend Declaration
December 7, 2021	- Cash Dividend Declaration - Appropriation of Retained Earnings
December 27, 2021 (Special Meeting)	- Donation to Jollibee Group Foundation

FOR THE YEAR 2022	
<p>June 24, 2022 <i>(Organizational Meeting of the Board of Directors)</i></p>	<ul style="list-style-type: none"> - Certification of Election of Directors - Election of Officers - Board Committees - Designation of Lead Independent Director
<p>June 30, 2022 <i>(Approvals by the Executive Committee)</i></p>	<ul style="list-style-type: none"> - Approval of Authorized Representatives and Signatories for Refund of Local Business Tax
<p>July 8, 2022 <i>(Approvals by the Executive Committee)</i></p>	<ul style="list-style-type: none"> - Approval of Authorized representatives for Engineering Services
<p>July 20, 2022 <i>(Regular Meeting of the Board of Directors)</i></p>	<ul style="list-style-type: none"> - Updates to Jollibee Group Approval Limits - People’s Republic of China Business Updates
<p>July 27, 2022 <i>(Special Meeting of the Board of Directors)</i></p>	<ul style="list-style-type: none"> - Approval of Equity Infusion to C-Joy Poultry Meats Production, Inc. (“C-Joy”)
<p>August 9, 2022 <i>(Approvals by the Executive Committee)</i></p>	<ul style="list-style-type: none"> - Approval of Equity infusion to Yoshinoya Jollibee Foods, Inc. - Approval of Conversion into equity of loan by JSF Investments Pte. Ltd. (“JSF”) in SF Vung Tau Joint Stock Company (“SFVT”) - Supply Updates - Debt Servicing Updates
<p>August 10, 2022 <i>(Regular Meeting of the Board of Directors)</i></p>	<ul style="list-style-type: none"> - Approval of Second Quarter Financial Results

Jollibee Foods Corporation
Annexes – 2022 Integrated Annual Corporate Governance Report

<p>September 8, 2022 <i>(Regular Meeting of the Board of Directors)</i></p>	<ul style="list-style-type: none"> - Business Presentation on the Superfoods Group
<p>September 27, 2022 <i>(Special Meeting of the Board of Directors)</i></p>	<ul style="list-style-type: none"> - Approval Capital Call Increase by Jollibee Worldwide Pte. Ltd. (“JWPL”) in Titan Dining LP (“Titan”)
<p>October 18, 2022 <i>(Special Meeting of the Board of Directors)</i></p>	<ul style="list-style-type: none"> - Authorized Representatives for the Processing of Tax-Related Transactions
<p>November 4, 2022 <i>(Approvals by the Executive Committee)</i></p>	<ul style="list-style-type: none"> - Approval of Equity Infusion to JBPX Foods, Inc.
<p>November 8, 2022 <i>(Regular Meeting of the Board of Directors)</i></p>	<ul style="list-style-type: none"> - Approval of Third Quarter 2022 Financial Results - Approval of Cash Dividend Declaration - Business updates and other matters
<p>December 7, 2022 <i>(Special Meeting of the Board of Directors)</i></p>	<ul style="list-style-type: none"> - Approval of Guarantee for Zenith Foods Corporation’s Working Capital Line
<p>December 14, 2022 <i>(Regular Meeting of the Board of Directors)</i></p>	<ul style="list-style-type: none"> - Presentation of 2023 Target - The Coffee Bean & Tea Leaf Business Updates - Updates of other matters

ANNEX E

ENTERPRISE RISK MANAGEMENT FRAMEWORK

The Company is committed to serve 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, business recovery and company's sustainability.

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 adheres to the following Risk Management Methodology:

1. Risk Identification: Identify all possible risks and 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
 - d. Identify vital and/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 (reduce, optimize or mitigate)
 - b. Risk Acceptance (accept and budget)
 - c. Risk Transfer (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, inflation and Equity Price Risk.

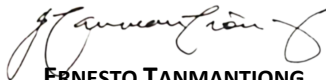
On operational risk, the Company identified the following risks:

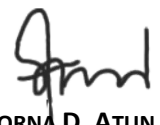
Risk Exposure	Risk Management Policy	Objective
Physical assets of the Company (building, equipment, stocks inventory)	<ol style="list-style-type: none"> 1. Property Risk transfer via insurance 2. Conduct regular maintenance of systems and equipment 3. Regular audit of assets 4. Property Loss Control 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 	<p>To ensure that third parties (customers, stakeholders) will always feel safe when inside the store premises and great tasting food is served on time.</p>
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. 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. High availability and disaster recovery architecture 3. Up-to-date Business Continuity Plan 4. Promote awareness to all employees on information security, data privacy and data protection 5. Bi-annual testing of production systems high availability and disaster recovery plans 	<p>To ensure business continuity in the event of IT system and infrastructure failure.</p>

ANNEX F

ATTESTATION
(FOR THE YEAR ENDED DECEMBER 31, 2022)

The undersigned officers of Jollibee Foods Corporation (the “Company”) hereby confirm and attest that, for the year ended December 31, 2022, 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