



May 31, 2017

PHILIPPINE STOCK EXCHANGE
3rd Floor Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: **Mr. Jose Valeriano B. Zuño III**
OIC – Head, Disclosure Department

Subject: Starmalls Inc.: **Revised Manual on Corporate Governance**

Gentlemen:

In compliance with SEC Memorandum Circular No. 19, Series of 2016, please see attached revised Manual on Corporate Governance of Starmalls, Inc.

Thank you.

Truly Yours,



Brian N. Edang
Officer-In-Charge

STARMALLS, INC.

REVISED MANUAL ON CORPORATE GOVERNANCE



The Board of Directors, Management, officers and staff of Starmalls, Inc. (the "Corporation") hereby commit themselves to the principles and best practices contained in this Manual, and acknowledge that the same shall guide the attainment of their corporate goals.

1. OBJECTIVE

This Manual shall institutionalize the principles of good corporate governance in the entire organization.

The Board of Directors and Management, employees and shareholders, believe that corporate governance is a necessary component of what constitutes sound strategic business management and will therefore undertake every effort necessary to create awareness within the organization as soon as possible.

2. BOARD GOVERNANCE

The Board of Directors (the "Board") shall be primarily responsible for the governance of the Corporation. Corollary to setting the policies for the accomplishment of the corporate objectives, it shall provide an independent check on Management. The Board shall also be responsible for fostering the long-term success of the Corporation and sustaining its competitiveness and profitability in a manner consistent with corporate objectives and the long-term best interests of its shareholders and other stakeholders. The term "Management" as used herein shall refer to the body given the authority by the Board to implement the policies it has laid down in the conduct of the business of the Corporation.

A. Composition of the Board

The Board shall be composed of at least five (5), but not more than fifteen (15), who shall be elected by the Corporation's stockholders annually, and shall hold office for one (1) year and until their successors are elected and qualified in accordance with the Corporation's By-Laws.

The Corporation shall have least two (2) independent directors or such number of independent directors that constitutes twenty percent (20%) of the members of the Board, whichever is lesser, but in no case less than two (2). Subject to approval by the majority of the Board of Directors, the number of independent directors may be increased to three (3) independent directors, or such number as to constitute at least one-third (1/3) of the members of the Board, whichever is higher.

A majority of the members of the Board must consist of non-executive directors who possess the necessary qualifications and stature that would enable them to effectively participate in the deliberations of the Board, help secure objective, independent judgment on corporate affairs, and substantiate proper checks and balances.

B. Training

The Corporation shall adopt a policy on the training of directors, including an orientation program for first-time directors, and relevant annual continuing training for all directors.

The orientation program for first-time directors shall be for at least eight (8) hours, while the annual continuing training shall be for at least four (4) hours.

The orientation program shall cover SEC-mandated topics on corporate governance and an introduction to the Corporation's business, Articles of Incorporation, and Code of Conduct.

The annual continuing training program shall involve courses on corporate governance matters relevant to the Corporation, including audit, internal controls, risk management, sustainability, and strategy.

C. Board Diversity

- (i) A diverse Board better understands its customer base and the environment that the business operates in. This promotes different perspectives and ideas and mitigates group-think to achieve optimal decision-making. Board diversity may refer to distinctions in age, ethnicity, culture, skills, competence, knowledge, gender, among other things.
- (ii) The Corporation is committed to the following principles:
 - (a) To recognize and embrace the benefits of having a diverse Board and increase diversity at Board level as an essential element in the attainment of its strategic objectives and maintaining a prudent corporate governance
 - (b) All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge, and candidates will be considered against objective criteria, which the Board as a whole requires to be effective.

D. Multiple Board Seats

The members of the Board of Directors shall exercise discretion in accepting directorships and other positions outside of the Corporation. The capacity of the directors to diligently and efficiently perform their duties and responsibilities to the boards they serve should not be compromised. For this purpose, a director should notify the Board where he is an incumbent director before accepting a directorship in another company.

Other than directorships in the Corporation's subsidiaries and affiliates, the executive directors of the Board shall limit their directorships in other publicly listed companies to no more than five (5).

The non-executive and independent directors of the Board should concurrently serve as directors to a maximum of five (5) publicly listed companies simultaneously to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the Corporation.

E. The Chair and Chief Executive Officer

The positions of Chair and Chief Executive Officer ("**CEO**") should be held by separate individuals and each should have clearly defined responsibilities in order to avoid conflict or a split board and to foster an appropriate balance of power, increased accountability and better capacity for independent decision-making. If the positions of Chair and CEO are unified, the proper checks and balances should be laid down to ensure that the Board gets the benefit of independent views and perspectives.

The duties and responsibilities of the Chair in relation to the Board may include, among others, the following:

- (i) Ensure that the meetings of the Board are held in accordance with the by-laws or as the Chair may deem necessary;

- (ii) Supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary, taking into consideration the suggestions of the CEO, Management and the directors;
- (iii) Maintain qualitative and timely lines of communication and information between the Board and Management;
- (iv) Make certain that the meeting agenda focuses on strategic matters, including the overall risk appetite of the Corporation, considering the developments in the business and regulatory environments, key governance concerns, and contentious issues that will significantly affect operations;
- (v) Guarantee that the Board receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound decisions;
- (vi) Facilitate discussions on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual directors;
- (vii) Ensure that the Board sufficiently challenges and inquires on reports submitted and representations made by Management;
- (viii) Assure the availability of proper orientation for first-time directors and continuing training opportunities for all directors; and
- (ix) Make sure that performance of the Board is evaluated at least once a year and discussed/followed up on.

The CEO has the following roles and responsibilities, among others:

- (i) Determines the Corporation's strategic direction and formulates and implements its strategic plan on the direction of the business
- (ii) Communicates and implements the Corporation's vision, mission, values, and overall strategy and promote any organization or stakeholder change in relation to the same;
- (iii) Oversees the operations of the Corporation and manages human and financial resources in accordance with the strategic plan;
- (iv) Has a good working knowledge of the Corporation's industry and market and keeps up-to-date with its core business purpose;
- (v) Directs, evaluates, and guides the work of the key officers of the Corporation;
- (vi) Manages the Corporation's resources prudently and ensures a proper balance of the same;
- (vii) Provides the Board with timely information and interfaces between the Board and the employees;
- (viii) Builds the corporate culture and motivates the employees of the Corporation; and
- (ix) Serves as the link between internal operations and external stakeholders.

F. Nomination and Election of Directors

In the nomination and election of directors, the following rules shall apply:

- (i) The Nomination and Remuneration Committee shall review and evaluate the qualifications of all persons nominated to the Board and other appointments that require Board approval.
- (ii) The Nomination and Remuneration Committee shall likewise assess the effectiveness of the Board's processes and procedures in the election or replacement of directors.
- (iii) All nominations for election of the directors by the stockholders shall be submitted in writing to the Board of Directors and be received at the Corporation's principal place of business at least thirty (30) days prior to the date of the regular or special meeting of stockholders for the purpose of electing directors. Nominations which are not submitted within such nomination period shall not be valid.

