

COVER SHEET

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SEC Registration Number

[illegible]

(Company's Full Name)

[illegible]

(Business Address: No. Street City/Town/Province)

ATTY. JOSHUA L. CASTRO

(Contact Person)

819-0251

(Company Telephone Number)

3rd Wednesday of April

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Month Day
(Fiscal Year)

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Month Day
(Annual Meeting)

**Integrated Annual Corporate Governance Report
(I-ACGR) for 2018**

(Form Type)

Not Applicable

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

[illegible]

Domestic

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

LCU

[illegible]

Document ID

Cashier

Cashier

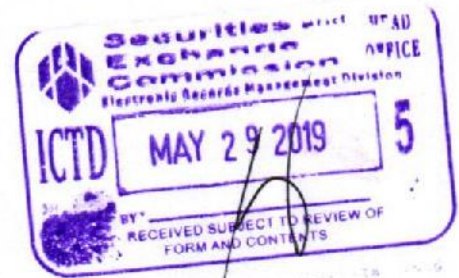
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**Securities and
Exchange
Commission**
PHILIPPINES



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year endedDecember 31, 2018.....
2. SEC Identification NumberPW-02..... 3. BIR Tax Identification No.002-103-216.....
4. Exact name of issuer as specified in its charterA. Soriano Corporation.....
5.Makati City, Philippines.....
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. 7th Floor, Pacific Star Building, Gil Puyat Avenue cor. Makati Avenue, Makati City1209.....
Address of principal office Postal Code
8.632-819-0251.....
Issuer's telephone number, including area code
9.N.A.
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

COMPLIANT/
NON-
COMPLIANT

ADDITIONAL INFORMATION

EXPLANATION

The Board's Governance Responsibilities

Principle 1: The company should be headed by a competent, working board to foster the long-term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long-term best interests of its shareholders and other stakeholders.

Recommendation 1.1

1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	A. Soriano Corporation's (the "Company") annual Information Statement ("IS") provides for the curriculum vitae of the Directors. http://www.anscor.com.ph/disclosures/sec-filings/	
2. Board has an appropriate mix of competence and expertise.	Compliant		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	Likewise, the Company's website provides for the curriculum vitae of the Directors and Corporate Officers. https://www.anscor.com.ph/about/board-of-directors-corporate-officers/ Also, Section 2.2 of the Company's Manual on Corporate Governance provides for qualifications of Directors. https://www.anscor.com.ph/corporate-governance/	

Recommendation 1.2

1. Board is composed of a majority of non-executive directors.	Compliant	As of September 7, 2018, of the 7 Directors of the Company, 5 or a majority, are non-executive directors, namely, Eduardo J.	
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		<p>Soriano, John Gokongwei, Jr., Oscar J. Hilado, Jose C. Ibazeta, and Roberto R. Romulo. The two other Directors are executive directors occupying executive positions in Anscor, namely, Andres Soriano III (President and CEO and Ernest K. Cuyegkeng (Executive VP and CFO).</p> <p>Both the 2018 IS and 2018 General Information Sheet ("GIS") of the Company provide for the type of directorship of the Directors, and their respective positions in the Company, if any, are also indicated therein.</p> <p>http://www.anscor.com.ph/disclosures/sec-filings/</p>	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>Section 2.2.4 of the Company's Manual on Corporate Governance specifically provides that "a Director shall, before assuming office, attend a seminar on Corporate Governance conducted by a duly recognized private or government institution. Thereafter, all directors and key officers of the Corporation shall attend, at least once a year, a relevant program on corporate governance conducted by training providers duly accredited by the Securities and Exchange Commission."</p>	

		https://www.anscor.com.ph/corporate-governance/ The Company does not have a separate Board Charter apart from its By-laws and Manual on Corporate Governance, which both documents already provide for Board governance, roles, responsibilities, qualifications, among others. While the Company does not have a separate Board Charter, the Directors and Key Officers are in fact compliant with the aforementioned policy on training of Directors and Key Officers.	
2. Company has an orientation program for first time directors.	Compliant	Section 2.2.4 of the Company's Manual on Corporate Governance specifically provides that "a Director shall, before assuming office, attend a seminar on Corporate Governance conducted by a duly recognized private or government institution. Thereafter, all directors and key officers of the Corporation shall attend, at least once a year, a relevant program on corporate governance conducted by training providers duly accredited by the Securities and Exchange Commission."	
3. Company has relevant annual continuing training for all directors.	Compliant	https://www.anscor.com.ph/corporate-governance/	

		<p>The Directors' respective Certificates of Attendance on corporate governance training for the year 2018 are posted in the Company's website. https://www.anscor.com.ph/disclosures/other-disclosures-to-pertinent-agencies/</p> <p>It is also posted at the PSE Edge Portal. http://edge.pse.com.ph/company-disclosures/form.do?cmpy_id=14 (filed under "Other SEC Forms, Reports and Requirements" dated July 5, 2018 and January 28, 2019).</p>	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	<p>The Board's diversity policy is focused on diversity in industry background of the Directors as reflected in Section 2.1.1 of the Company's Manual on Corporate Governance which provides that the Directors' "collective working knowledge, experience or expertise shall be relevant to the Corporation's industry sector or in other disciplines or industries which can provide other insights or diversity in the Board, to be elected by the Stockholders in accordance with the Corporation Code and the by-laws. https://www.anscor.com.ph/corporate-governance/</p>	

Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Not compliant		<p>Board diversity is focused on diversity in industry background which is relevant to a conglomerate like the Company.</p> <p>The Directors continue to have diverse backgrounds in different industries.</p>
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	<p>The Company's Corporate Secretary is Atty. Lorna Patayo-Kapunan. She is a Senior Partner of the law firm, Kapunan Garcia & Castillo Law Offices. The Corporate Secretary is a separate individual from Anscor's Compliance Officer, Atty. Joshua L. Castro. Atty. Kapunan is also not a member of the Board of Directors.</p> <p>The duties and functions of the Company's Corporate Secretary are found in Section 7, Article VI of its By-laws. https://www.anscor.com.ph/about/pdf-downloads/</p> <p>Other duties and responsibilities of the Corporate Secretary are also found in Sec. 3.3 of the Company's Manual on Corporate Governance. https://www.anscor.com.ph/corporate-governance/</p>	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		

		<p>Atty. Kapunan's curriculum vitae is found in the 2018 Information Statement of the Company. http://www.anscor.com.ph/disclosures/sec-filings/</p> <p>Likewise, the Company's website provides for the curriculum vitae of Atty. Kapunan. https://www.anscor.com.ph/about/board-of-directors-corporate-officers/</p>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	Atty. Kapunan attended a seminar on Corporate Governance conducted by Risk Opportunities, Assessment and Management, Inc. on February 3, 2017 at the RCBC Plaza, Makati City.	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Not compliant		Board materials are distributed prior to Board meetings but the number of days vary as this depends largely on the complexity and number of items or agenda to be discussed every meeting.
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	Anscor's Compliance Officer is Atty. Joshua Castro, and holds the rank of Vice President and Assistant Corporate Secretary. He is also the Head of the Corporate Services Department of Anscor, which includes Legal, HR, Admin, and Security. He is not a member of the Board.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Not compliant		While Atty. Castro does not hold the rank of SVP, his position as VP and Assistant Corporate Secretary and Head of Corporate Services Department, provides him with adequate stature and authority in the Corporation as to monitor and ensure compliance by Anscor, its Directors, Officers and Employees with pertinent laws,

			rules and regulations and other issuances of government agencies.
3. Compliance Officer is not a member of the Board.	Compliant	<p>The duties and responsibilities of the Compliance Officer are found in Sec. 3.4 of the Company's Manual on Corporate Governance. https://www.anscor.com.ph/corporate-governance/</p> <p>Atty. Castro's curriculum vitae is found in the 2018 Information Statement of the Company. http://www.anscor.com.ph/disclosures/sec-filings/</p> <p>Likewise, Anscor's website provides for the curriculum vitae of Atty. Castro. https://www.anscor.com.ph/about/board-of-directors-corporate-officers/</p>	
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>Atty. Castro attended a 3-hour seminar on Sustainability Reporting and Audit Committee effectiveness conducted by SGV on July 2, 2018. His Certificate of Attendance is posted in the Company's website and at the PSE Edge portal. https://www.anscor.com.ph/disclosures/other-disclosures-to-pertinent-agencies/ http://edge.pse.com.ph/openDiscViewer.do?edge_no=cbd5c8ad9b2229f243ca035510b6ec2b#sthash.vrOnwH3l.dpbs</p>	

Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

Recommendation 2.1

<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>Compliant</p>	<p>The Directors are provided Board materials prior to Board meetings in order to fully inform them of matters to be discussed during the Board meetings.</p> <p>Before deciding on any Board matter that requires Board decision, the matter is discussed by the Board taking into account the best interest of the Company.</p> <p>Pages 22-29 of the Company's 2018 Information Statement filed on March 8, 2019 contains the resolutions passed by the Board for the period February 22, 2018 to February 2, 2019.</p> <p>https://www.anscor.com.ph/disclosures/sec-filings/</p> <p>http://edge.pse.com.ph/openDiscViewer.do?edge_no=8c90dcb884a8e41f43ca035510b6ec2b#sthash.TiQdMUl0.dpbs</p>	
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Recommendation 2.2

<p>1. Board oversees the development, review and approval of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p>The Board approves investments undertaken by the Company pursuant to its business objectives and strategies and as recommended by the Company's Investment Committee.</p>	
<p>2. Board oversees and monitors the implementation of the company's business objectives and strategy.</p>	<p>Compliant</p>		

		<p>The Board regularly monitors the progress of these investments through updates provided by Management during Board meetings. Updates on Investments is a regular part of the agenda for each Board meeting.</p> <p>Board resolutions approving the investments of the Company for the previous year are included in the resolutions approved by the Board for the period February 22, 2018-February 21, 2019 as enumerated in pages 22-29 Company's 2018 Information Statement filed on March 8, 2019.</p> <p>https://www.anscor.com.ph/disclosures/sec-filings/</p>	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>The Company's vision, mission and core values is posted in its website.</p> <p>https://www.anscor.com.ph/about/mission-vision-values/</p> <p>The Board takes into account the Company's vision, mission and core values in its evaluation of potential investments.</p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Not compliant		While the Board does not have a formal strategy execution process, the Board evaluates and approves all major plans of action, mainly, investments of the Company as recommended by the Investment Committee.

			The implementation of these investments are monitored by the Board through regular updates during Board meetings.
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	Mr. Andres Soriano III is the Chairman of the Board of Directors. His curriculum vitae can be found at the Company's website. https://www.anscor.com.ph/about/board-of-directors-corporate-officers/	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Not compliant		<p>While the Board does not have a specific succession planning program, the Company has adequate procedures in place to ensure that Directors nominated for the Board and key officers and Management appointed by Board are competent and qualified for their respective positions.</p> <p>Sections 2 – 4, Article IV of the Company's bylaws provides for the qualifications and procedures for nominating and electing Directors. https://www.anscor.com.ph/about/pdf-downloads/</p> <p>Section 2.2 of the Company's Manual on Corporate Governance further provides for the qualifications and disqualifications of Directors. https://www.anscor.com.ph/corporate-governance/</p>

2. Board adopts a policy on the retirement for directors and key officers.	Not compliant		<p>Key officers and all other employees of the Company are covered by the Company's Retirement Plan. The Retirement Plan is administered by a bank and is duly accredited with the Bureau of Internal Revenue (BIR).</p> <p>However, the Board does not have a policy on retirement for Directors since per Section 1, Article IV of the Company's Bylaws, Directors have a term of one (1) year and are elected annually by the stockholders. Thus, the election of Directors are dependent on the shareholders.</p> <p>https://www.anscor.com.ph/about/pdf-downloads/</p>
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	<p>The Company has a Compensation Committee that evaluates remuneration of key officers and employees. In performing their function, the Compensation Committee ensures that compensation is consistent with the Company's culture, strategy and the business environment in which it operates.</p> <p>The Compensation Committee is guided by the provisions of the Company's Manual on Corporate Governance, Section 2.8.1 of which provides that the levels of remuneration in the Company should be sufficient to attract and retain the services of qualified and</p>	

		competent Directors and officers and should be aligned with the long-term interests of the Company. https://www.anscor.com.ph/corporate-governance/	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Not compliant		<p>While the Company does not have a formal policy specifying the relationship between remuneration and performance, the Compensation Committee ensures that remuneration are fair and reasonable taking into account the long-term interest of the Company.</p> <p>For bonuses, the Company has specific policy limiting the maximum amount of bonuses that may be given to 1% of the preceding year's net income for Directors and for officers, limited to 3% of such net income subject to approval by the Board.</p>
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Not compliant.		<p>The 2018 Compensation Committee is headed by an Independent Director and two Executive Directors as members.</p> <p>Notwithstanding the presence of two Executive Directors in the Compensation Committee, the Committee ensures that remuneration are fair and reasonable taking into account the long-term interest of the Company.</p>

Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Not compliant		<p>The Compensation Committee approves remuneration of senior executives.</p> <p>The Board has delegated to the The Compensation Committee the approval of remuneration for all employees.</p>
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Not compliant		<p>While the Company does not have a formal policy on remuneration of employees, the Compensation Committee in its evaluation of remuneration of employees, does in fact consider performance and takes into account the long-term interest of the Company.</p>
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	<p>Section 3, Article IV of the Company's Bylaws provides for the formal procedure for nominating and electing Directors.</p> <p>https://www.anscor.com.ph/about/pdf-downloads/</p>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	<p>Section 2.4 of the Company's Manual on Corporate Governance specifically provides for the nomination and election process of Directors.</p> <p>https://www.anscor.com.ph/corporate-governance/</p>	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.		<p>Both Section 3, Article IV of the Bylaws and Section 2.4 of the Manual on Corporate Governance provide that any shareholder entitled to vote for the election of</p>	

		<p>Directors may nominate Directors. This covers all shareholders owning at least 1 common share in the Company.</p> <p>https://www.anscor.com.ph/about/pdf-downloads/</p> <p>https://www.anscor.com.ph/corporate-governance/</p>	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	<p>Section 2.4.3 of the Manual on Corporate Governance provides that all nominations received including nominations from minority shareholders shall be reviewed and evaluated by the Nominations Committee.</p> <p>In addition to the review and evaluation of nominations by the Nominations Committee, Section 2.4.4 of the Manual provides that the Board by a majority vote may, in its discretion, determine and declare that a nomination was not made in accordance with the procedures or that a nominee is disqualified for election as Director.</p> <p>https://www.anscor.com.ph/corporate-governance/</p> <p>For the year 2018, only 7 nominations were received for the position of Directors. This is equivalent to the number of Directors to be elected.</p>	

