



ANGELES ELECTRIC CORPORATION

BOARD PERFORMANCE ASSESSMENT POLICY

Section 1. Policy Statement

Angeles Electric Corporation (the Company) is committed to continuously improving its governance practices and for this purpose, hereby adopts this Board Performance Assessment Policy ("BPAP" or the "Policy"). This Policy shall be read in conjunction with the Company's Manual of Corporate Governance, the SEC Code of Corporate Governance and other related policies.

Section 2. Purpose

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 background and competencies. The Board Performance Assessment Policy aims to set out the policy and procedures for the conduct of an annual performance assessment of the Board of Directors ("Board") including its Key Officers. The self-assessment results are key factors in enhancing the Director's performance and effectiveness in the discharge of their duties.

Section 3. Scope

This Policy applies to all Board of Directors and Key Officers of the Company.

Section 4. Policy Application

1. The Board shall conduct annually a self-assessment of its performance individually, collectively and as members of the different Board Committees. Board assessment helps the Directors to thoroughly review their performance and understand their roles and responsibilities. It provides a means to assess a Director's attendance at Board and Committee meetings, participation in boardroom discussions and manner of voting on material issues.
2. The Board should have in place a system that provides, at the minimum, criteria and processes to determine the performance of the Board, the individual Directors and Committees and also evaluate the performance of the President and CEO, Internal Audit Head, Chief Risk Officer, Compliance Officer and Corporate Secretary. The assessment criteria and processes should be based on the mandates, functions, roles and responsibilities provided in the Board and Committee Charters. In establishing the criteria, attention is given to the values, principles and skills required by the Company.

3. Every three years, as far as practicable, the assessment may be supported by an external facilitator. The external facilitator can be an independent third party, such as but not limited to, a consulting firm, academic institution, or professional organization appointed by the Board.
4. The Company shall adopt the following assessment criteria and processes:
 - a) Compliance with best governance practices and principles.
 - b) Participation and contribution to the Board and Committee meetings.
 - c) Performance of their duties and responsibilities as provided in the Company's Manual on Corporate Governance, Charters, Amended Articles and Amended By-Laws.
 - d) Each Director shall use the Board Performance Assessment Form, attached herewith as "Annex A".
 - e) A portion of the form is dedicated to the remarks, comments and suggestions wherein Directors are allowed to give their opinions and suggestions or identify special issues of interest about the performance or different aspects of the Company's operation. For further clarification on this policy and form, the Board may address their queries to the Compliance Officer.
 - f) Facilitated by the Compliance Officer, the annual performance assessment form shall be accomplished and signed by each Director. The Compliance Officer shall collate the accomplished forms thereafter.
 - g) The Compliance Officer may amend the performance assessment form as deemed necessary, provided that the same shall be compliant with sound corporate governance standards, practices and applicable laws.
5. The system shall allow for a feedback mechanism from shareholders.

Section 5. Compliance

1. The Compliance Officer shall ensure compliance with the implementation of this Policy. He/she is also responsible for keeping the Board informed of any deviations from this Policy.
2. The Board must strictly comply with this Policy. Any non-compliance shall be investigated, and disciplinary actions shall be taken. Any violation thereof shall be subject to the penalty under Part VIII of the Manual on Corporate Governance.
3. This Policy shall be disclosed in the Company's Annual Corporate Governance Report and the Company's website for public information.

Section 6. Amendment of the Policy

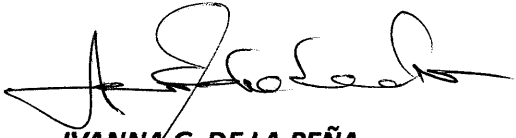
The Corporate Governance Committee, in coordination with the Compliance Officer and other authorized persons, shall review and update this Policy.

Section 7. Effectivity

This Policy shall take effect immediately upon approval by the Board of Directors.

ENDORSED BY:

On behalf of the Corporate Governance Committee

A handwritten signature in black ink, appearing to read 'Ivanna G. de la Peña', written in a cursive style.

IVANNA G. DE LA PEÑA

Independent Director/
Governance Committee Chairperson

APPROVED BY:

On behalf of the AEC Board

A handwritten signature in black ink, appearing to read 'Geromin T. Nepomuceno', written in a cursive style.