G. Responsibilities, Duties & Functions of the Board

(i) General Responsibility

It shall be the Board's responsibility 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 best interests of its stockholders and other stakeholders. Members of the Board shall likewise act on a fully informed basis, in good faith, and with due diligence and care.

The Board shall formulate the Corporation's vision, mission, strategic objectives, policies and procedures that shall guide its activities, including the means to effectively monitor Management's performance.

The Board must likewise oversee the development of and approve the Corporation's business objectives and strategy and monitor their implementation in order to sustain the Corporation's long-term viability and strength. The Board should formulate the Corporation's vision, mission, strategic objectives, policies and procedures that shall guide its activities, including the means to effectively monitor Management's performance.

(ii) Duties and Functions

To ensure a high standard of best practice for the Corporation, its stockholders and other stakeholders, the Board shall conduct itself with honesty and integrity in the performance of, among others, the following duties and responsibilities:

- (a) implement a process for the selection of directors who can add value and contribute independent judgment to the formulation of sound corporate strategies and policies, appoint competent, professional, honest and highly motivated management officers, and adopt an effective succession planning program for Management
- (b) provide sound strategic policies and guidelines to the Corporation on major capital expenditures, establish programs that can sustain its long-term viability and strength, and periodically evaluate and monitor the implementation of such policies and strategies, including the business plans, operating budgets and Management's overall performance
- (c) ensure the Corporation's faithful compliance with all applicable laws, regulations and best business practices
- (d) establish and maintain an investor relations program that will keep the stockholders informed of important developments in the corporation. If feasible, the

Corporation's CEO or Chief Financial Officer shall exercise oversight responsibility over this program.

- (e) identify the Corporation's stakeholders in the community in which it operates or are directly affected by its operations and formulate a clear policy of accurate, timely and effective communication with them
- (f) adopt a system of checks and balances within the Board. A regular review of the effectiveness of such system should be conducted to ensure the integrity of the decision-making and reporting processes at all times. There should be a continuing review of the corporation's internal control system in order to maintain its adequacy and effectiveness.
- (g) identify key risk areas and performance indicators and monitor these factors with due diligence to enable the Corporation to anticipate and prepare for possible threats to its operational and financial viability.
- (h) formulate and implement policies and procedures that would ensure the integrity and transparency of related party transactions between and among the Corporation and its joint ventures, subsidiaries, associates, affiliates, major stockholders, officers and directors, including their spouses, children and dependent siblings and parents, and of interlocking director relationships by members of the Board.
- (i) constitute board committees it deems necessary to assist the Board in the performance of its duties and responsibilities
- (j) establish and maintain an alternative dispute resolution system in the Corporation that can amicably settle conflicts or differences between the Corporation and its stockholders, and the Corporation and third parties, including the regulatory authorities.
- (k) ,meet at such times or frequency as may be needed. The minutes of such meetings should be duly recorded. Independent views during Board meetings should be encouraged and given due consideration.
- (l) keep the activities and decisions of the Board within its authority under the articles of incorporation and by-laws, and in accordance with existing laws, rules and regulations.
- (m) appoint a Compliance Officer who shall have the rank of at least senior vice president with adequate stature and authority in the Corporation and who should not be a member of the Board of Directors.
- (n) be responsible for ensuring and adopting an effective succession planning program for directors, key officers, and Management to ensure growth and a continued increase in shareholder value. This should include adopting a policy on the retirement age for directors and key officers as part of Management succession and to promote dynamism in the Corporation.
- (o) align the remuneration of key officers and Board members with the long-term interests of the Corporation. In doing so, it should formulate and adopt a policy specifying the relationship between remuneration and performance. Further, no director should participate in discussions or deliberations involving his own remuneration.
- (p) have overall responsibility in ensuring that there is a group-wide policy and system governing Related Party Transactions ("RPT") and other unusual or infrequently

occurring transactions, particularly those which pass certain thresholds of materiality. The policy should include the appropriate review and approval of material or significant RPTs, which guarantee fairness and transparency of the transactions. The policy shall encompass all entities within the group, taking into account their size, structure, risk profile, and complexity of operations.

- (q) be primarily responsible for approving the selection and assessing the performance of Management led by the CEO, and control functions led by their respective heads (Chief Risk Officer, Chief Compliance Officer, and Chief Audit Executive).
- (r) establish an effective performance management framework that will ensure that Management, including the CEO, and personnel's performance are at par with the standards set by the Board and senior Management.
- (s) oversee that an appropriate internal control system is in place, including setting up a mechanism for monitoring and managing potential conflicts of interest of Management, Board members, and shareholders. The Board should also approve the Internal Audit Charter.
- (t) oversee that a sound enterprise risk management ("ERM") framework is in place to effectively identify, monitor, assess, and manage key business risks. The risk management framework should guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.
- (u) have a Board Charter that formalizes and clearly states its roles, responsibilities, and accountabilities in carrying out its fiduciary duties. The Board Charter should serve as a guide to the directors in the performance of their functions and should be publicly available and posted on the Corporation's website.

(iii) **Specific Duties and Responsibilities of a Director**

A director's office is one of trust and confidence. A director should act in the best interest of the Corporation in a manner characterized by transparency, accountability and fairness. He should also exercise leadership, prudence and integrity in directing the corporation towards sustained progress.

A director should observe the following norms of conduct:

- (a) **Conduct fair business transactions with the Corporation, and ensure that his personal interest does not conflict with the interests of the Corporation**

The basic principle to be observed is that a director should not use his position to profit or gain some benefit or advantage for himself and/or his related interests. He should avoid situations that may compromise his impartiality. If an actual or potential conflict of interest may arise on the part of a director, he should fully and immediately disclose it and should not participate in the decision-making process. A director who has a continuing material conflict of interest should seriously consider resigning from his position.

A conflict of interest shall be considered material if the director's personal or business interest is antagonistic to that of the corporation, or stands to acquire or gain financial advantage at the expense of the corporation.

- (b) **Devote the time and attention necessary to properly and effectively perform his duties and responsibilities.**

A director should devote sufficient time to familiarize himself with the Corporation's business. He should be constantly aware of and knowledgeable with the Corporation's operations to enable him to meaningfully contribute to the Board's work. He should attend and actively participate in Board and committee meetings, review meeting materials and, if called for, ask questions or seek explanation.

(c) **Act judiciously.**

Before deciding on any matter brought before the Board, a director should carefully evaluate the issues and, if necessary, make inquiries and request clarification.

(d) **Exercise independent judgment.**

A director should view each problem or situation objectively. If a disagreement with other directors arises, he should carefully evaluate and explain his position. He should not be afraid to take an unpopular position. Corollarily, he should support plans and ideas that he thinks are beneficial to the Corporation.

(e) **Have a working knowledge of the statutory and regulatory requirements that affect the Corporation, including its articles of incorporation and by-laws, the rules and regulations of the Commission and, where applicable, the requirements of relevant regulatory agencies.**

A director should also keep abreast with industry developments and business trends in order to promote the Corporation's competitiveness.

