

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2 (c) THEREUNDER



1. Date of Report (Date of earliest event reported): **May 24, 2017**
2. SEC Identification Number: **4429**
3. BIR Tax Identification No. **050-000-164-442**
3. Exact name of issuer as specified in its charter :

MANILA MINING CORPORATION

5. **Makati City**
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **20th Floor, Lepanto Building**
8747 Paseo de Roxas, Makati City, Philippines
Address of principal office: _____ Postal Code _____
8. Issuer's telephone number, including area code: **(632) – 815-9447**
9. Former name or former address, if changed since last report: N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC:

Title of Each Class:	No. of Shares of Common Stock Outstanding
Class "A"	155,796,086,372
Class "B"	103,790,702,331

11. Indicate the item numbers reported herein: **New Manual on Corporate Governance**
- 12.

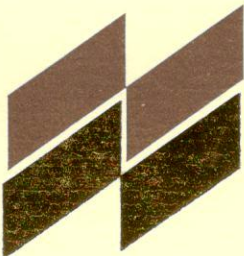
SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Manila Mining Corporation
Registrant


ODETTE A. JAVIER
Assistant Corporate Secretary

Date : 24 May 2017



Manila Mining Corporation

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24 May 2017

Disclosure Department
Listings and Disclosure Group
Philippine Stock Exchange, Inc.
PSE Centre, Ayala Avenue
Makati City

Attention: **Ms. Janet A. Encarnacion**
Head, Disclosure Department

Re: Revised Manual on Corporate Governance

Gentlemen:

In compliance with the Revised Code of Corporate Governance of Securities and Exchange Commission, we hereby submit the Manila Mining Corporation's Revised Manual on Corporate Governance which has been approved at the special meeting of the Board of Directors this afternoon.

Very truly yours,


ODETTE A. JAVIER
Asst. Corporate Secretary

cc: SEC

MANILA MINING CORPORATION

NEW MANUAL ON CORPORATE GOVERNANCE

The Board of Directors and Management of MANILA MINING hereby commit themselves to the guiding principles and best practices contained in this manual for the attainment of corporate goals.

DEFINITION OF TERMS

Corporate Governance – the system of stewardship and control to guide organizations in fulfilling their long-term economic, moral, legal and social obligations towards their stakeholders, the purpose of which is to maximize the organization's long-term success, creating sustainable value for its shareholders, stakeholders and the nation.

Board of Directors – the governing body elected by the stockholders that exercises the corporate powers of a corporation, conducts all its business and controls its properties.

Management – a group of executives given the authority by the Board of Directors to implement the policies it has laid down in the conduct of the business of the corporation.

Independent director – a person who is independent of management and the controlling shareholder, and is free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director.

Executive director – a director who has executive responsibility of day-to-day operations of a part or the whole of the organization.

Non-executive director – a director who has no executive responsibility and does not perform any work related to the operations of the corporation.

Conglomerate – a group of corporations that has diversified business activities in varied industries, whereby the operations of such businesses are controlled and managed by a parent corporate entity.

Internal control – a process designed and effected by the board of directors, senior management, and all levels of personnel to provide reasonable assurance on the achievement of objectives through efficient and effective operations; reliable, complete and timely financial and management information; and compliance with applicable laws, regulations, and the organization's policies and procedures.

Enterprise Risk Management – a process, effected by the Board of Directors, management and other personnel, applied in strategy setting and across the enterprise that is designed to identify potential events that may affect the entity, manage risks to be within its risk appetite, and provide reasonable assurance regarding the achievement of entity objectives.²

Related Party – shall cover the company's subsidiaries, as well as affiliates and any party (including their subsidiaries, affiliates and special purpose entities), that the company exerts direct or indirect control over or that exerts direct or indirect control over the company; the company's

directors; officers; shareholders and related interests (DOSRI), and their close family members, as well as corresponding persons in affiliated companies. This shall also include such other person or juridical entity whose interest may pose a potential conflict with the interest of the company.

Related Party Transactions – a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged. It should be interpreted broadly to include not only transactions that are entered into with related parties, but also outstanding transactions that are entered into with an unrelated party that subsequently becomes a related party.

Stakeholders – any individual, organization or society at large who can either affect and/or be affected by the company's strategies, policies, business decisions and operations, in general. This includes, among others, customers, creditors, employees, suppliers, investors, as well as the government and community in which it operates.

