



MEMORANDUM

CN - No. 2016-0003

The Philippine Stock Exchange, Inc.

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|------------------------|---|
| _____ Trading Rules | _____ Computer Systems Update |
| _____ Membership Rules | _____ Administrative Matters |
| _____ Listing Rules | _____ Others: <u>2015 Corporate Governance Guidelines Disclosure Survey Submission</u> |

TO : ALL LISTED COMPANIES

DATE : January 18, 2016

Subject : REMINDER FOR THE SUBMISSION OF THE 2015 CORPORATE GOVERNANCE GUIDELINES DISCLOSURE SURVEY

We would like to remind all Listed Companies on the requirement for submission of their accomplished Corporate Governance Guidelines Disclosure Survey ("CG Guidelines Disclosure Survey" or "Disclosure Survey") covering the year 2015.

With reference to PSE Memorandum Circular No. 2014-0002 dated January 10, 2014, the deadline for submission of the CG Guidelines Disclosure Survey shall be at the end of the first quarter of each ensuing year. For this year, submissions shall be made on or before March 31, 2016, Thursday. Submissions shall be done via the PSE EDGE System wherein the accomplished Surveys shall be attached to its corresponding EDGE Form - PSE Disclosure Form CGR-1.

Besides providing a mechanism by which investors can be informed of the corporate governance practices of the companies they are invested in, the CG Guidelines Disclosure Survey will be used as a basis for screening Listed Companies under Phase 1 of the evaluation process for the annual PSE Bell Awards for Corporate Governance ("PSE Bell Awards"). Now in its fifth year, the PSE Bell Awards will again recognize Listed Companies and Trading Participants that have demonstrated outstanding adherence to high standards of corporate governance and compliance with rules and regulations. The PSE will validate all submissions, primarily against publicly available information. Non-submission of the CG Guidelines Disclosure Survey will result in the automatic disqualification of a Listed Company from consideration for the PSE Bell Awards.

Similarly, as per PSE Memorandum Circular No. 2015-0072 dated February 18, 2015, the CG Guidelines Disclosure Survey shall be answerable under the "Apply or Explain" regime wherein listed companies are required to affirm their application or adoption of the best practice recommendations under each CG Guideline, or explain the reason for not applying these and/or state any alternative action or variation they have adopted.

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| FID/CSD | Market Regulation Division | Issuer Regulation Division | Technology Division | Market Operation Division | Capitals Markets Dev't Division | Office of the General Counsel |
| Tel.# 688-7561/6887508 | Tel. # 688-7541 | Tel. # 688-7510 | Tel. # 688-7480 | Tel. # 819-4430 | Tel. # 688-7534 | Tel. # 688-7411 |



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We encourage Listed Companies to indicate under the "Explain" column the specific source or corporate document/s proving their compliance with or adoption of each best practice recommendation to effectively assist the PSE in its evaluation process for the PSE Bell Awards. Listed Companies may also attach additional information or documents as they deem necessary. To illustrate, please refer to "Annex A". Lastly, the accomplished CG Guidelines Disclosure Survey need not be notarized but should be signed by an Independent Director and the President or Chief Executive Officer of the company.

The CG Guidelines Disclosure Survey Template and other information on the PSE Bell Awards are available in the PSE Website under "Governance". For further queries, PSE's Corporate Governance Office may be reached through cgo@pse.com.ph or (02) 688-7473.

For your information and guidance.

J. ARGEL G. ASTUDILLO
 Vice President,
 Governance, Risk and Compliance

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Annex "A"
Sample

THE PHILIPPINE STOCK EXCHANGE, INC.

Corporate Governance Guidelines for Listed Companies

Disclosure Template for the Year 2015

Company Name:

| | APPLY | EXPLAIN |
|--|-------|---------|
| Guidelines No.1: DEVELOPS AND EXECUTES A SOUND BUSINESS STRATEGY | | |
| 1.1 Have a clearly defined vision, mission and core values. | | |
| 1.2 Have a well-developed business strategy. | | |
| 1.3 Have a strategy execution process that facilitates effective performance management, and is attuned to the company's business environment, management style and culture. | | |

Company Name:

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| 1.4 Have its board continually engaged in discussions of strategic business issues. | | |
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Company Name:

| Guidelines No.2: ESTABLISHES A WELL-STRUCTURED AND FUNCTIONING BOARD | | |
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| 2.1 Have a board composed of directors of proven competence and integrity. | | |
| 2.2 Be led a chairman who shall ensure that the board functions in an effective and collegial manner. | | |

CORPORATE GOVERNANCE GUIDELINES: DISCLOSURE SURVEY

Date:

Company Name:

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| <p>2.3 Have at least three (3) or thirty percent (30%), whichever is higher, of its directors as independent directors.</p> | | |
| <p>2.4 Have in place written manuals, guidelines and issuances that routine procedures and processes.</p> | | |
| <p>2.5 Have Audit, Risk, Governance and Nomination and Election Committees.</p> | | |
| <p>2.6 Have its Chairman and CEO positions held separately by individuals who are not related to each other.</p> | | |