(f) **Observe confidentiality.**

A director should keep secure and confidential all non-public information he may acquire or learn by reason of his position as director. He should not reveal confidential information to unauthorized persons without the authority of the Board.

(iv) **Internal Control Responsibilities of the Board**

The control environment of the Corporation consists of (a) the Board which ensures that the Corporation is properly and effectively managed and supervised; (b) a Management that actively manages and operates the corporation in a sound and prudent manner; (c) the organizational and procedural controls supported by effective management information and risk management reporting systems; and (d) an independent audit mechanism to monitor the adequacy and effectiveness of the Corporation's governance, operations, and information systems, including the reliability and integrity of financial and operational information, the effectiveness and efficiency of operations, the safeguarding of assets, and compliance with laws, rules, regulations and contracts.

The minimum internal control mechanisms for the performance of the Board's oversight responsibility shall include:

- (a) definition of the duties and responsibilities of the CEO who is ultimately accountable for the Corporation's organizational and operational controls;
- (b) selection of the person who possesses the ability, integrity and expertise essential for the position of CEO;
- (c) evaluation of proposed senior management appointments;
- (d) selection and appointment of qualified and competent management officers; and

- (e) review of the corporation's human resource policies, conflict of interest situations, compensation program for employees, and management succession plan.

The scope and particulars of the systems of effective organizational and operational controls may be based on the nature and complexity of the business and the business culture; volume, size, and complexity of transactions; degree of risks involved; degree of centralization and delegation of authority; extent and effectiveness of information technology; and extent of regulatory compliance.

(v) Board Meetings and Quorum Requirement

To show full commitment to the Corporation, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the Corporation's business. The directors should 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 Securities and Exchange Commission ("**SEC**"), except when justifiable causes, such as, illness, death in the immediate family, and serious accidents, prevent them from doing so. In Board and Committee meetings, the directors should review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations.

Independent directors should always attend Board meetings. Unless otherwise provided in the by-laws, their absence shall not affect the quorum requirement. However, the Board may, to promote transparency, require the presence of at least one independent director in all its meetings.

The absence of a director in more than fifty percent (50%) of all regular and special meetings of the Board during his incumbency is a ground for disqualification in the succeeding election, unless the absence is due to illness, death in the immediate family, serious accident or other unforeseen or fortuitous events.

(vi) Remuneration of Directors and Officers

The levels of remuneration of the Corporation should be sufficient to be able to attract and retain the services of qualified and competent directors and officers. A portion of the remuneration of executive directors may be structured or be based on corporate and individual performance.

The Corporation shall establish formal and transparent procedures for the development of a policy on executive remuneration or determination of remuneration levels for individual directors and officers depending on the needs of the Corporation. The Board should align the remuneration of key officers and Board members with the long-term interests of the Corporation. In doing so, it should formulate and adopt a policy specifying the relationship between remuneration and performance.

Key considerations in determining proper compensation include the following: (i) the level of remuneration is commensurate to the responsibilities of the role; (ii) no director should participate in deciding on his remuneration; and (iii) remuneration pay-out schedules should be sensitive to risk outcomes over a multi-year horizon.

For employees in control functions (e.g., risk, compliance and internal audit), their remuneration shall be determined independently of any business line being overseen, and performance measures shall be based principally on the achievement of their objectives so as not to compromise their independence.

The Corporation's annual reports and information and proxy statements shall include a clear, concise and understandable disclosure of all fixed and variable compensation that may be paid, directly or indirectly, to its directors and top four (4) management officers during the preceding fiscal year, consistent with the disclosure requirements under applicable laws and rules and regulations of the SEC.

3. BOARD COMMITTEES

The Board shall constitute the proper committees to assist it in good corporate governance. All established committees should be required to have Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting processes, resources and other relevant information. The Charters should provide the standards for evaluating the performance of the Committees and shall be uploaded on the Corporation's website.

A. Nomination Committee

The Nomination Committee shall have at least three (3) members, one (1) of whom shall be an independent director, to review and evaluate the qualifications of all persons nominated to the Board and other appointments that require Board approval, and to assess the effectiveness of the Board's processes and procedures in the election or replacement of directors.

(i) Qualifications

The Nomination Committee shall pre-screen and shortlist all candidates nominated to become a member of the Board in accordance with the following qualifications:

- (a) He/she should hold at least one (1) share of stock of the Corporation.
- (b) He/she shall be at least a college graduate or have sufficient experience in managing the business to substitute for such formal education.
- (c) He/she shall be at least twenty one (21) years old.
- (d) He shall have proven to possess integrity and probity.
- (e) He shall be assiduous.

(ii) Permanent Disqualification

The following shall be grounds for the permanent disqualification of a director:

- (a) any person convicted by final judgment or order by a competent judicial or administrative body of any crime that (1) involves the purchase or sale of securities, as defined in the Securities Regulation Code; (2) arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; or (3) arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them;
- (b) any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the SEC or any court or administrative body of competent jurisdiction from: (1) acting as underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (2) acting as director or officer of a bank, quasibank, trust company,

investment house, or investment company; (3) engaging in or continuing any conduct or practice in any of the capacities mentioned in subparagraphs (1) and (2) above, or willfully violating the laws that govern securities and banking activities.

The disqualification shall also apply if such person is currently the subject of an order of the SEC or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him under the Corporation Code, Securities Regulation Code or any other law administered by the Commission or Bangko Sentral ng Pilipinas (“BSP”), or under any rule or regulation issued by the SEC or BSP, or has otherwise been restrained to engage in any activity involving securities and banking; or such person is currently the subject of an effective order of a self-regulatory organization suspending or expelling him from membership, participation or association with a member or participant of the organization;

- (c) any person convicted by final judgment or order by a court or competent administrative body of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent acts;
- (d) any person who has been adjudged by final judgment or order of the SEC, court, or competent administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of any provision of the Corporation Code, Securities Regulation Code or any other law administered by the SEC or BSP, or any of its rule, regulation or order;
- (e) any person earlier elected as independent director who becomes an officer, employee or consultant of the same corporation;
- (f) any person judicially declared as insolvent;
- (g) any person found guilty by final judgment or order of a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct enumerated in subparagraphs (a) to (d) above;
- (h) conviction by final judgment of an offense punishable by imprisonment for more than six (6) years, or a violation of the Corporation Code committed within five (5) years prior to the date of his election or appointment.

(iii) **Temporary Disqualification**

The Board may provide for the temporary disqualification of a director for any of the following reasons:

- (a) refusal to comply with the disclosure requirements of the Securities Regulation Code and its Implementing Rules and Regulations. The disqualification shall be in effect as long as the refusal persists.
- (b) absence in more than fifty (50) percent of all regular and special meetings of the Board during his incumbency, or any twelve (12) month period during the said incumbency, unless the absence is due to illness, death in the immediate family or serious accident. The disqualification shall apply for purposes of the succeeding election.