A. THE BOARD'S GOVERNANCE RESPONSIBILITIES

ARTICLE 1. ESTABLISHING A COMPETENT BOARD

The company shall be headed by a competent, working board to foster the long-term success of the corporation and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long-term best interests of its shareholders and other stakeholders.

- 1.1. The Board shall be composed of nine directors with a collective working knowledge, experience or expertise that is relevant to mining. The Board should always ensure that it has an appropriate mix of competence and expertise and that its members remain qualified for their positions individually and collectively, to enable it to fulfill its roles and responsibilities and respond to the needs of the organization based on the evolving business environment and strategic direction.
- 1.2. The Board shall be 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.
- 1.3. The Company shall provide training for its directors, including an orientation program for first-time directors and relevant annual continuing training for all directors.
- 1.4. The Board hereby adopts a board diversity policy to ensure that the Company benefits from a healthy exchange of ideas from a diverse mix of expertise, experience and skills.
 - 1.4.1. Diversity relates to, among others, business experience, geography, age, gender, and profession.
 - 1.4.2. It is ideal to have at least one woman in the Board of Directors.
 - 1.4.3. The Company will periodically assess the expertise, experience, skills and backgrounds of its directors in light of the needs of the Board, including the extent to which the current composition of the Board reflects a diverse mix of knowledge, experience, skills and backgrounds.
- 1.5. The Board shall be assisted in its duties by a Corporate Secretary, who should be

a separate individual from the Compliance Officer. He/she should annually attend a training on corporate governance. The Corporate Secretary is primarily responsible to the corporation and its shareholders, and not to the Chairman or President of the Company and has, among others, the following duties and responsibilities:

- a. Assists 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;
- b. Safe keeps and preserves the integrity of the minutes of the meetings of the Board and its committees, as well as other official records of the corporation;
- c. Keeps abreast of relevant laws, regulations, all governance issuances, relevant industry developments and operations of the corporation, and advises the Board and the Chairman on all relevant issues as they arise;
- d. Works fairly and objectively with the Board, Management and stockholders and contributes to the flow of information between the Board and management, the Board and its committees, and the Board and its stakeholders, including shareholders;
- e. Advises on the establishment of board committees and their terms of reference;
- f. Informs members of the Board, in accordance with the by-laws, of the agenda of their meetings at least five working days in advance, and ensures that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval;
- g. Attends all Board meetings, except when justifiable causes, such as illness, death in the immediate family and serious accidents, prevent him/her from doing so;
- h. Performs required administrative functions;
- i. Oversees the drafting of the by-laws and ensures that they conform with regulatory requirements; and
- j. Performs such other duties and responsibilities as may be provided by the SEC.

1.6. The Board shall appoint a Compliance Officer, who shall have a rank of Vice President or an equivalent position with adequate stature and authority in the corporation. The Compliance Officer is ideally not a member of the Board of Directors and should annually attend a training on corporate governance. He/she has, among others, the following duties and responsibilities:

- a. Ensures proper onboarding of new directors (i.e., orientation on the company's business, charter, articles of incorporation and by-laws, among others);
- b. Monitors, reviews, evaluates and ensures the compliance by the corporation, its officers and directors with the relevant laws, this Code, rules and regulations and all governance

issuances of regulatory agencies;

- c. Reports the matter to the Board if violations are found and recommends the imposition of appropriate disciplinary action;
 - d. Ensures the integrity and accuracy of all documentary submissions to regulators;
 - e. Appears before the SEC when summoned in relation to compliance with this Code;
 - f. Collaborates with other departments to properly address compliance issues, which may be subject to investigation;
 - g. Identifies possible areas of compliance issues and works towards the resolution of the same;
 - h. Ensures the attendance of board members and key officers to relevant trainings; and i.
- Performs such other duties and responsibilities as may be prescribed by the SEC.

ARTICLE 2. ESTABLISHING CLEAR ROLES AND RESPONSIBILITIES OF THE BOARD

The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to shareholders and other stakeholders.