Company Name:

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| <p>2.7 Have a directors nomination and election process that ensures that all shareholders are given the opportunity to nominate and elect directors individually based on the number of shares voted.</p> | | |
| <p>2.8 Have in place a formal board and director development program.</p> | | |

Company Name:

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| <p>2.9 Have a corporate secretary.</p> | | |
| <p>2.10 Have no shareholder agreement, by-laws provisions, or other arrangements that constrains the directors' ability to vote independently.</p> | | |
| <p>Guideline No. 3: MAINTAINS A ROBUST INTERNAL AUDIT AND CONTROL SYSTEM</p> | | |
| <p>3.1 Establish the internal audit function as a separate unit in the company which would be overseen at the Board level.</p> | | |

Company Name:

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| 3.2 Have a comprehensive enterprise-wide compliance program that is annually reviewed. | | |
| 3.3 Institutionalize quality service programs for the internal audit function. | | |
| 3.4 Have in place a mechanism that allows employees, suppliers and other stakeholders to raise valid issues. | | |

Company Name:

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| <p>3.5 Have the Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.</p> | | |
| <p>Guidelines No. 4: RECOGNIZES AND MANAGES ITS ENTERPRISE RISKS</p> | | |
| <p>4.1 Have its board oversee the company's risk management function.</p> | | |
| <p>4.2 Have a formal risk management policy that guides the company's risk management and compliance processes and procedures.</p> | | |

CORPORATE GOVERNANCE GUIDELINES: DISCLOSURE SURVEY

Date:

Company Name:

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| <p>4.3 Design and undertake its Enterprise Risk Management (ERM) activities on the basis of, or in accordance with, internationally recognized frameworks such as but not limited to, COSO (The Committee of Sponsoring Organizations of the Treadway Commission) I and II.</p> | | |
| <p>4.4 Have a unit at the management level, headed by Risk Management Officer (RMO).</p> | | |
| <p>4.5 Disclose sufficient information about its risk management procedures and processes as well as the key risks the company is currently facing including how these are being managed.</p> | | |
| <p>4.6 Seek external technical support in risk management when such competence is not available Internally.</p> | | |

Company Name:

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| <p>Guidelines No. 5: ENSURES THE INTEGRITY OF FINANCIAL REPORTS AS WELL AS ITS EXTERNAL AUDITING</p> | | |
| <p>5.1 Have the board Audit Committee approve all non-audit services conducted by the external auditor. The Committee should ensure that the non-audit fees do not outweigh the fees earned from the external audit.</p> | | |
| <p>5.2 Ensure that the external auditor is credible, competent, and should have the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p> | | |

Company Name:

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| 5.3 Ensure that the external auditor has adequate quality control procedures. | | |
| 5.4 Disclose relevant information on the external auditors. | | |

Company Name:

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| <p>5.5 Ensures that the external audit firm is selected on the basis of a fair and transparent tender process.</p> | | |
| <p>5.6 Have its audit committee conduct regular meetings and dialogues with the external audit team without anyone from management present.</p> | | |
| <p>5.7 Have the financial reports attested to by the Chief Executive Officer and Chief Financial Officer.</p> | | |

Company Name:

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| <p>5.8 Have a policy of rotating the lead audit partner every five years.</p> | | |
| <p>Guidelines No. 6: RESPECTS AND PROTECTS THE RIGHTS OF ITS SHAREHOLDERS, PARTICULARLY THOSE THAT BELONG TO THE MINORITY OR NON-CONTROLLING GROUP</p> | | |
| <p>6.1 Adopt the principle of "one share, one vote."</p> | | |
| <p>6.2 Ensure that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p> | | |

Company Name:

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| <p>6.3 Have an effective, secure and efficient voting system.</p> | | |
| <p>6.4 Have effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.</p> | | |
| <p>6.5 Provide all shareholders with the notice and agenda of the annual general meeting (AGM) at least thirty (30) days before a regular meeting and twenty (20) days before a special meeting.</p> | | |

Company Name:

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| <p>6.6 Allow shareholders to call a special shareholders meeting, submit a proposal for consideration at the AGM or the special meeting, and ensure the attendance of the external auditor and other relevant individuals to answer shareholder questions in such meetings.</p> | | |
| <p>6.7 Ensure that all relevant questions during the AGM are answered.</p> | | |

Company Name:

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| <p>6.8 Have clearly articulated and enforceable policies with respect to treatment of minority shareholders.</p> | | |
| <p>6.9 Avoid anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group.</p> | | |

Company Name:

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| 6.10 Provide all shareholders with accurate and timely information regarding the number of shares of all classes held by controlling shareholders and their affiliates. | | |
| 6.11 Have a communication strategy to promote effective communication with shareholders. | | |
| 6.12 Have at least thirty percent (30%) public float to increase liquidity in the market. | | |

Company Name:

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| <p>6.13 Have a transparent dividend policy.</p> | | |
| <p>Guidelines No. 7: ADOPTS AND IMPLEMENTS AN INTERNATIONALLY-ACCEPTED DISCLOSURE AND</p> | | |
| <p>7.1 Have written policies and procedures designed to ensure compliance with the PSE and SEC disclosure rules, as well as other disclosure requirements under existing laws and regulations.</p> | | |