- (c) dismissal or termination for cause as director of any corporation covered by the Revised Code of Corporate Governance. The disqualification shall be in effect until he has cleared himself from any involvement in the cause that gave rise to his dismissal or termination.
- (d) if the beneficial equity ownership of an independent director in the corporation or its subsidiaries and affiliates exceeds two percent of its subscribed capital stock. The disqualification shall be lifted if the limit is later complied with.
- (e) if any of the judgments or orders cited in the grounds for permanent disqualification has not yet become final.

A temporarily disqualified director shall, within sixty (60) business days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.

In consultation with the executive or management committee/s, re-define the role, duties and responsibilities of CEO by integrating the dynamic requirements of the business as a going concern and future expansionary prospects within the realm of good corporate governance at all times.

B. Compensation and Remuneration Committee

The Compensation and Remuneration Committee shall be composed of at least three (3) members, one of whom shall be an independent director, to establish a formal and transparent procedure for developing a policy on remuneration of directors and officers to ensure that their compensation is consistent with the Corporation's culture, strategy and the business environment in which it operates.

The following shall be the duties and responsibilities of the Compensation and Remuneration Committee:

- (i) establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Corporation's culture, strategy and control environment;
- (ii) designate amount of remuneration, which shall be in a sufficient level to attract and retain directors and officers who are needed to run the company successfully;
- (iii) establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of individual directors, if any, and officers;
- (iv) develop a form on Full Business Interest Disclosure as part of the pre-employment requirements for all incoming officers, which among others compel all officers to declare under the penalty of perjury all their existing business interests or shareholdings that may directly or indirectly conflict in their performance of duties once hired;
- (e) disallow any director to decide his or her own remuneration;

- (f) provide in the Corporation's annual reports, information and proxy statements a clear, concise and understandable disclosure of compensation of its executive officers for the previous fiscal year and the ensuing year;
- (v) review (if any) of the existing Human Resources Development or Personnel Handbook, to strengthen provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts; and
- (vi) in the absence of such Personnel Handbook, cause the development of such, covering the same parameters of governance stated above.

C. Audit Committee

The Board shall establish an Audit Committee to enhance its oversight capability over the Corporation's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations. The Audit Committee shall be composed of at least three (3) appropriately qualified non-executive directors, the majority of whom, including the Chairman, should be independent. All of the members of the committee must have relevant background, knowledge, skills and/or experience in the areas of accounting, auditing and finance. The Chairman of the Audit Committee should not be the chairman of the Board or of any other committees.

The Committee shall have the following functions:

- (i) recommend for approval the Internal Audit Charter ("**IA Charter**"), which formally defines the role of Internal Audit and the audit plan as well as oversees the implementation of the IA Charter;
- (ii) through the Internal Audit ("**IA**") Department, monitor and evaluate the adequacy and effectiveness of the Corporation's internal control system, integrity of financial reporting, and security of physical and information assets. Well-designed internal control procedures and processes that will provide a system of checks and balances should be in place in order to (a) safeguard the Corporation's resources and ensure their effective utilization, (b) prevent occurrence of fraud and other irregularities, (c) protect the accuracy and reliability of the Corporation's financial data, and (d) ensure compliance with applicable laws and regulations;
- (iii) oversee the IA Department, and recommend the appointment and/or grounds for approval of an internal audit head or Chief Audit Executive ("**CAE**"). The Audit Committee should also approve the terms and conditions for outsourcing internal audit services;
- (iv) establish and identify the reporting line of the Internal Auditor to enable him to properly fulfill his duties and responsibilities. For this purpose, he should directly report to the Audit Committee;
- (v) review and monitor Management's responsiveness to the Internal Auditor's findings and recommendations;
- (vi) prior to the commencement of the audit, discuss with the External Auditor the nature, scope, and expenses of the audit, and ensure the proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts;
- (vii) evaluate and determine the non-audit work, if any, of the External Auditor, and periodically review the non-audit fees paid to the External Auditor in relation to the total fees paid to him and to the Corporation's overall consultancy expenses. The

committee should disallow any non-audit work that will conflict with his duties as an External Auditor or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the Corporation's Annual Report and Annual Corporate Governance Report;

- (viii) review and approve the Interim and Annual Financial Statements before their submission to the Board with particular focus on the following matters:
 - any change/s in accounting policies and practices
 - areas where a significant amount of judgment has been exercised
 - significant adjustments resulting from the audit
 - going concern assumptions
 - compliance with accounting standards
 - compliance with tax, legal and regulatory requirements;
- (ix) review the disposition of the recommendations in the External Auditor's management letter;
- (x) perform oversight functions over the Corporation's Internal and External Auditors. It ensures the independence of Internal and External Auditors, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions;
- (xi) coordinate, monitor, and facilitate compliance with laws, rules and regulations;
- (xii) recommend to the Board the appointment, reappointment, removal, and fees of the External Auditor, duly accredited by the SEC, who undertakes an independent audit of the Corporation, and provides an objective assurance on the manner by which the financial statements should be prepared and presented to the stockholders; and
- (xiii) meet with the Board at least every quarter without the presence of the CEO or other management team members, and periodically meet with the head of the internal audit.

The Audit Committee shall ensure that, in the performance of the work of the Internal Auditor, he shall be free from interference by outside parties.

D. Other Committees

The Board may also establish a Corporate Governance Committee ("**CG Committee**"), Board Risk Oversight Committee ("**BROC**"), and Related Party Transaction Committee ("**RPT Committee**"), as and when the Board deems it necessary and appropriate, to support the Board in the effective performance of its functions.

(i) Corporate Governance Committee

Upon establishment thereof, the CG Committee shall be tasked to assist the Board in the performance of its corporate governance responsibilities. It shall be composed of at least three (3) members, with qualifications as may be prescribed by the Board of Directors taking into consideration the requirements under SEC Memorandum Circular No. 19, series of 2016 re Code of Corporate Governance for Publicly-Listed Companies ("**CG Code for PLCs**").

The CG Committee shall be tasked with ensuring compliance with and proper observance of corporate governance principles and practices. It shall have the following duties and functions, among others:

- (a) oversee the implementation of the corporate governance framework and periodically review the said framework to ensure that it remains appropriate in light of material changes to the corporation's size, complexity and business strategy, as well as its business and regulatory environments;
- (b) oversee the periodic performance evaluation of the Board and its committees as well as executive management, and conduct an annual self-evaluation of its performance;
- (c) ensure that the results of the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement;
- (d) recommend continuing education/training programs for directors, assignment of tasks/projects to board committees, succession plan for the Board members and senior officers, and remuneration packages for corporate and individual performance
- (e) adopt corporate governance policies and ensure that these are reviewed and updated regularly, and consistently implemented in form and substance;
- (f) propose and plan relevant trainings for the members of the Board;
- (g) determine the nomination and election process for the Corporation's directors and has the special duty of defining the general profile of Board members that the Corporation may need and ensuring appropriate knowledge, competencies, and expertise that complement the existing skills of the Board; and
- (h) establish a formal and transparent procedure to develop a policy for determining the remuneration of directors and officers that is consistent with the Corporation's culture and strategy as well as the business environment in which it operates.