- 2.1. The Board members shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company and all shareholders.
- 2.2. The Board shall oversee the development of and approve the company's business objectives and strategy, and monitor their implementation, in order to sustain the company's long-term viability and strength.
- 2.3. The Board shall be headed by a competent and qualified Chairperson whose roles and responsibilities include, among others, the following:
 - a. Makes 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;
 - b. Guarantees that the Board receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound decisions;
 - c. Facilitates discussions on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual directors;
 - d. Ensures that the Board sufficiently challenges and inquires on reports submitted and

representations made by Management;

- e. Assures the availability of proper orientation for first-time directors and continuing training opportunities for all directors; and
 - f. Makes sure that performance of the Board is evaluated at least once a year and discussed/followed up on.
- 2.4. The Board shall 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 the shareholders' 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.
- 2.5. The Board shall align the remuneration of key officers and board members with the long-term interests of the company. 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.
- 2.6. The Board's previously adopted Nomination Committee Guidelines includes the procedure for nomination and grounds for disqualification of Directors.
- 2.7. The Board has adopted group-wide policies on related party transactions (RPTs) and other unusual or infrequently occurring transactions, particularly those which pass certain thresholds of materiality. The policy includes the appropriate review and approval of material or significant RPTs, which guarantee fairness and transparency of the transactions. The policy should encompass all entities within the group, taking into account their size, structure, risk profile and complexity of operations.
- 2.8. The Board is primarily responsible for approving the selection and assessing the performance of the Management led by the Chief Executive Officer (CEO).
- 2.9. The Board shall establish an effective performance management framework that will ensure that the Management, including the Chief Executive Officer, and personnel's performance is at par with the standards set by the Board and Senior Management.
- 2.10. The Board shall 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 shall also approve the Internal Audit Charter.
- 2.11. The Board shall 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.

ARTICLE 3. ESTABLISHING BOARD COMMITTEES

Board committees shall be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

- 3.1. The Board shall establish board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.
- 3.2 The Board has established an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations. The committee should be composed of at least three appropriately qualified non-executive directors, the Chairman of whom 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 Audit Committee has the following duties and responsibilities, among others:

- a. Recommends the 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;
- b. Through the Internal Audit (IA) Department, monitors and evaluates 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 company's resources and ensure their effective utilization, (b) prevent occurrence of fraud and other irregularities, (c) protect the accuracy and reliability of the company's financial data, and (d) ensure compliance with applicable laws and regulations;
- c. Oversees the Internal Audit Department, and recommends the appointment and/or grounds for approval of an internal audit head. The Audit Committee should also approve the terms and conditions for outsourcing internal audit services;
- d. Establishes and identifies 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;
- e. Reviews and monitors Management's responsiveness to the Internal Auditor's findings and recommendations;
- f. Prior to the commencement of the audit, discusses with the External Auditor the nature, scope and expenses of the audit, and ensures the proper coordination if

more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts;

- g. Evaluates and determines the non-audit work, if any, of the External Auditor, and periodically reviews 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 independence³. The non-audit work, if allowed, should be disclosed in the corporation's Annual Report and Annual Corporate Governance Report;
 - h. Reviews and approves 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
 - i. Reviews the disposition of the recommendations in the External Auditor's management letter;
 - j. Performs 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;
 - k. Coordinates, monitors and facilitates compliance with laws, rules and regulations;
 - l. Recommends to the Board the appointment, reappointment, removal and fees of the External Auditor, duly accredited by the Commission, 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
 - m. The Audit Committee meets with the Board as often as possible without the presence of the CEO or other management team members, and periodically meets with the head of the internal audit.
- 3.3. The Board may establish a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities. It should be composed of at least three members including an independent director, and has the following duties and functions, among others:
- a. Oversees the implementation of the corporate governance framework and periodically reviews 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. Oversees the periodic performance evaluation of the Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance;
 - c. Ensures 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. Recommends 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. Adopts corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance;
 - f. Proposes and plans relevant trainings for the members of the Board;
 - g. Establishes 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.
- 3.4. All established committees shall 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. It should also be fully disclosed on the company's website.

ARTICLE 4. FOSTERING COMMITMENT

To show full commitment to the company, the directors shall 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.

- 4.1. The directors shall as much as possible attend in person or through tele-/video conferencing all meetings of the Board, including Committees they are members of, and Shareholders' meetings, and actively participate therein., In Board and Committee meetings, directors are encouraged to ask the necessary questions or seek clarifications and explanations.
- 4.2. The non-executive directors of the Board shall concurrently serve as directors to a maximum of five publicly listed companies 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 company.
- 4.3. A director shall notify the Board where he/she is an incumbent director before accepting a directorship in another company.

ARTICLE 5. REINFORCING BOARD INDEPENDENCE

The board shall endeavor to exercise an objective and independent judgment on all corporate affairs.