GEROMIN T. NEPOMUCENO

Director/ Chairman of the Board

ANGELES ELECTRIC CORPORATION
BOARD PERFORMANCE ASSESSMENT FORM (ANNEX "A")

Name of Respondent:
 Period Covered:

Designation:

		<u>YES</u>	<u>NO</u>	<u>COMMENTS/SUGGESTIONS</u>
I. BOARD ASSESSMENT				
1.	The Board is composed of Directors with collective working knowledge, experience and expertise that is relevant to the Company's industry.			
2.	The Board has an appropriate mix of individuals with diverse qualifications, backgrounds and skills to contribute independent perspectives, as well as facilitate discussion and objective decision-making.			
3.	The number of Directors is appropriate for the size and business of the Company.			
4.	The number of Independent Directors is sufficient.			
5.	The Board is composed of a majority of Non-executive Directors who possess the necessary qualifications to effectively participate and help secure objective, independent judgment on corporate affairs and to substantiate proper checks and balances.			
6.	The Board promotes continuous training and development programs for Directors and Key Officers to deepen their understanding of the industry where and the issues and challenges facing them.			
7.	The Board evaluates proposed plans/strategies including key assumptions, major risks and required resources and addresses critical issues.			
8.	The Board oversees the appointment process of Key Officers and ensures that competent, professional, honest, and highly motivated individuals are appointed.			
9.	Where applicable, the key financial decisions related to investments/capital expenditures made by various units, undergo appropriate processes and Board approvals.			
10.	The Board reviews and ensures the proper and effective implementation and compliance monitoring of the Company's Manual on Corporate Governance and related policies.			

		<u>YES</u>	<u>NO</u>	<u>COMMENTS/SUGGESTIONS</u>
11	The Board ensures that processes are in place and are strictly followed to provide comprehensive, accurate, reliable and timely reports to shareholders and stakeholders. The Board ensures that these reports provide a fair and complete picture of the Company's financial condition and business operations.			
12	The Board ensures that the related party transactions (RPT) of the company are conducted in a manner that complies with the RPT Policy that ensures fairness and transparency.			
13	The Board ensures that potential conflicts of interest are identified, monitored and adequately managed.			
14	The frequency, length, and agenda discussed during Board and Board Committee meetings are sufficient to address matters that require Board attention.			
15	The Board and Board Committees ensure proper and orderly Conduct of Annual Shareholders Meetings and any other special shareholder meetings that may be required.			
16	The materials were furnished to the Board and Board Committees before the scheduled Board meeting, giving the members of the Board sufficient time to read the materials.			
17	The meeting venues provided by the company (both physical and online platforms), as well as digital platforms for dissemination of board materials, facilitate productive discussions during Board and Board Committee meetings.			
18	The Board reviews and approves the Company's Vision, Mission and Value statements to ensure continued relevance and applicability thereof.			
19	The Board ensures that the company has a sound and effective internal control system in place, and understands Management's role in implementing the system.			
20	The Board is ably and effectively supported by the Corporate Secretary, Compliance Officer and Chief Risk Officer.			
II. BOARD COMMITTEE ASSESSMENT				
1	The Board Committees have the right size and composition for their specific board functions.			
2	The types of committees are appropriate considering the size and needs of the Company.			
3	The members of the Board are properly assigned to the committees based on their expertise and strengths.			
4	The Committees regularly provide a report to the full Board and update the Board on recent developments and other matters that may require the Board's action.			

		<u>YES</u>	<u>NO</u>	<u>COMMENTS/SUGGESTIONS</u>
5	The frequency of meeting of each Committee is sufficient, allowing its members to perform their responsibilities according to the function of the committee.			
III. INDIVIDUAL DIRECTOR'S SELF-ASSESSMENT				
1	I conduct myself in a manner characterized by transparency, accountability, integrity, and fairness, being fully aware that a Director's position is one of trust and confidence.			
2	In the performance of my duties and responsibilities as a Director, I consider the long-term success of the Company, its sustained competitiveness and profitability, its best interest and that of its shareholders and stakeholders.			
3	I regularly attend and actively participate in all meetings of the Board, Committees, and shareholders, except when prevented by justifiable cause.			
4	I willingly offer alternative viewpoints during discussions to reflect my own professional expertise and opinions.			
5	I seek to find ways to continuously improve the efficiency and effectiveness of the Board or any Committee that I am a member of, taking any relevant suggestions to the Board Chairman or Committee Chairman, as the case maybe, for his consideration.			
6	I bring to the Board an objective and independent position, not afraid to take an unpopular position consistent with what I believe is in the best interests of the Company.			
IV. ASSESSMENT OF KEY OFFICERS				
A. CHAIRMAN OF THE BOARD - ENGR. GEROMIN T. NEPOMUCENO, JR.				
1	The Chairman effectively oversees the conduct of the Board meeting in line with the approved protocol.			
2	The Chairman manages the agenda of the Board meetings by taking into consideration the relevant and appropriate issues concerning the Company.			
3	The Chairman effectively chairs the Board meetings, ensuring proper consideration of matters for discussion and recommendation to the full Board.			
4	The Chairman ensures that each member of the Board has full opportunity to express relevant views and contribute effectively to discussion.			
B. PRESIDENT AND CHIEF EXECUTIVE OFFICER - MS. MARIA RITA JOSEFINA V. CHUA				
1	The CEO effectively builds a culture where teams are held accountable to deliver on what they promised, practice fair processes, and are accountable for their actions and consequences.			