(ii) **Board Risk Oversight Committee**

Subject to the Corporation's size, risk profile, and complexity of operations, the Board may establish a separate BROOC that shall be responsible for the oversight of the Corporation's Enterprise Risk Management system to ensure its functionality and effectiveness. The BROOC shall be composed of at least three (3) members, with qualifications as may be prescribed by the Board of Directors taking into consideration the requirements under the CG Code for PLCs.

The BROOC shall have the following duties and responsibilities, among others:

- (a) develop a formal enterprise risk management plan which contains the following elements: (i) common language or register of risks, (ii) well-defined risk management goals, objectives and oversight, (iii) uniform processes of assessing risks and developing strategies to manage prioritized risks, (iv) designing and implementing risk management strategies, and (v) continuing assessments to improve risk strategies, processes and measures;
- (b) oversee the implementation of the enterprise risk management plan through a Management Risk Oversight Committee. The BROOC shall conduct regular discussions on the Corporation's prioritized and residual risk exposures based on regular risk management reports and assesses how the concerned units or offices are addressing and managing these risks;
- (c) evaluate the risk management plan to ensure its continued relevance, comprehensiveness and effectiveness. The BROOC shall revisit defined risk

management strategies, looks for emerging or changing material exposures, and stay abreast of significant developments that seriously impact the likelihood of harm or loss;

- (d) advise the Board on its risk appetite levels and risk tolerance limits;
- (e) review at least annually the Corporation's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and when major events occur that are considered to have major impacts on the Corporation;
- (f) assess the probability of each identified risk becoming a reality and estimates its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are the most likely to occur and to impact the performance and stability of the corporation and its stakeholders;
- (g) provide oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risk exposures of the corporation. This function shall include regularly receiving information on risk exposures and risk management activities from Management; and
- (h) report to the Board on a regular basis, or as deemed necessary, the Corporation's material risk exposures, the actions taken to reduce the risks, and recommends further action or plans, as necessary.

(iii) **Related Party Transaction Committee**

Subject to the Corporation's size, risk profile, and complexity of operations, the Board may also establish an RPT Committee, which shall be tasked with reviewing all material related party transactions of the Corporation and should be composed of at least three (3) directors, with qualifications as may be prescribed by the Board of Directors taking into consideration the requirements under the CG Code for PLCs.

The following shall be the functions of the RPT Committee, among others:

- (a) evaluate on an ongoing basis existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, RPTs are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured. Related parties, RPTs and changes in relationships shall be reflected in the relevant reports to the Board and regulators/supervisors;
- (b) evaluate all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate or business resources of the Corporation are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions. In evaluating RPTs, the Committee shall take into account, among others, the following:
 - the related party's relationship to the Corporation and interest in the transaction;
 - the material facts of the proposed RPT, including the proposed aggregate value of such transaction;
 - the benefits to the Corporation 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. The Corporation should have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs;
- (c) ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Corporation's RPT exposures and policies on conflicts of interest or potential conflicts of interest. The disclosure shall include information on the approach to managing material conflicts of interest that are inconsistent with such policies, and conflicts that could arise as a result of the Corporation's affiliation or transactions with other related parties;
 - (d) report to the Board of Directors on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;
 - (e) ensure that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process; and
 - (f) oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures.

4. REINFORCING BOARD INDEPENDENCE

A. Independent Director

The Board should endeavor to exercise an objective and independent judgment on all corporate affairs. The Board should ensure that its independent directors possess the necessary qualifications and none of the disqualifications for an independent director to hold the position.

(i) Qualifications of an Independent Director

An Independent Director refers to a person who, ideally:

- (a) is not, or has not been a senior officer or employee of the Corporation, unless there has been a change in the controlling ownership of the Corporation
- (b) is not, and has not been, in the three (3) years immediately preceding the election, a director of the Corporation; a director, officer, employee, of the Corporation's subsidiaries, associates, affiliates, or related companies; or a director, officer, or employee of the Corporation's substantial shareholders and its related companies;
- (c) has not been appointed in the Corporation, its subsidiaries, associates, affiliates, or related companies as Chairman "Emeritus," "Ex-Officio" Directors/Officers, or Members of any Advisory Board, or otherwise appointed in a capacity to assist the Board in the performance of its duties and responsibilities within three (3) years immediately preceding his election;
- (d) is not an owner of more than two percent (2%) of the outstanding shares of the Corporation, its subsidiaries, associates, affiliates, or related companies;
- (e) is not a relative of a director, officer, or substantial shareholder of the Corporation or any of its related companies or of any of its substantial

shareholders. For this purpose, relatives include spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;

- (f) is not acting as a nominee or representative of any director of the Corporation or any of its related companies;
- (g) is not a securities broker-dealer of listed companies and registered issuers of securities. "Securities broker-dealer" refers to any person holding any office of trust and responsibility in a broker-dealer firm, which includes, among others, a director, officer, principal stockholder, nominee of the firm to the Exchange, an associated person or salesman, and an authorized clerk of the broker or dealer;
- (h) is not retained, either in his personal capacity or through a firm, as a professional adviser, auditor, consultant, agent, or counsel of the Corporation, any of its related companies or substantial shareholders, or is otherwise independent of Management and free from any business or other relationship within the three (3) years immediately preceding the date of his election;
- (i) does not engage or has not engaged, whether by himself or with other persons or through a firm of which he is a partner, director, or substantial shareholder, in any transaction with the Corporation or any of its related companies or substantial shareholders, other than such transactions that are conducted at arm's length and could not materially interfere with or influence the exercise of his independent judgment;
- (j) is not affiliated with any non-profit organization that receives significant funding from the Corporation or any of its related companies or substantial shareholders; and
- (k) is not employed as an executive officer of another company where any of the Corporation's executives serve as directors.

Related companies, as used in this article, refer to (i) the Corporation's holding/parent company; (ii) its subsidiaries; and (iii) subsidiaries of its holding/parent company.

(ii) Term

The independent directors shall serve for a maximum cumulative term of nine (9) years, after which, the independent director shall be perpetually barred from re-election as such in the Corporation, but may continue to qualify for nomination and election as a non-independent director. In the instance that the Corporation would want to retain an independent director who has served for nine (9) years, the Board should provide meritorious justification/s and seek shareholders' approval during the annual shareholders' meeting.

The reckoning of the cumulative nine-year term is from 2012, in accordance with SEC Memorandum Circular No. 9, Series of 2011.

B. Abstention in Case of Material Interest in a Transaction

A director with a material interest in any transaction affecting the Corporation should abstain from taking part in the deliberations for the same.