- 5.1. The Board shall have at least two independent directors, or such number as to constitute at least twenty percent of the members of the Board, whichever is higher.
- 5.2. The Board shall ensure that its independent directors possess the necessary qualifications and none of the disqualifications for an independent director to hold the position. The ideal Independent Director:
 - a. Is not, or has not been a senior officer or employee of the covered company in the last 5 years preceding his election unless there has been a change in the controlling ownership of the company;
 - b. Is not, and has not been in the three years immediately preceding the election, a director of the covered company; a director, officer, employee of the covered company's subsidiaries, associates, affiliates or related companies; or a director, officer, employee of the covered company's substantial shareholders and its related companies;
 - c. Has not been appointed in the covered company, 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 years immediately preceding his election;
 - d. Is not an owner of more than two percent (2%) of the outstanding shares of the covered company, its subsidiaries, associates, affiliates or related companies;
 - e. Is not a relative of a director, officer, or substantial shareholder of the covered company 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 covered company 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 covered company, any of its related companies or substantial shareholder, or is otherwise independent of Management and free from any business or other relationship within the three 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 covered company 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 covered company 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 covered company's executives serve as directors.
- 5.3 The Board's independent directors shall serve for a maximum cumulative term of nine years. After which, the independent director should be perpetually barred from re- election as such in the same company, but may continue to qualify for nomination and election as a non-independent director. In the instance that a company wants to retain an independent director who has served for nine years, the Board should provide meritorious justification/s and seek shareholders' approval during the annual shareholders' meeting.
- 5.4 The positions of Chairman of the Board and Chief Executive Officer should as much as possible be held by separate individuals. The CEO has the following roles and responsibilities, among others:
- a. Determines the corporation's strategic direction and formulates and implements its strategic plan on the direction of the business;
 - b. Communicates and implements the corporation's vision, mission, values and overall strategy and promotes any organization or stakeholder change in relation to the same;
 - c. Oversees the operations of the corporation and manages human and financial resources in accordance with the strategic plan;
 - d. Has a good working knowledge of the corporation's industry and market and keeps up-to-date with its core business purpose;
 - e. Directs, evaluates and guides the work of the key officers of the corporation;
 - f. Manages the corporation's resources prudently and ensures a proper balance of the same;
 - g. Provides the Board with timely information and interfaces between the Board and the employees;
 - h. Builds the corporate culture and motivates the employees of the corporation; and
 - i. Serves as the link between internal operations and external stakeholders.
- 5.5. A director with a material interest in any transaction affecting the corporation should

abstain from taking part in the deliberations for the same.

- 5.6. The non-executive directors (NEDs) shall have separate periodic meetings with the external auditor and 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. The meetings should be chaired by the lead independent director.

ARTICLE 6. ASSESSING BOARD PERFORMANCE

The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

- 6.1. The Board shall conduct an annual self-assessment of its performance, including the performance of the Chairman, individual members and committees.
- 6.2. 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.

ARTICLE 7. STRENGTHENING BOARD ETHICS

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

- 7.1. The Board has adopted a Code of Business Conduct and Ethics, which provides standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings. The Code is properly disseminated to the Board, senior management and employees. It should also be disclosed and made available to the public through the company website.
- 7.2. The Board shall ensure the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.

B. DISCLOSURE AND TRANSPARENCY

ARTICLE 8. ENHANCING COMPANY DISCLOSURES POLICIES AND PROCEDURES

It is the Board's policy to adhere to and ensure compliance with all the disclosure rules under relevant law and the rules of the SEC and the PSE.

- 8.1. It is the Board's policy to ensure that comprehensive, accurate, reliable and timely reports are made to shareholders and other stakeholders that give a fair and complete picture of the Company's financial condition, results and business operations.

- 8.2. The Company has adopted an Insider Trading Policy requiring all directors and officers to disclose/report their dealings in the company's shares and to observe SEC and PSE rules and regulations on such trading of shares.
- 8.3. 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.
- 8.4. The company 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.
- 8.5. The Company shall disclose its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in its New Manual on Corporate Governance. The material or significant RPTs reviewed and approved during the year should be disclosed in its Annual Corporate Governance Report.
- 8.6. The company shall make a full, fair, accurate and timely disclosure to the public of every material fact or event that occurs, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders. Moreover, the Board will consider appointing an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of major assets.
- 8.7. The company's corporate governance policies, programs and procedures should be contained in its Manual on Corporate Governance, which should be submitted to the regulators and posted on the company's website.