5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Not compliant		The Company believes that current procedures on nomination, election and replacement of Directors as provided in the By-laws and Manual on Corporate Governance are adequate and effective.
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	Section 3 (b), Article IV of the By-laws and Section 2.4.2 of the Company's Manual on Corporate Governance set forth the information necessary to be provided for nominating Directors. This serves as guide for the Nomination Committee for its review and evaluation of the nominations. Further, the Company may reasonably request other information that may be necessary. https://www.anscor.com.ph/about/pdf-downloads/ https://www.anscor.com.ph/corporate-governance/	
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Not compliant		The Company believes that its contacts or network is extensive enough for searching for candidates to the Board of Directors making the use of professional search firms unnecessary.
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party	Not compliant		While the Company does not have formal group-wide policy on RPTs, the Company

transactions (RPTs) and other unusual or infrequently occurring transactions.			has a general policy on RPT posted in its website. https://www.anscor.com.ph/corporate-governance/companys-policies/
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Not compliant		Further, the Company rarely has related party transactions involving its directors and officers.
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Not compliant		In the event that such a related party transaction occur, the matter is submitted to the Board for evaluation and approval.
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Not compliant		The Company only has a general related party transaction policy which provides that only inter-company payables and receivables are permissible. Also, all related party transactions involving Directors and Officers are subject to evaluation and approval by the Board. https://www.anscor.com.ph/corporate-governance/companys-policies/ However, as disclosed in Item 5 (g), page 14 of the Company's Information Statement for 2018, no related party transactions were consummated or implemented during the year. http://www.anscor.com.ph/disclosures/sec-filings/
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Not compliant		Since related party transactions are infrequent and the same is submitted to the Board for evaluation and approval, the Company believes that it is no longer necessary to put in place a voting system

			<p>whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders meeting.</p> <p>Moreover, as a matter of policy the Company submits for ratification by the shareholders all acts, contracts, investments and resolutions of the Board of Directors and Management since the last annual meeting. Please see Notice of Annual Meeting of Stockholders including such ratification by shareholders as mentioned. The Notice is included in the 2018 Information Statement (after the cover page) of the Company. https://www.anscor.com.ph/disclosures/sec-filings/</p>
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Recommendation 2.8

<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	Compliant	<p>The Management Team of the Company is appointed annually by the Board during its Organizational Meeting.</p> <p>SEC Form 17-C Results of the Organizational Meeting of the Board of Directors filed on April 18, 2018 documents the appointment of the Management Team for the year 2018. http://www.anscor.com.ph/disclosures/sec-filings/</p> <p>The above is in conformity with Section 1, Article VI of the Company's By-Laws which provides</p>	
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		<p>for officers to be chosen and appointed by the Board of Directors.</p> <p>https://www.anscor.com.ph/about/pdf-downloads/</p> <p>For the year 2018, the following were appointed by the Board as officers of the Company:</p> <ol style="list-style-type: none"> 1. Andres Soriano III – President and CEO 2. Eduardo J. Soriano – Treasurer (retired as of September 7, 2018) 3. Ernest K. Cuyegkeng – EVP and CFO 4. William H. Ottiger – SVP and Corporate Development Officer 5. Narcisa M. Villaflor – VP and Comptroller 6. Lorna Patajo-Kapunan – Corporate Secretary 7. Joshua Castro – VP, Assistant Corporate Secretary and Compliance Officer 8. Ma. Victoria L. Cruz – Assistant VP 9. Salome M. Buhion – Assistant VP 	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Not compliant		While the Board does not have a formal policy on assessment of performance of Management, the Board is in fact primarily responsible for assessing the performance of the CEO and Management since Management is appointed annually by the Board during Organizational Meetings of the Company.

			Further, updates on the Company's financials and operations are provided by Management to the Board during the quarterly Board meetings which provides for opportunity for the Board to assess Management's performance based on results of operations of the Company.
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Not compliant.		While the Company does not have a formal management framework on Management's performance, the Board does in fact oversees the development and approves investments of the Company and monitor its implementation by Management through discussions during Board meetings. The Company believes that Board evaluation during Board meeting is sufficient to ensure that Management's performance in implementing approved investments is at par with standards set by the Board.
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Not compliant		While the Company does not have a formal management framework on personnel's performance, all personnel performance are evaluated annually by Management. The annual evaluation of every employee of the Company forms as basis for salary adjustments and promotions. The Company believes that that annual evaluation of personnel is sufficient to ensure that personnel's performance is at par with standards set by Management.
Recommendation 2.10			

1. Board oversees that an appropriate internal control system is in place.	Compliant	Section 2.6.1 of the Manual on Corporate Governance of the Company provides for the internal control responsibilities of the Board and specifically indicates that the control environment of the Company consists of (a) the Board, (b) Management, (c) organizational and procedural controls, and (d) an independent audit mechanism.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<p>Also, Section 2.9.1 of the Manual on Corporate Governance provides that the Board through the Audit Committee has oversight capability over the Company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations. https://www.anscor.com.ph/corporate-governance/</p> <p>The conflict of interest policy of the Company is posted in its website. https://www.anscor.com.ph/corporate-governance/companys-policies/</p> <p>Further, Section 2.5.1 (a) of the Manual on Corporate Governance mandates a Director to ensure that his personal interests do not conflict with the interests of the Company. https://www.anscor.com.ph/corporate-governance/</p>	

3. Board approves the Internal Audit Charter.	Not compliant		While the Company does not have a separate internal audit department, internal audit functions are performed from time to time by the accounting unit of a subsidiary. Further, the Company believes that internal control procedures of the Company are sufficient taking into consideration the size, risk profile, and complexity of operations of the Company.
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	Section 2.9.1 (m) of the Company's Manual on Corporate Governance provides that the Board through the Audit Committee performs the functions of a Board Risk Oversight Committee, in the absence of the latter. https://www.anscor.com.ph/corporate-governance/	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	The enterprise risk management framework of the Company is posted in its website. https://www.anscor.com.ph/corporate-governance/enterprise-risk-management/ As specifically provided in the ERM framework, the Board reviews and approves the risk management policies of the Company.	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Not compliant		The Company does not have a Board Charter because the same would merely be a duplication or repetition of what is already clearly provided in the Company's

			By-Laws and Manual on Corporate Governance.
2. Board Charter serves as a guide to the directors in the performance of their functions.	Not compliant		In lieu of a Board Charter, the Board, in the performance of their functions, is guided by the Company's By-Laws and Manual on Corporate Governance which both contain in clear terms the Board's roles, responsibilities and accountabilities in carrying out its fiduciary role.
3. Board Charter is publicly available and posted on the company's website.	Not compliant		Both the By-Laws and Manual on Corporate Governance are publicly available and are posted in the Company's website. https://www.anscor.com.ph/about/pdf-downloads/ https://www.anscor.com.ph/corporate-governance/
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	The Company's insider trading policy is posted in its website. https://www.anscor.com.ph/corporate-governance/companys-policies/ .	

Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Not compliant		<p>While the Company does not have a specific policy on the granting of loans to Directors, pursuant to the Company's general related party transaction policy, all related party transactions involving Directors are subject to evaluation and approval by the Board.</p> <p>Please note though that as disclosed in Item 5 (g), page 14 of the Company's Information Statement for 2018, no related party transactions were consummated or implemented during the year. http://www.anscor.com.ph/disclosures/sec-filings/</p>
2. Company discloses the types of decision requiring board of directors' approval.	Not compliant		<p>The Company does not have a formal document which discloses the types of decision requiring board of directors' approval considering that the Company believes that it would be best to leave to the discretion of the Board which matter should require Board approval given the Directors stature and expertise.</p>
Principle 3: Board committees should 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.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	<p>The Company has the following Board Committees:</p> <ol style="list-style-type: none"> 1. Audit Committee 2. Compensation Committee 3. Executive Committee 	

		<p>4. Nomination Committee</p> <p>Information on the above committees are posted in the Company's website. https://www.anscor.com.ph/corporate-governance/board-committee/</p> <p>Also, Section 2.9 of the Company's Manual on Corporate Governance provides information on the Board Committees of the Company. https://www.anscor.com.ph/corporate-governance/</p>	
Recommendation 3.2			
<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	Compliant	<p>The Audit Committee Charter of the Company is posted in its website. https://www.anscor.com.ph/corporate-governance/board-committee/</p> <p>Section 2.9.1 of the Company's Manual on Corporate Governance also provides for the duties and responsibilities of the Audit Committee.</p> <p>In addition, Section 2.9.1 (I) of the Manual specifically provides that the Audit Committee as part of its functions, shall recommend to the Board the appointment, reappointment removal and fees of the External Auditor. https://www.anscor.com.ph/corporate-governance/</p>	

2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant (as of September 7, 2018)	<p>The following are the members of the Audit Committee:</p> <p>1. Oscar J. Hilado – Independent Director as Chairman</p> <p>2. Eduardo J. Soriano –Non-Executive Director as of September 7, 2018</p> <p>2. Jose C. Ibazeta – Non-Executive Director</p> <p>https://www.anscor.com.ph/corporate-governance/board-committee/</p>	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p>The curriculum vitae of the members of the Audit Committee are posted in the Company's website.</p> <p>https://www.anscor.com.ph/about/board-of-directors-corporate-officers/</p>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Not compliant		<p>Mr. Hilado is both the Chairman of the Company's Audit and the Compensation Committees.</p> <p>The curriculum vitae of Mr. Hilado is posted in the Company's website.</p> <p>https://www.anscor.com.ph/about/board-of-directors-corporate-officers/</p> <p>Mr. Hilado's two chairmanships does not prevent him from performing his functions well in both capacity. On the contrary, he has shown devotion, in terms of his time and in the performance of his functions as an Independent Director of the Company over the years.</p>

Supplement to Recommendation 3.2

<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p>Section IV (i) of the Audit Committee Charter of the Company specifically provides, as among the duties and responsibilities of the Audit Committee, to evaluate and determine the non-audit work, if any, of the external auditors and review periodically the non-audit fees paid to the external auditors. The Committee shall disallow any non-audit work that will conflict with the duties of external auditors or may pose a threat to the external auditors' independence. The non-audit work if allowed is required to be disclosed in the Company's SEC Form 17-A.</p> <p>https://www.anscor.com.ph/corporate-governance/board-committee/</p> <p>For the year 2018, the Company paid tax consultancy fee amounting to P3,104,350.00 to the external auditors. Please see Item 7 (f) (page 17) of the Company's Information Statement filed on March 8, 2019 for the appropriate disclosure.</p> <p>https://www.anscor.com.ph/disclosures/sec-filings/</p>	
<p>2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.</p>	<p>Not compliant</p>	<p>The Audit Committee usually conducts its meetings with the external auditor in the presence of Management.</p>	<p>The Audit Committee has the discretion whether or not they would like to have a meeting with the external auditors without the presence of Management.</p>

			In practice, the Audit Committee has not deemed it necessary to conduct a meeting with the external auditors without the presence of Management.
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Not compliant		The Company believes that twice a year meeting of the Audit Committee is sufficient. Further, the Audit Committee may conduct additional meetings as it may deem necessary.
2. Audit Committee approves the appointment and removal of the internal auditor.	Not compliant		Taking into consideration the size, risk profile, complexity of operations, and control procedures of the Company, the Company believes that the appointment of an internal auditor is not necessary.
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Not compliant		The Company does not have a separate Corporate Governance Committee since the entire Board is tasked with corporate governance responsibilities in line with Article II of the Company's Manual on Corporate Governance that the Board shall primarily be responsible for the governance of the Company to foster its long-term success and sustain its competitiveness and profitability in a manner consistent with the Company's objectives and the long-term best interests of its shareholders and stakeholders. https://www.anscor.com.ph/corporate-governance/
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Not compliant		
3. Chairman of the Corporate Governance Committee is an independent director.	Not compliant		

			<p>Also, the Company has separate Nomination and Compensation Committees.</p> <p>Taking into consideration the size, risk profile and complexity of the operations of the Company, the creation of a separate Corporate Governance Committee would merely be a duplication of the functions presently performed by the entire Board and the Nomination and Compensation Committees.</p>
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.	Not compliant		<p>The Company does not have a separate Corporate Governance Committee.</p> <p>Same explanation in Recommendation 3.3.</p>
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Not compliant		<p>Taking into account the Company's size, risk profile and complexity of operations, the Company believes that a separate BROC is not necessary. The functions of a BROC are instead performed by the Audit Committee pursuant to Section 2.9.1 (m) of the Company's Manual on Corporate Governance.</p> <p>https://www.anscor.com.ph/corporate-governance/</p> <p>Same reason as above.</p>
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Not compliant		
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Not compliant		
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Not compliant		

Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Not compliant		Taking into account the Company's size, risk profile and complexity of operations, the Company believes that a separate RPT Committee is not necessary and the functions of an RPT Committee are instead performed by the Audit Committee pursuant to Section 2.9.1 (m) of the Company's Manual on Corporate Governance. https://www.anscor.com.ph/corporate-governance/
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Not compliant		
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Not compliant		Among the Board Committees, only the Audit Committee has a separate Charter. The Nominations and Compensation Committees are governed by the By-laws and the Manual on Corporate Governance. The Company believes that separate charters for the Nomination and Compensation Committees would merely be a duplication of what the By-laws and the Manual on Corporate Governance already provide insofar as these Committees are concerned. https://www.anscor.com.ph/about/pdf-downloads/ https://www.anscor.com.ph/corporate-governance/
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	The Audit Committee Charter provides for standards for assessing the performance of the Committee.	

		https://www.anscor.com.ph/corporate-governance/board-committee/	
3. Committee Charters were fully disclosed on the company's website.	Compliant	The Audit Committee Charter is fully disclosed in the Company's website https://www.anscor.com.ph/corporate-governance/board-committee/	
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<p>Section 6-8, Article IV of the Company's By-laws and Section 2.7 of the Company's Manual on Corporate Governance deals with meetings of the Board of Directors. https://www.anscor.com.ph/about/pdf-downloads/</p> <p>Likewise, Section 2.7.1 of the Manual on Corporate Governance specifically allows attendance by a Director through telephone or videoconferencing in accordance with SEC rules and regulations. The Director requesting for attendance via telephone shall notify the Company or the Office of the Chairman of his request to attend by telephone prior to the meeting. https://www.anscor.com.ph/corporate-governance/</p> <p>For the year 2018, the directors have complete attendance for all the Board meetings held.</p>	

		Please note that minutes of Board meetings of the Company are confidential.	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	<p>The Directors are provided with Board materials prior to the meetings.</p> <p>Please note that Board materials and minutes of Board meetings of the Company contain confidential information hence cannot be posted in the website.</p>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>The Directors freely ask any questions or seek clarifications on any matter during Board meetings. Also, prior to resolving any matter that may arise during Board meetings, Directors evaluate and discuss the matter. Meetings of the Board are documented by minutes of meetings.</p> <p>Annex A (pages 22-29) of the Information Statement for 2018 provides for the summary of Board resolutions discussed and approved by the Board. http://www.anscor.com.ph/disclosures/sec-filings/</p> <p>Please note that minutes of Board meetings of the Company contain confidential information hence cannot be posted in the website.</p>	