The abstention of a director from participating in a meeting when related party transactions, self-dealings, or any transactions or matters on which he has a material interest are taken up ensures that he has no influence over the outcome of the

deliberations. This ensures that a director does not use his position to profit or gain some benefit or advantage for his himself and/or his related interests.

C. Non-Executive Directors' Meetings with External Auditor

As and when the need arises, the non-executive directors (“NEDs”) shall have separate meetings with the external auditor and the heads of the internal audit, compliance, and risk functions, without any executive directors present to ensure that proper checks and balances are in place within the corporation. These meetings shall be chaired by an independent director.

5. ASSESSING BOARD PERFORMANCE

The Board shall conduct an annual self-assessment of its performance, including the performance of the Chairperson, individual members, and committees. Every three (3) years, the assessment shall be supported by an external facilitator.

The Board shall have in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, the individual directors, committees and such system should allow for a feedback mechanism from the shareholders. In establishing the criteria, attention is given to the values, principles and skills required for the Corporation. The Corporate Governance Committee shall oversee the evaluation process.

6. STRENGTHENING BOARD ETHICS

Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

The Board shall adopt a Code of Business Conduct and Ethics, 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 shall be properly disseminated to the Board, Senior Management, and employees. It shall also be disclosed and made available to the public through the Corporation's website.

The Board shall ensure the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies. The Board has the primary duty to make sure that the internal controls are in place to ensure the Corporation's compliance with the Code of Business Conduct and Ethics and its internal policies and procedures. Hence, it needs to ensure the implementation of said internal controls to support, promote and guarantee compliance. This includes efficient communication channels, which aid and encourage employees, customers, suppliers, and creditors to raise concerns on potential unethical/unlawful behavior without fear of retribution.

7. THE CORPORATE SECRETARY

The Corporate Secretary, who should be a Filipino citizen and a resident of the Philippines, is an officer of the corporation. The Corporate Secretary must be a separate individual from the Compliance Officer and should not be a member of the Board of Directors. The Corporate Secretary is required to attend a training on corporate governance annually.

The Corporate Secretary shall have the following duties and responsibilities:

- (i) assist the Board and the Board committees in the conduct of their meetings, including preparing an annual schedule of Board and committee meetings and the annual Board calendar and assisting the chairs of the Board and its committees to set agendas for those meetings;
- (ii) safekeep and preserve the integrity of the minutes of the meetings of the Board and its committees, as well as other official records of the Corporation;

- (iii) keep abreast on relevant laws, regulations, all governance issuances, relevant industry developments, and operations of the Corporation, and advise the Board and the Chairperson on all relevant issues as they arise;
- (i) work fairly and objectively with the Board, Management, and stockholders and contribute to the flow of information between the Board and Management, the Board and its committees, and the Board and its stakeholders, including shareholders;
- (ii) advise on the establishment of Board committees and their terms of reference;
- (iii) inform members of the Board, in accordance with the by-laws, of the agenda of their meetings ;
- (iv) attend all Board meetings, except when justifiable causes, such as illness, death in the immediate family and serious accidents, prevent him or her from doing so;
- (v) perform required administrative functions; and
- (vi) perform such other duties and responsibilities as may be provided by the SEC.

8. THE COMPLIANCE OFFICER

To ensure adherence to corporate principles and best practices, the Board shall appoint a Compliance Officer who shall hold the position of a Senior Vice President or an equivalent position. The Compliance Officer shall have direct reporting responsibilities to the Chairman and should not be a member of the Board. The Compliance Officer is required to annually attend a training on corporate governance.

The Compliance Officer shall perform the following duties:

- (i) ensure proper onboarding of new directors (*i.e.*, orientation on the Corporation's business, charter, articles of incorporation and by-laws, among others);
- (ii) monitor, review, evaluate, and ensure the compliance by the Corporation, its officers, and directors with the relevant laws, the Code of Corporate Governance, rules and regulations and all governance issuances of regulatory agencies;
- (iii) report the matter to the Board if violations are found and recommend the imposition of appropriate disciplinary action;
- (i) ensure the integrity and accuracy of all documentary submissions to regulators;
- (ii) appear before the SEC when summoned in relation to compliance with the Code of Corporate Governance;
- (iii) collaborate with other departments to properly address compliance issues, which may be subject to investigation;
- (iv) Identify possible areas of compliance issues and work towards the resolution of the same;
- (v) ensure the attendance of Board members and key officers to relevant trainings; and
- (vi) perform such other duties and responsibilities as may be provided by the SEC.

The appointment of the compliance officer shall be immediately disclosed to the Securities and Exchange Commission on SEC Form 17C. All correspondence relative to his functions as such shall be addressed to such Officer.

9. THE EXTERNAL AUDITOR

An external auditor shall enable an environment of good corporate governance as reflected in the financial records and reports of the Corporation, an external auditor shall be selected and appointed by the stockholders upon recommendation of the Audit Committee.

The reason/s for the resignation, dismissal or cessation from service and the date thereof of an external auditor shall be reported in the Corporation's annual and current reports. Said report shall include a discussion of any disagreement with said former external auditor on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure.

The external auditor of the Corporation shall not at the same time provide the services of an internal auditor to the same client. The Corporation shall ensure that other non-audit work shall not be in conflict with the functions of the external auditor.

The Corporation's external auditor shall be rotated or the handling partner shall be changed every five (5) years or earlier.

If an external auditor believes that the statements made in the Corporation's annual report, information statement or proxy statement filed during his engagement is incorrect or incomplete, he shall present his views in said reports.

10. STRENGTHENING THE EXTERNAL AUDITOR'S INDEPENDENCE AND IMPROVING AUDIT QUALITY

The Corporation shall 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.

The Audit Committee shall have a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditor. The appointment, reappointment, removal, and fees of the external auditor should be recommended by the Audit Committee, approved by the Board and ratified by the shareholders. For removal of the external auditor, the reasons for removal or change should be disclosed to the regulators and the public through the company website and required disclosures.

The Audit Committee Charter shall include the Audit Committee's responsibility on assessing the integrity and independence of external auditors and exercising effective oversight to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. The Charter shall also contain the Audit Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.

The Corporation shall disclose the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest. The Audit Committee should be 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.

11. NON-FINANCIAL AND SUSTAINABILITY REPORTING

The Corporation shall ensure that the material and reportable non-financial and sustainability issues are disclosed.

The Board shall have a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability. The Corporation shall adopt a globally recognized standard/framework in reporting sustainability and non-financial issues.

12. COMPREHENSIVE AND COST-EFFICIENT ACCESS TO RELEVANT INFORMATION

The Corporation shall 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. The Corporation shall include 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.

13. INTERNAL CONTROL SYSTEM AND ENTERPRISE RISK MANAGEMENT

The Corporation should have an adequate and effective internal control system and an enterprise risk management framework in the conduct of its business, taking into account its size, risk profile and complexity of operations.