ARTICLE 9. STRENGTHENING THE EXTERNAL AUDITOR'S INDEPENDENCE AND IMPROVING AUDIT QUALITY

The company 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.

- 9.1. 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 and approved by the Board. The appointment should be 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.
- 9.2. The Audit Committee Charter shall include the Audit Committee's responsibility on (a) assessing the integrity and independence of external auditors; (b) 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 should also contain the Audit Committee's responsibility in reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.

- 9.3 The company 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.

ARTICLE 10. INCREASING FOCUS ON NON-FINANCIAL AND SUSTAINABILITY REPORTING

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

The Board shall ensure that non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability, are properly disclosed. Companies should adopt a globally recognized standard/framework in reporting sustainability and non-financial issues.

ARTICLE 11. PROMOTING A COMPREHENSIVE AND COST-EFFICIENT ACCESS TO RELEVANT INFORMATION

The company 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 company shall consider 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.

C. INTERNAL CONTROL SYSTEM AND RISK MANAGEMENT FRAMEWORK

ARTICLE 12. STRENGTHENING THE INTERNAL CONTROL SYSTEM AND ENTERPRISE RISK MANAGEMENT FRAMEWORK

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

- 12.1 The Company shall 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.
- 12.2 The Company shall 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 company's operations. The following are the functions of the internal audit, among others:

- a. 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 (1) promoting the right values and ethics, (2) ensuring effective performance management and accounting in the organization, (3) communicating risk and control information, and (4) coordinating the activities and information among the Board, external and internal auditors, and Management;
- b. Performs regular and special audit as contained in the annual audit plan and/or based on the company's risk assessment;
- c. Performs consulting and advisory services related to governance and control as appropriate for the organization;
- d. Performs compliance audit of relevant laws, rules and regulations, contractual obligations and other commitments, which could have a significant impact on the organization;
- e. Reviews, audits and assesses the efficiency and effectiveness of the internal control system of all areas of the company;
- f. 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;
- g. Evaluates specific operations at the request of the Board or Management, as appropriate; and
- h. Monitors and evaluates governance processes.

The Board shall determine whether the Company's internal audit activity may be a fully resourced activity housed within the organization or may be outsourced.

D. CULTIVATING A SYNERGIC RELATIONSHIP WITH SHAREHOLDER

ARTICLE 13. PROMOTING SHAREHOLDER RIGHTS

The company shall treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

13.1. The Board will ensure that the Company will observe all basic shareholders' rights.

13.2. The Board shall encourage active shareholder participation by sending timely notices of all shareholders' meetings in accordance with its By-Laws and SEC Rules and Regulations.

- 13.3 The Board shall make the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day. In addition, the Minutes of the Annual and Special Shareholders' Meeting should be available on the company website within five business days from the end of the meeting.
- 13.4 The Board shall consider providing an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner. This should be included in the company's Manual on Corporate Governance.

E. DUTIES TO STAKEHOLDERS

ARTICLE 14. RESPECTING 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.

- 14.1 The Board shall identify the company's various stakeholders and promote cooperation between them and the company in creating wealth, growth and sustainability.
- 14.2 The Board shall establish clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.
- 14.3 The Board shall adopt a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.

ARTICLE 15. ENCOURAGING EMPLOYEES' PARTICIPATION

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

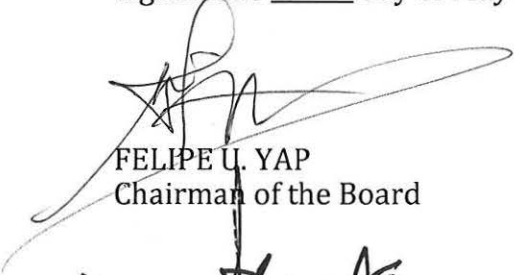
- 15.1 The Board shall establish policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.
- 15.2 The Board has adopted a Code of Conduct and Whistle Blower Policy that allows employees to freely communicate their 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. Further, the Board shall disseminate the policies and programs to employees across the organization through trainings to embed them in the company's culture.

ARTICLE 16. ENCOURAGING SUSTAINABILITY AND SOCIAL RESPONSIBILITY

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

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

Signed this ____ day of May 2017.



FELIPE U. YAP
Chairman of the Board



RENE F. CHANYUNGCO
Compliance Officer