		<u>YES</u>	<u>NO</u>	<u>COMMENTS/SUGGESTIONS</u>
2	The CEO actively identifies opportunities and takes action in building strategic relationships between one's area, teams, departments, units or organizations to help achieve business goals.			
3	The CEO creates new and imaginative solutions to work-related issues.			
4	The CEO actively promotes the Company's Governance, Environmental, Social, and Sustainability programs.			
5	The CEO builds the corporate culture and motivates the employees of the Company.			
6	The CEO supervises, directs, controls, and manages the business operations, affairs, and properties of the Company in a sound and prudent manner.			
7	The CEO works with the Board to create an optimal governance environment.			
8	The CEO has a solid, up-to-date understanding of the Company's financial statements and other measures relevant to its business and financial situation.			
C. INTERNAL AUDIT HEAD -				
1	Annually reviews the Company's Audit Charter and, if necessary, presents improvements to the Audit Committee for discussion and approval.			
2	Conducts regular audits of the Company's related party transactions to ensure that there are no conflict of interests, and that transactions are within the approval levels of financial transactions and duly approved by the Board.			
3	Determines and conducts audits that are in the regular course of business and those that are unusual or subject to a conflict of interest.			
4	Submits reports on the following: a. Progress of the internal audit plan. b. Summary of internal audit activities and significant reports.			
5	Ensures improvement of the various internal control procedures to increase efficiency and mitigate potential risks, and thereafter recommends to the Board Audit Committee for approval.			
D. CHIEF RISK OFFICER -				
1	Annually reviews the Company's Board Risk & Oversight Committee Charter and presents it to the Board for approval.			
2	Spearheads the development and implementation of the Company's Enterprise Risk Management (ERM).			

		YES	NO	COMMENTS/SUGGESTIONS
3	Identifies the Company's top risks and implements risk management strategies and action plans to the Board Risk & Oversight Committee.			
4	Reviews effectiveness of the risk measures and ensures improvement of the risk measures and strategies.			
E. COMPLIANCE OFFICER - MS. CRISTINA L. ARBOLEDA				
1	Advises the Board of Directors, Chief Executive Officer, management, and employees regarding compliance matters, making certain that they have a strong awareness and understanding of the Company's Code of Ethics and Business Conduct, its applicable policies, and all applicable laws, regulations and rules that govern the Company's business.			
2	Monitors, reviews, and evaluates the compliance and accuracy of the Company's documentary submissions in compliance with the relevant laws, Manual on Corporate Governance, rules and regulations of the Securities and Exchange Commission (SEC) and other regulatory agencies.			
3	Ensures the compliance and attendance of Directors and key officers to relevant trainings yearly.			
4	Identifies possible areas of compliance issues and work towards resolution and improvements to these areas.			
E. CORPORATE & ASSISTANT CORP. SECRETARIES - ATTY. BENEDICT R. TUGONON & ATTY. BEATRICE BAYUDAN				
1	Assists the Board and Board Committees in the conduct of their meetings, including preparing an annual schedule of Board and Board Committee meetings and the annual board calendar, and assisting the Chairs of the Board and its Committees to set agendas for these meetings.			
2	Ensures proper onboarding of new Directors (i.e., orientation on the Company's business charters, Articles of Incorporation, By-Laws, and Manual on Corporate Governance).			
3	Informs members of the Board of the agenda of their meeting at least five working days in advance, and ensures that the members have accurate information that will enable them to arrive at intelligent decisions on matters that require their approval.			