The Corporation should have in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the Corporation's operations. The following are the functions of the internal audit, among others:

- (i) provides an independent risk-based assurance service to the Board, Audit Committee and Management, focusing on reviewing the effectiveness of the governance and control processes in (i) promoting the right values and ethics, (ii) ensuring effective performance management and accounting in the organization, (iii) communicating risk and control information, and (iv) coordinating the activities and information among the Board, external and internal auditors, and Management;
- (ii) performs regular and special audit as contained in the annual audit plan and/or based on the Corporation's risk assessment;
- (iii) performs consulting and advisory services related to governance and control as appropriate for the organization;
- (iv) performs compliance audit of relevant laws, rules and regulations, contractual obligations and other commitments, which could have a significant impact on the organization;
- (v) reviews, audits, and assesses the efficiency and effectiveness of the internal control system of all areas of the Corporation;
- (vi) evaluates operations or programs to ascertain whether results are consistent with established objectives and goals, and whether the operations or programs are being carried out as planned;
- (vii) evaluates specific operations at the request of the Board or Management, as appropriate; and
- (viii) monitors and evaluates governance processes.

The Corporation's internal audit activity may be a fully resourced activity housed within the organization or may be outsourced to qualified independent third party service providers.

Subject to the Corporation's size, risk profile, and complexity of operations, the Corporation should have a qualified Chief Audit Executive ("**CAE**") appointed by the Board. The CAE shall oversee and be responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel should be assigned the responsibility for managing the fully outsourced internal audit activity.

The following are the responsibilities of the CAE, among others:

- (i) periodically reviews the internal audit charter and presents it to senior management and the Board Audit Committee for approval;
- (ii) establishes a risk-based internal audit plan, including policies and procedures, to determine the priorities of the internal audit activity, consistent with the Corporation's goals;
- (iii) communicates the internal audit activity's plans, resource requirements, and impact of resource limitations, as well as significant interim changes, to senior management and the Audit Committee for review and approval;
- (iv) spearheads the performance of the internal audit activity to ensure it adds value to the Corporation;
- (v) reports periodically to the Audit Committee on the internal audit activity's performance relative to its plan; and
- (vi) presents findings and recommendations to the Audit Committee and gives advice to senior management and the Board on how to improve internal processes.

Likewise subject to its size, risk profile, and complexity of operations, the Corporation should have a separate risk management function to identify, assess, and monitor key risk exposures. The risk management function involves the following activities, among others:

- (i) defining a risk management strategy;
- (ii) identifying and analyzing key risks exposure relating to economic, environmental, social and governance (EESG) factors and the achievement of the organization's strategic objectives;
- (iii) evaluating and categorizing each identified risk using the Corporation's predefined risk categories and parameters;
- (iv) establishing a risk register with clearly defined, prioritized and residual risks;
- (v) developing a risk mitigation plan for the most important risks to the Corporation, as defined by the risk management strategy;
- (vi) communicating and reporting significant risk exposures including business risks (*i.e.*, strategic, compliance, operational, financial and reputational risks), control issues and risk mitigation plan to the Board Risk Oversight Committee; and
- (vii) monitoring and evaluating the effectiveness of the Corporation's risk management processes.

In managing the Corporation's Risk Management System, the Corporation should have a Chief Risk Officer ("**CRO**"), who is the ultimate champion of Enterprise Risk Management ("**ERM**"), and has adequate authority, stature, resources and support to fulfill his responsibilities, subject to a Corporation's size, risk profile, and complexity of operations. The CRO shall have the following functions, among others:

- (i) supervises the entire ERM process and spearheads the development, implementation, maintenance and continuous improvement of ERM processes and documentation;
- (ii) communicates the top risks and the status of implementation of risk management strategies and action plans to the Board Risk Oversight Committee;
- (iii) collaborates with the CEO in updating and making recommendations to the Board Risk Oversight Committee;

- (iv) suggests ERM policies and related guidance, as may be needed; and
- (v) provides insights on the following:
 - Risk management processes are performing as intended;
 - Risk measures reported are continuously reviewed by risk owners for effectiveness; and
 - Established risk policies and procedures are being complied with.

There should be clear communication between the Board Risk Oversight Committee and the CRO.

14. ADEQUATE AND TIMELY INFORMATION

To enable the members of the Board to properly fulfill their duties and responsibilities, Management should provide them with complete, adequate and timely information about the matters to be taken in their meetings.

Reliance on information volunteered by Management would not be sufficient in all circumstances and further inquiries may have to be made by a member of the Board to enable him to properly perform his duties and responsibilities. Hence, the members should be given independent access to Management and the Corporate Secretary.

The information may include the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

The members, either individually or as a Board, and in furtherance of their duties and responsibilities, should have access to independent professional advice at the corporation's expense.

15. STOCKHOLDERS' RIGHTS AND PROTECTION OF MINORITY STOCKHOLDERS' INTERESTS

A. Stockholder Rights under the Corporation Code

The Corporation should treat all shareholders fairly and equitably, and also recognize, protect, and facilitate the exercise of their rights, as provided for in the Corporation Code, namely:

- (i) Right to vote on all matters that require their consent or Approval
 - (a) Shareholders shall have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code.
 - (b) Cumulative voting shall be used in the election of directors.
 - (c) A director shall not be removed without cause if it will deny minority shareholders representation in the Board.

- (ii) Right to inspect corporate books and records

All shareholders shall be allowed to inspect corporate books and records including minutes of Board meetings and stock registries in accordance with the Corporation Code and shall be furnished with annual reports, including financial statements, without cost or restrictions.

- (iii) Right to information

- (a) The Shareholders shall be provided, upon request, with periodic reports which disclose personal and professional information about the directors and officers and certain other matters such as their holdings of the company's shares, dealings with the company, relationships among directors and key officers, and the aggregate compensation of directors and officers.
 - (b) The minority shareholders shall be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.
 - (c) The minority shareholders shall have access to any and all information relating to matters for which the management is accountable for and to those relating to matters for which the management shall include such information and, if not included, then the minority shareholders shall be allowed to propose to include such matters in the agenda of stockholders' meeting, being within the definition of "legitimate purposes".
- (iv) Right to dividends
- (a) Shareholders shall have the right to receive dividends subject to the discretion of the Board.
 - (b) The Corporation shall be compelled to declare dividends when its retained earnings shall be in excess of 100% of its paid-in capital stock, except: a) when justified by definite corporate expansion projects or programs approved by the Board or b) when the corporation is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its consent, and such consent has not been secured; or c) when it can be clearly shown that such retention is necessary under special circumstances obtaining in the Corporation, such as when there is a need for special reserve for probable contingencies.

(v) Appraisal right

The shareholders' shall have appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 82 of the Corporation Code of the Philippines, under any of the following circumstances:

- (a) in case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- (b) in case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code; and
- (c) in case of merger or consolidation.

- B. The Board should be transparent and fair in the conduct of the annual and special stockholders' meetings of the corporation. The stockholders should be encouraged to personally attend such meetings. If they cannot attend, they should be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of the bylaws, the

exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy should be resolved in the stockholder's favor.