Recommendation 4.2

<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p>	<p>Not compliant</p>		<p>The Company does not have a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Given the stature and professionalism of the Company's Directors, the Company prefers to let the Directors have the discretion to accept more than 5 Board seats in other publicly listed companies as they will be the best judge on whether they have sufficient time to prepare for the meetings of the Company and oversee the long-term strategy of the Company.</p> <p>Further, with respect to Mr. Oscar J. Hilado, one of the Independent Directors of the Company, he has consistently attended and is well prepared for meetings of the Board and the Board Committees of which he is a part of.</p> <p>Item 5 (a) of the Information Statement for 2018 (pages 8-10) provides for the Directors' directorship in both listed and non-listed companies. http://www.anscor.com.ph/disclosures/sec-filings/</p>
<p>Recommendation 4.3</p>			
<p>1. The directors notify the company's board before accepting a directorship in another company.</p>	<p>Not compliant</p>		<p>The Company does not have a formal policy requiring Directors to notify the Board prior to accepting a directorship in another company.</p> <p>Given the stature and professionalism of the Company's Directors, the Company prefers to let the Directors have the</p>

			discretion to provide such notification in whatever manner they so prefer taking into consideration always any possible conflict of interest issues that may arise because of such directorship in another company.
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Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs

Recommendation 5.1

1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Not compliant		<p>Out of the 7 Directors, 2 are Independent Directors.</p> <p>Item 5 (a), paragraphs 7-8 (page 7) of the Information Statement for 2018 provide for information on the number of Independent Directors in the Board.</p> <p>http://www.anscor.com.ph/disclosures/sec-filings/</p> <p>Given that there are only 7 Directors, the Company believes that 2 Independent Directors is sufficient to ensure that independent views are presented in the Board.</p>
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Recommendation 5.2

Optional: Principle 4

1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	<p>The Company does not have Executive Directors who serve in more than two boards of listed companies outside of the group.</p> <p>The curriculum vitae of the Executive Directors, namely, Mr. Andres Soriano, Mr. Eduardo Soriano (ED only until September 6, 2018), and Mr. Ernest Cuyegkeng, are posted in the Company's website. https://www.anscor.com.ph/about/board-of-directors-corporate-officers/</p>	
2. Company schedules board of directors' meetings before the start of the financial year.	Not compliant		<p>As far as practicable, dates of Board meetings are set in advance.</p> <p>However, the schedule of Board meetings is dependent on availability of majority of Directors for quorum purposes.</p>
3. Board of directors meet at least six times during the year.	Not compliant		<p>Pursuant to Section 6, Article IV of the By-laws of the Company, regular Board meetings should be held quarterly. https://www.anscor.com.ph/about/pdf-downloads/</p> <p>In practice, the Board meets 5 times a year. The Company believes that this number of meetings is sufficient to conduct the business of the Company.</p>

			Further, the Board may call for a special meeting at any time when necessary.
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Not compliant		The Company does not require a minimum quorum of at least 2/3 for Board decisions considering that pursuant to Section 8, Article IV of the By-laws of the Company, quorum shall be a majority of the entire membership of the Board. https://www.anscor.com.ph/about/pdf-downloads/

<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	<p>Compliant</p>	<p>Item 5 (a) of the Information Statement for 2017 (pages 10-11) provide for the qualifications of the 2 Independent Directors, Mr. Oscar J. Hilado and Mr. Roberto R. Romulo, https://www.anscor.com.ph/disclosures/sec-filings/</p> <p>Further, both Mr. Hilado and Mr. Romulo had submitted to the SEC their respective Certifications that they possess all the qualifications and none of the disqualifications to be Independent Directors of the Company. Said 2018 Certifications filed on February 19, 2018 is posted in the Company's website. https://www.anscor.com.ph/disclosures/other-disclosures-to-pertinent-agencies/</p>	
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Supplement to Recommendation 5.2

<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	<p>Compliant</p>	<p>The Company has no shareholders agreements, By-laws provisions, or other arrangements that constrain the Directors' ability to vote independently.</p> <p>As disclosed in Item 4 (d)(iii) of the Information Statement for 2018 (page 5), the Company does not have any voting trust agreement with any stockholder. The Directors are included in the reference to "stockholder" as they are required by law and the By-laws to own</p>	
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		<p>shares in the Company. https://www.anscor.com.ph/disclosures/sec-filings/</p> <p>On the contrary, Section 2.5.1 (d) of the Company's Manual on Corporate Governance enjoin Directors to exercise independent judgment. https://www.anscor.com.ph/corporate-governance/</p>	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<p>Reckoned from 2012, none of the Independent Directors have served for cumulative term of 9 years. From 2012, Mr. Hilado, will be on his 8th year as Independent Director this 2019 while Mr. Romulo is on his last term as independent Director until April 10, 2019.</p> <p>Item 5(a) of the Information Statement for 2018 (pages 9-10) provide for the years that Mr. Hilado has served as independent director. https://www.anscor.com.ph/disclosures/sec-filings/</p> <p>On the other hand, item 5(a) of the Information Statement for 2017 (page 11) provide for the years that Mr. Romulo has served as independent Director. https://www.anscor.com.ph/disclosures/sec-filings/</p>	

2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Not compliant		<p>The Company does not have a policy setting term limits for its Independent Directors as shareholders may freely nominate and elect Directors, including Independent Directors, for a term of 1 year.</p> <p>The Company intends to comply with SEC rules relative to Independent Directors.</p> <p>To date, none of the Independent Directors of the Company have reached the nine year term limit for Independent Directors (reckoned from 2012) under Section 5.3 of the Code of Corporate Governance. Further, an exception to the 9-year term limit is also provided under Section 5.3 of said Code.</p>
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	<p>None of the Independent Directors have reached the 9-year term limit for Independent Directors reckoned from 2012.</p> <p>In the event that such term limit is reached by any of the Independent Directors, the Company or the Board intends to provide meritorious justification and seek shareholders' approval during the annual shareholders' meeting.</p>	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Not compliant		<p>Mr. Andres Soriano III is both the Chairman of the Board and the Chief Executive Officer of the Company.</p> <p>Section 1, Article VI of the Company's By-laws specifically provide that the Chairman</p>

			of the Board shall be the Chief Executive Officer https://www.anscor.com.ph/about/pdf-downloads/
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	The duties and responsibilities of the Chairman and CEO are clearly defined in Section 2, Article VI of the Company's By-Laws and Section 3.1.1 and 3.1.2 of the Company's Manual on Corporate Governance. https://www.anscor.com.ph/about/pdf-downloads/ https://www.anscor.com.ph/corporate-governance/	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Not compliant		The Chairman of the Board is not an Independent Director as he also serves as CEO concurrently. The Board does not have a Lead Director as the Company's By-laws does not provide for the position of a Lead Director. Further, the Chairman of the Board maintains an open communication with all members of the Board hence the Company believes that the position of a Lead Director will be unnecessary.
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	Per Conflict of Interest Policy of the Company, any Director having a material interest shall not participate in the decision-making process. The Company's Conflict of	

		Interest Policy is posted in the Company's website. https://www.anscor.com.ph/corporate-governance/companys-policies/	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Not compliant		The Company's NEDs do not meet separately without any executive present. The Company's By-laws and/or Manual on Corporate Governance do not provide for meetings between NEDs and the external auditors or heads of internal audits, compliance and risk functions. Further, the Board does not find it necessary for the NEDs to have separate periodic meetings.
2. The meetings are chaired by the lead independent director.	Not compliant		
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant.	Mr. Andres Soriano III is the Company's CEO for the past 2 years. The curriculum vitae of Mr. Soriano III is posted in the Company's website. https://www.anscor.com.ph/about/board-of-directors-corporate-officers/	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Not compliant		Of the 3 Board Committees, only the Audit Committee provides for self-assessment of its performance pursuant to its Audit Charter.
2. The Chairman conducts a self-assessment of his performance.	Not compliant		

3. The individual members conduct a self-assessment of their performance.	Not compliant		The Board intends to do a self-assessment in the future.
4. Each committee conducts a self-assessment of its performance.	Not compliant		Directors may be nominated and elected freely by the shareholders as long as the nominated Directors have all the qualifications and none of the disqualifications for Directors provided for in the Company's By-laws and Manual on Corporate Governance.
5. Every three years, the assessments are supported by an external facilitator.	Not compliant		
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Not compliant		The Company does not have procedure for determining performance of its Board nor its Committees or Directors considering that Directors may be nominated and elected freely by the shareholders as long as the nominated Directors have all the qualifications and none of the disqualifications for Directors provided for in the Company's By-laws and Manual on Corporate Governance. Further, the Directors elected only serve for a term of one (1) year. The Company believes that the annual election of Directors is in itself a mechanism for the assessment of the performance of the Board and the Directors.
2. The system allows for a feedback mechanism from the shareholders.	Not compliant		With respect to feedback mechanism from any shareholder, any shareholder may freely write on any matter concerning the Company directly to the Chairman of the Board or any of the Management of the Company.

Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

Recommendation 7.1

1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	<p>The Company has a long standing Code of Business Conduct and Ethics / Employee Handbook applicable to all employees of the Company.</p> <p>The Code of Business Conduct and Ethics / Employee Handbook provides for rules governing aspects of employment such as work period, pay period, attendance, office decorum, employee activities and Code of Discipline.</p> <p>https://www.anscor.com.ph/corporate-governance/code-of-business-ethics-anscor-employee-handbook/</p>	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Hard copies are distributed to the employees and are available with the Corporate Services Department of the Company.	
3. The Code is disclosed and made available to the public through the company website.	Compliant	<p>The Code of Business Conduct and Ethics / Employee Handbook is posted in the Company's website.</p> <p>https://www.anscor.com.ph/corporate-governance/code-of-business-ethics-anscor-employee-handbook/</p>	

Supplement to Recommendation 7.1

1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Not compliant		While the Company does not have a specific policy on bribery, the same fall under major offenses pursuant to the Company's Code of Discipline which includes conduct of a criminal, dishonest, or immoral nature and reflects unfavorably
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			towards the Company whether done within or outside work. Commission of major offenses is penalized by dismissal after due process.
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Not compliant		While the Board does not have a formal procedure for ensuring the proper and efficient monitoring of compliance with the Code of Business Conduct and Ethics/Employee Handbook and internal policies of the Company, In practice, the Board does ensure the same through Management, specifically, through the Personnel Administration under the Corporate Services Department of the Company. In the event that an infraction is material enough, Management will update the Board on such infraction. All employees are required to comply with the Company's Code of Business Conduct and Ethics/Employee Handbook and in the event of findings of non-compliance after due process had been observed, the Personnel Administration in consultation with the Head of Department concerned may impose disciplinary action.
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Not compliant		
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a	Compliant	The Company strictly complies with the Revised Disclosure Rules issued	

<p>comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>		<p>by the SEC, effective October 17, 2003 and its amendments, found in the Philippine Stock Exchange website http://www.pse.com.ph/stockMarket/listedCompaniesRules.html?tab=0</p> <p>All SEC and PSE disclosures of the Company are posted in the Company's website. http://www.anscor.com.ph/disclosures/sec-filings/</p> <p>https://www.anscor.com.ph/disclosures/other-disclosures-to-pertinent-agencies/</p> <p>Likewise, the disclosures of the Company is also posted at the PSE Edge portal http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=14</p>	
Supplement to Recommendations 8.1			
<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>Compliant</p>	<p>The Company's 2018 Annual Report is an Annex to or is included in the Definitive Information Statement filed with the SEC on March 8, 2019 or 67 days from the end of the year. https://www.anscor.com.ph/disclosures/sec-filings/</p> <p>Further, physical copies of the 2018 Annual Report were sent to all stockholders of record as of March</p>	

		<p>12, 2019 by mail or delivered by messengerial service starting on or before March 14, 2019.</p> <p>On the other hand, the quarterly reports for 2018 were filed within the 45-day deadline for filing quarterly reports (May 15, 2018 for the first quarter, August 15, 2018 for the second quarter, and November 15, 2018 for the third quarter). https://www.anscor.com.ph/disclosures/sec-filings/</p>	
<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	Not compliant		<p>While the Company's Annual Report does not mention the principal risks to minority shareholders associated with the identity of the Company's controlling shareholders, the identity of the Company's controlling shareholders are fully disclosed in its SEC Form 17-A (Annual Report for 2018), page 45, on Security Ownership of Certain Beneficial Owners and Management , with Andres Soriano III and Eduardo J. Soriano as controlling shareholders with their respective percentage of shareholdings in the Company.</p> <p>Further, the Company also discloses cross-holdings among company affiliates, specifically, page 44 on Security Ownership of Certain Record and Beneficial Owners, of said Form 17-A indicates that Anscor Consolidated Corporation, a subsidiary of the Company owns 51.313% of the Company.</p>

			<p>Finally, there is no imbalance between the controlling shareholders' voting power and overall equity position in the company considering that the Company does not have any voting trust agreement with any stockholders as disclosed on page 45 on Voting Trust Agreement, of said SEC Form 17-A.</p> <p>SEC Form 17-A – Annual Report for 2018 is at https://www.anscor.com.ph/disclosures/sec-filings/</p>
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Not compliant		Any dealings in shares of the Company by Directors and Officers is required to be disclosed within 5 trading days.
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Not compliant		<p>The Company adopts and follows the Revised Disclosure Rules of the SEC, Section 13.1 of which requires Directors and Officers to disclose within 5 trading days any acquisition, disposal, or change in the shareholdings of the Directors and Officers. Said Disclosure Rules is posted in the PSE website.</p> <p>http://www.pse.com.ph/stockMarket/listedCompaniesRules.html?tab=0</p>
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	<p>Item 4 (d)(ii) of the Company's Information Statement for 2018 (page 5) filed on March 8, 2019 provides for the Security Ownership of Directors and Management.</p> <p>https://www.anscor.com.ph/disclosures/sec-filings/</p>	

		<p>The Company discloses the trading of its shares by Directors, Officers, and controlling shareholders. Also, the Company discloses all acquisition made by its subsidiary, Anscor Consolidated of the Company shares. See Form 17-C – Acquisition of Shares by Subsidiaries posted in the Company's website. https://www.anscor.com.ph/disclosures/sec-filings/</p> <p>The total shareholdings of Anscor Consolidated Corporation in the Company's shares is also disclosed in Item 4 (d)(i) of the Company's Information Statement for 2018 (page 3) on Security Ownership of Certain Record and Beneficial Owners. https://www.anscor.com.ph/disclosures/sec-filings/</p> <p>Further, the Conglomerate Map or the Company's Group Corporate Structure and Shareholding Structure is posted in the Company's website. https://www.anscor.com.ph/about/pdf-downloads/</p> <p>Also, all the subsidiaries and associates of the Company with respective ownership in the Company are listed in the Company's Information Statement</p>	
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		for 2018 (page 31) https://www.anscor.com.ph/disclosures/sec-filings/	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p>The curriculum vitae of all members of the Board of Directors are posted in the Company's website. https://www.anscor.com.ph/about/board-of-directors-corporate-officers/</p> <p>Further, the above information on Directors is also included in Item 5 (a), pages 8-10, of the 2018 Information Statement of the Company distributed to all stockholders prior to the annual stockholders meeting. http://www.anscor.com.ph/disclosures/sec-filings/</p>	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p>The curriculum vitae of all key executives are posted in the Company's website. https://www.anscor.com.ph/about/board-of-directors-corporate-officers/</p> <p>Further, the above information on key executives is also included in Item 5 (a), pages 11-14, of the 2018 Information Statement of the Company distributed to all stockholders prior to the annual stockholders meeting. http://www.anscor.com.ph/disclosures/sec-filings/</p>	