Company Name:

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| 7.2 Disclose the existence, justification, and details on shareholders agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company. | | |
| 7.3 Disclose its director and executive compensation policy. | | |

CORPORATE GOVERNANCE GUIDELINES: DISCLOSURE SURVEY

Date:

Company Name:

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| <p>7.4 Disclose names of groups of individuals who hold five percent (5%) or more ownership interest in the company, significant cross-shareholding relationship and cross guarantees, as well as the nature of the company's other companies if it belongs to a corporate group.</p> | | |
| <p>7.5 Disclose annual and quarterly consolidated reports, cash flow statements and special audit revisions. Consolidated financial statements shall be published within ninety (90) days from the end of the financial year, while interim reports shall be published within forty-five (45) days from the end of the reporting period.</p> | | |
| <p>7.6 Disclose to shareholders and the Exchange any changes to its corporate governance manual and practices, and the extent to which such practices conform to the SEC and PSE CG Guidelines.</p> | | |

Company Name:

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| <p>7.7 Publish and/or deliver to its shareholders in a timely fashion all information and materials relevant to corporate actions that require shareholder approval.</p> | | |
| <p>7.8 Disclose the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This shall also include the disclosure of the company's purchase of its shares from the market (e.g share buy-back program).</p> | | |

Company Name:

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| <p>7.9 Disclose in its annual report the principal risks to minority shareholders associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross- holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p> | | |
| <p>Guidelines No. 8: RESPECTS AND PROTECTS THE RIGHTS AND INTEREST OF EMPLOYEES, COMMUNITY, ENVIRONMENT, AND OTHER STAKEHOLDERS</p> | | |
| <p>8.1 Establish and disclose a clear policy statement that articulates the company's recognition and protection of the rights and interests of key stakeholders specifically its employees, suppliers and customers, creditors as well the community, environment and other key stakeholder groups.</p> | | |

Company Name:

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| <p>8.2 Have in place a workplace development program.</p> | | |
| <p>8.3 Have in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.</p> | | |
| <p>8.4 Have in place a community involvement program.</p> | | |
| <p>8.5 Have in place an environment-related program.</p> | | |

Company Name:

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| <p>8.6 Have clear policies that guide the company in its dealing with its suppliers, customers, creditors, analysts, market intermediaries and other market participants.</p> | | |
| <p>Guidelines No. 9: DOES NOT ENGAGE IN ABUSIVE RELATED-PARTY TRANSACTIONS AND INSIDER TRADING</p> | | |
| <p>9.1 Develop and disclose a policy governing the company’s transactions with related parties.</p> | | |
| <p>9.2 Clearly define the thresholds for disclosure and approval for RPTs and categorize such transactions according to those that are considered de minimis or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate of RPT within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p> | | |

Company Name:

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| <p>9.3 Establish a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions in shareholders meetings.</p> | | |
| <p>9.4 Have its independent directors or audit committee play an important role in reviewing significant RPTs.</p> | | |
| <p>9.5 Be transparent and consistent in reporting its RPTs. A summary of such transactions shall be published in the company's annual report.</p> | | |
| <p>9.6 Have clear policy in dealing with material non-public information by company insiders.</p> | | |

Company Name:

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| <p>9.7 Have a clear policy and practice of full and timely disclosure to shareholders of all material transactions with affiliates of the controlling shareholders, directors or management.</p> | | |
| <p>Guidelines No. 10: DEVELOPS AND NURTURES A CULTURE OF ETHICS, COMPLIANCE AND ENFORCEMENT</p> | | |
| <p>10.1 Formally adopt a code of ethics and proper conduct that guides individual behavior and decision making, clarify responsibilities, and inform other stakeholders on the conduct expected from company personnel.</p> | | |

Company Name:

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| <p>10.2 Have a formal comprehensive compliance program covering compliance with laws and relevant regulations. The program should include appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p> | | |
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Company Name:

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| <p>10.3 Not seek exemption from the application of a law, rule regulation especially when it refers to a corporate governance issue. Should it do so, it has to disclose the reason for such action as well present the specific steps being taken to finally comply with the applicable law, rule or regulation.</p> | | |
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Company Name:

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| 10.4 Have clear and stringent policies and procedures on curbing and penalizing company or employee involvement in offering, paying and receiving bribes. | | |
| 10.5 Have a designated officer responsible for ensuring compliance with all relevant laws, rules, and regulation, as well as all regulatory requirements. | | |
| 10.6 Respect intellectual property rights. | | |

Company Name:

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| 10.7 Establish and commit itself to an alternative dispute resolution system so that conflicts and difference with counterparties, particularly with shareholders and other key stakeholders, would be settled in a fair and expeditious manner. | | |
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This is to certify that the undersigned reviewed the contents of this document and to the best of my knowledge and belief, the information contained set forth in this documents is true, complete and correct.

Chairman (Independent director)

President and CEO