It is the duty of the Board to promote the rights of the stockholders, remove impediments to the exercise of those rights and provide an adequate avenue for them to seek timely redress for breach of their rights. The Board should make available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.

The Board should take the appropriate steps to remove excessive or unnecessary costs and other administrative impediments to the stockholders' meaningful participation in meetings, whether in person or by proxy. Accurate and timely information should be made available to the stockholders to enable them to make a sound judgment on all matters brought to their attention for consideration or approval. The Board should encourage active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information, in accordance with the By-Laws of the Corporation and the Securities Regulation Code.

Although all stockholders should be treated equally or without discrimination, the Board should give minority stockholders the right to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the corporation.

The Board shall encourage active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available as soon as practicable. In addition, the draft minutes of the Annual and Special Shareholders' Meeting shall be made available on the Corporation's website as soon as available.

The Board shall establish an Investor Relations Office ("IRO") to ensure constant engagement with its shareholders. The IRO should be present at every shareholders' meeting. The IRO shall have a designated investor relations officer, email address, and telephone number. Further, creating an Investor Relations Program will ensure that all information regarding the activities of the Corporation are properly and timely communicated to shareholders.

16. RIGHTS OF STAKEHOLDERS AND EFFECTIVE REDRESS FOR VIOLATION OF STAKEHOLDERS' RIGHTS

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.

The Board shall identify the Corporation's various stakeholders and promote cooperation between them and the Corporation in creating wealth, growth and sustainability.

The Board shall establish clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.

The Board shall adopt a transparent framework and process that allows stakeholders to communicate with the Corporation and to obtain redress for the violation of their rights. This can be done through stakeholder engagement touch-points in the Corporation such as the Investor Relations Office, Office of the Corporate Secretary, Customer Relations Office, and Corporate Communications Group.

17. EMPLOYEE PARTICIPATION

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

The Board shall establish policies, programs and procedures that encourage employees to actively participate in the realization of the Corporation's goals and in its governance. These policies and programs, among, may include the following: (a) health, safety, and welfare; (b) training and development; and (c) reward/compensation for employees.

The Board shall set the tone and make a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct. Further, the Board shall disseminate the policy and program to employees across the organization through trainings to embed them in the Corporation's culture.

The Board shall likewise establish 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 an independent member of the Board or a unit created to handle whistleblowing concerns. The Board shall be conscientious in establishing the framework, as well as in supervising and ensuring its enforcement.

18. SUSTAINABILITY AND SOCIAL RESPONSIBILITY

The Corporation shall be socially responsible in all its dealings with the communities where it operates. It shall ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that are fully supportive of its comprehensive and balanced development.

The Corporation shall recognize and place an importance on the interdependence between business and society, and promote a mutually beneficial relationship that allows the Corporation to grow its business, while contributing to the advancement of the society where it operates.

19. COMMUNICATION PROCESS

This Manual shall be available for inspection by any stockholder of the Corporation at reasonable hours on business days.

All directors, executives, division and department heads are tasked to ensure the thorough dissemination of this Manual to all employees and related third parties, and to likewise enjoin compliance in the process.

An adequate number of printed copies of this Manual must be reproduced under the supervision of HRD, with a minimum of at least one (1) hard copy of the Manual per department.

20. MONITORING AND ASSESSMENT

- (i) Each Committee shall report regularly to the Board of Directors.
- (ii) The Compliance Officer shall establish an evaluation system to determine and measure compliance with this Manual. Any violation thereof shall subject the responsible officer or employee to the penalty provided under Part 8 of this Manual.
- (iii) The establishment of such evaluation system, including the features thereof, shall be disclosed in the company's annual report (SEC Form 17-A) or in such form of report that

is applicable to the Corporation. The adoption of such performance evaluation system must be covered by a Board approval.

- (iv) This Manual shall be subject to quarterly review unless the same frequency is amended by the Board.
- (v) All business processes and practices being performed within any department or business unit of Model Corporation that are not consistent with any portion of this manual shall be revoked unless upgraded to the compliant extent.

21. GOVERNANCE SELF RATING SYSTEM

The Board may create an internal self-rating system that can measure the performance of the Board and Management in accordance with the criteria provided for in this Manual.

The creation and implementation of such self-rating system, including its salient features, may be disclosed in the Corporation's annual report.

22. DISCLOSURE AND TRANSPARENCY

The essence of corporate governance is transparency. The more transparent the internal workings of the corporation are, the more difficult it will be for Management and dominant stockholders to mismanage the corporation or misappropriate its assets.

It is therefore essential that all material information about the corporation which could adversely affect its viability or the interests of its stockholders and other stakeholders should be publicly and timely disclosed. Such information should include, among others, earnings results, acquisition or disposition of assets, off balance sheet transactions, related party transactions, and direct and indirect remuneration of members of the Board and Management.

The Board shall therefore commit at all times to full disclosure of material information dealings. It shall cause the filing of all required information through the appropriate Exchange mechanisms for listed companies and submissions to the Commission for the interest of its stockholders and other stakeholders. The Corporation shall have a policy requiring all directors and officers to disclose/report to the Corporation any dealings in the Corporation's shares within three (3) business days.

The Board shall fully disclose all relevant and material information on individual board members and key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.

The Corporation shall provide a clear disclosure of its policies and procedure for setting Board and executive remuneration, as well as the level and mix of the same in the Annual Corporate Governance Report.

The material or significant RPTs reviewed and approved during the year should be disclosed in its Annual Corporate Governance Report.

The Corporation's corporate governance policies, programs, and procedures shall be submitted to the regulators and posted on the Corporation's website.

23. PENALTIES FOR NON-COMPLIANCE WITH THE MANUAL

To strictly observe and implement the provisions of this Manual, the following penalties shall be imposed, after notice and hearing, on the company's directors, officers, staff, subsidiaries and affiliates and their respective directors, officers and staff in case of violation of any of the provision of this Manual:

affiliates and their respective directors, officers and staff in case of violation of any of the provision of this Manual:

- In case of **first violation**, the subject person shall be reprimanded.
- Suspension from office shall be imposed in case of **second violation**. The duration of the suspension shall depend on the gravity of the violation.
- **For third violation**, the maximum penalty of removal from office shall be imposed.
- The Board shall nevertheless have the discretion either to impose additional penalties or lessen the above penalties based on the presence of aggravating or mitigating circumstances accompanying the violation of this Manual.

The commission of a third violation of this Manual by any member of the board of the company or its subsidiaries and affiliates shall be a sufficient cause for removal from directorship.

The Compliance Officer shall be responsible for determining violation/s through notice and hearing and shall recommend to the Chairman of the Board the imposable penalty for such violation, for further review and approval of the Board.

24. EFFECTIVE DATE

This Revised Manual, which supersedes the previous Manual on Corporate Governance as amended, shall take effect upon approval by the Board of Directors, and shall be complied with in all respects as soon as reasonably practicable and in any event within three (3) months from the date of such approval.



MANUEL B. VILLAR, JR.
Chairman of the Board



MA. NALEN S.J. ROSERO
Compliance Officer