Recommendation 8.4

1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	The policy for Board remuneration is disclosed in Item 6 (a), page 15, of the 2018 Information Statement of the Company. http://www.anscor.com.ph/disclosures/sec-filings/	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Not compliant		<p>Only the policy for executive officers' bonus as approved by the Compensation Committee and the Board of Directors is disclosed in Item 6 (a), page 15, of the 2018 Information Statement of the Company. http://www.anscor.com.ph/disclosures/sec-filings/</p> <p>The Company discloses the total salaries, benefits, and bonuses paid to executive officers as a group in the aforementioned Item 6 (a), page 14, of the 2018 Information Statement of the Company as required by the SEC.</p> <p>The Company believes that the above is sufficient disclosure in compliance with relevant SEC rules and provides material information to stockholders while at the same maintaining the privacy of the individual officers.</p>
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Not compliant		<p>The Company discloses the total salaries, benefits, and bonuses paid to executive officers as a group in Item 6 (a), page 15, of the 2018 Information Statement of the Company. http://www.anscor.com.ph/disclosures/sec-filings/</p>

			The Company believes that the disclosure of the total salaries, benefits and bonuses of executive officers as a group is sufficient compliance with relevant SEC rules and provides material information to stockholders while at the same maintaining the privacy of the individual officers.
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Not Compliant		<p>The Company has only a general Related Party Transactions Policy posted in its website. https://www.anscor.com.ph/corporate-governance/companys-policies/</p> <p>In practice, in the rare occasion that a related party transaction is brought to the Board for approval, the Director concerned abstains from participating in the discussion and decision-making on matter. This is in line with Section 2.5.1 (a), last paragraph, of the Company's Manual on Corporate Governance which requires a Director with a material interest in any transaction affecting the Company to abstain from taking part in the deliberations for the same. https://www.anscor.com.ph/corporate-governance/</p>
2. Company discloses material or significant RPTs reviewed and approved during the year.	Not compliant		<p>The Company follows the requirements of the SEC with respect to the disclosure of RPTs in the annual Information Statement.</p> <p>As disclosed in Item 5 (g), page 14 of the Information Statement for 2018, no related party transactions were consummated or implemented during the year.</p>

			http://www.anscor.com.ph/disclosures/sec-filings/
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Not compliant		<p>The Company does not have a formal policy requiring Directors to disclose their interests in transactions or any other conflict of interests.</p> <p>However, as per Company policy, related party transactions involving directors may be allowed subject to the Board of Director's approval, which necessarily requires the Director concerned to disclose his interest in the transaction.</p> <p>https://www.anscor.com.ph/corporate-governance/companys-policies/</p>
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Not compliant		<p>The Company has only a general Related Party Transactions Policy posted in its website.</p> <p>https://www.anscor.com.ph/corporate-governance/companys-policies/</p> <p>As per company policy, related party transactions involving directors may be allowed subject to the Board of Director's approval.</p> <p>In a previous instance that an RPT was brought to the Board for evaluation and approval, an independent third party was engaged to ensure that the transaction is fair and at arm's length.</p>

Recommendation 8.6

1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	<p>The Company complies with the disclosure rules of the SEC and the PSE. All disclosures of the Company, including acquisition or disposal of significant assets, are posted in the Company's website under SEC Form 17-C (Current Report). Specifically, these pertains to disclosures with heading of "acquisition or disposition of shares by subsidiary or affiliates"</p> <p>http://www.anscor.com.ph/disclosures/sec-filings/</p> <p>Likewise, all the above disclosures of the Company are posted in the PSE Edge portal.</p> <p>http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=14</p>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Not compliant		<p>The appointment of an independent party is made on a case by case basis.</p> <p>The Company appoints an independent third party to evaluate the fairness of the transaction price depending on the nature, complexity, or amount of the transaction. The third party valuation report serves as a guide to the Board in its decision-making for the transaction.</p> <p>The Company's engagement of an independent third party is customarily covered by a Non-Disclosure Agreement.</p>

Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	<p>As disclosed in Item 4 (d) (iii) of the Company's 2018 Information Statement (page 5), the Company does not have any voting trust agreement with any stockholder. http://www.anscor.com.ph/disclosures/sec-filings/</p> <p>In addition, the Company does not have any shareholder agreement, confidentiality agreement or any agreement that may impact on the control, ownership, and strategic direction of the Company.</p>	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	<p>The Company's Manual on Corporate Governance is posted in its website. https://www.anscor.com.ph/corporate-governance/</p>	
2. Company's MCG is submitted to the SEC and PSE.	Compliant	<p>The said Manual was filed and submitted to the SEC and PSE on May 31, 2017. The Manual is also posted at the PSE Edge portal. http://edge.pse.com.ph/openDiscViewer.do?edge_no=67d21cb8720d304a3318251c9257320d#sthash.lfkNss89.dpbs</p>	
3. Company's MCG is posted on its company website.	Compliant		

Supplement to Recommendation 8.7

1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	The current Manual on Corporate Governance is an updated or a revised Manual from the previous Manual filed with the SEC and PSE on July 2, 2014. https://www.anscor.com.ph/corporate-governance/	
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Optional: Principle 8

1. Does the company's Annual Report disclose the following information:			
a. Corporate Objectives	Compliant	The Corporate objective is to grow the businesses of the Company as mentioned in Item 1, Part I of the Company's SEC Form 17-A (Annual Report) (page 1) for 2018 filed with the SEC on April 5, 2019. Item 1, Part I also discusses the objectives of the Company's subsidiaries and affiliates other investments. https://www.anscor.com.ph/disclosures/sec-filings/	
b. Financial performance indicators	Compliant	Key financial performance indicators of the Company and major subsidiaries are disclosed on pages 18-21 of the Company's SEC Form 17-A (Annual Report) for 2018 filed with the SEC on April 5, 2019. https://www.anscor.com.ph/disclosures/sec-filings/	
c. Non-financial performance indicators	Not compliant		By the nature of its business as a holding company, the performance indicators of the Company are primarily financial in nature. However, the operating subsidiaries and affiliates of the Company have their own respective performance indicators which includes both financial and non-financial indicators.
d. Dividend Policy	Not compliant		The Company does not have a specific dividend policy considering that the

			<p>declaration of dividend is subject to the discretion of the Board and depends on the availability of retained earnings and future cash flow requirement of the Company.</p> <p>Information on dividends declared by the Company is disclosed in page 16 of the Company's SEC Form 17-A (Annual Report) for 2018 filed with the SEC on April 5, 2019.</p> <p>https://www.anscor.com.ph/disclosures/sec-filings/</p>
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	Biographical details of the Directors are disclosed on pages 36-38 of the Company's SEC Form 17-A (Annual Report) for 2018 filed with the SEC on April 5, 2019.	<p>https://www.anscor.com.ph/disclosures/sec-filings/</p>
f. Attendance details of each director in all directors meetings held during the year	Not compliant		<p>The SEC does not require the attendance details of Directors in the Annual Report.</p> <p>Please note that the SEC discontinued the submission of the Certificate of Attendance of Directors.</p>
g. Total remuneration of each member of the board of directors	Not compliant	Only the total remuneration of the Directors and Officers of the Company as a group is disclosed in the Annual Report.	<p>The SEC does not require disclosure of the total remuneration of each Director in the Annual Report.</p> <p>Information on the compensation of Directors and Executive Officers is disclosed on page 43 of the Company's SEC Form 17-A (Annual Report) for 2018 filed with the SEC on April 5, 2019.</p>

			https://www.anscor.com.ph/disclosures/sec-filings/
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Not compliant		<p>The Company have not adopted all the provisions of the Code of Corporate Governance considering that the Company follows the provisions of its By-laws in accordance with the Corporation Code. In case of conflict between the By-laws and the Code of Corporate Governance, the Company follows the former.</p> <p>Information on the Company's compliance with leading practice on corporate governance is disclosed on page 47 of the Company's SEC Form 17-A (Annual Report) for 2018 filed with the SEC on April 5, 2019.</p> <p>Said Annual Report also discloses that for 2018, there were no deviations from the Company's Manual on Corporate Governance.</p> <p>https://www.anscor.com.ph/disclosures/sec-filings/</p>
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Not compliant		The SEC does not require a disclosure in the Annual Report that the Board conducted a review of the Company's material controls.
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee	Not compliant		The SEC does not require a disclosure in the Annual Report of a statement from the board of directors or Audit Committee

commenting on the adequacy of the company's internal controls/risk management systems.			commenting on the adequacy of the company's internal controls/risk management systems.
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Complaint	The key risks to which the Company is materially exposed to are disclosed on pages 137-144 of the Company's SEC Form 17-A (Annual Report) for 2018 filed with the SEC on April 5, 2019. https://www.anscor.com.ph/disclosures/sec-filings/	

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

Recommendation 9.1

<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	<p>Compliant</p>	<p>Section 2.9.1 (l) of the Company's Manual on Corporate Governance provides for the duty and responsibility of the Audit Committee to recommend to the Board the appointment, reappointment, removal and fees of the external auditor. https://www.anscor.com.ph/corporate-governance/board-committee/</p> <p>Likewise, the Section IV (h)(k) Company's Audit Committee Charter provides that the Committee shall, as part of its duties and responsibilities, recommend the fees to be paid to the external auditors for audit services, and to recommend to the Board either to replace the engagement partner from the same auditing firm as prescribed on a rotation basis by the SEC or to replace the external auditors, as necessary. https://www.anscor.com.ph/corporate-governance/board-committee/</p>	
<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	<p>Not compliant</p>		<p>Only the appointment of external auditors is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>

			The fees of the external auditors are determined by Management and evaluated and approved by the Audit Committee. The fees are also not subject to shareholders' ratification.
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	<p>The disclosure rules of the SEC require the disclosure of any change in its auditors and the corresponding reason for such change.</p> <p>The Company has not removed or replaced its external auditors, SGV.</p>	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	<p>As disclosed in page 61 of the Company's Information Statement for 2018, the Company complies with SRC Rule 68, paragraph 3(b)(IV) on rotation of the lead partner every five years. As of 2018, the lead partner, Julie Christine C. Ong, of SGV, is on her 5th year of audit engagement.</p> <p>http://www.anscor.com.ph/disclosures/sec-filings/</p>	
Recommendation 9.2			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <p>i. assessing the integrity and independence of external auditors;</p> <p>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</p>	Compliant	<p>The Audit Committee Charter is posted in the Company's website.</p> <p>https://www.anscor.com.ph/corporate-governance/board-committee/</p>	

iii.	exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.			
2.	Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	<p>The Audit Committee Charter is posted in the Company's website. https://www.anscor.com.ph/corporate-governance/board-committee/</p> <p>Under Section 2.9.1 (I) of the Company's Manual on Corporate Governance, it is the responsibility of the Audit Committee to assess the suitability, effectiveness and performance of the external auditors on an annual basis. https://www.anscor.com.ph/corporate-governance/</p>	
Supplement to Recommendations 9.2				
1.	Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	<p>Section I of the Audit Committee Charter is posted in the Company's website. https://www.anscor.com.ph/corporate-governance/board-committee/</p>	
2.	Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	<p>Section I of the Audit Committee Charter is posted in the Company's website.</p>	

<https://www.anscor.com.ph/corporate-governance/board-committee/>

Recommendation 9.3

1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	<p>As disclosed in the 2018 Information Statement of the Company (page 62), tax consultancy fees paid by the Company to SGV for the year 2018 amounted to P3,104,350.00. Non-audit services performed by the external auditors involved tax and due diligence services.</p> <p>http://www.anscor.com.ph/disclosures/sec-filings/</p> <p>Item IV (i) of the Company's Audit Committee Charter also specifically provides that non-audit work of the external auditors, if allowed by the Audit Committee should be disclosed in the Company's SEC Form 17-A (Annual Report).</p> <p>https://www.anscor.com.ph/corporate-governance/board-committee/</p>	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	<p>Item IV (i) of the Company's Audit Committee Charter is posted in its website.</p> <p>https://www.anscor.com.ph/corporate-governance/board-committee/</p>	
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Not compliant		As disclosed in the 2018 Information Statement of the Company (page 62), audit fees paid to SGV amounted to P1,275,000.00 while non-audit fees paid by

			<p>the Company to SGV for the year amounted to P3,104,350.00. http://www.anscor.com.ph/disclosures/sec-filings/</p> <p>The non-audit (tax and financial consultancy fees relating to tax and financial due diligence for a potential specific investment) do not affect the independence of the external auditors, and the fees are not regular. Further, the engagement was duly approved by the Audit Committee.</p>
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>Julie Christine O. Mateo is the lead engagement partner with: CPA Certificate No. 93542 SEC Accreditation No. 0780-AR-3 (Group A), August 16, 2018 valid until August 15, 2021 Tax Identification No. 198-819-116 BIR Accreditation No. 08-001998-68-2018, February 26, 2018 valid until February 25, 2021 PTR No. 7332594, January 3, 2019, Makati City SyCip Gorres Velayo & Co. 6760 Ayala Avenue, Makati City Tel No. 891-0307 (Page 66, 2018 Information Statement) http://www.anscor.com.ph/disclosures/sec-filings/</p>	

2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	SGV&Co. was subjected to SOAR Inspection Program on November 12 -23, 2018. The names of the members of the engagement team were provided to the SEC during the inspection.	
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Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

Recommendation 10.1

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Not compliant		The Company is a holding company. ESG issues are dealt mainly at the level of the operating companies where the Company has investments or in listed companies where the Company has equity holdings as part of its financial asset.
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Not compliant		The Company is a holding company. Sustainability issues are dealt mainly at the level of the operating companies where the Company has investments or in listed companies where the Company has equity holdings as part of its financial assets.

Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Not compliant		The Company does not conduct media and analysts' briefings but the Company believes that the quarterly and annual reports are sufficient to provide relevant information to the stockholders and other investors.
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			<p>The Company posts all its quarterly reports and annual report in its website in a timely manner to provide relevant information to its shareholders and other investors in compliance with the pertinent requirements of the SEC and PSE. https://www.anscor.com.ph/disclosures/sec-filings/</p> <p>Likewise, the annual and quarterly reports of the Company may also be seen at the PSE Edge portal. http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=14</p>
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:			
a. Financial statements/reports (latest quarterly)	Compliant	https://www.anscor.com.ph/disclosures/sec-filings/ Alternatively, stand-alone financial statements (annual and quarterly) are also posted. https://www.anscor.com.ph/financials/	
b. Materials provided in briefings to analysts and media	Not compliant		The Company believes that the quarterly and annual reports are sufficient to provide relevant information to the stockholders and other investors. Thus, the Company does not conduct analyst or media briefings.
c. Downloadable annual report	Compliant	https://www.anscor.com.ph/financials/	

d. Notice of ASM and/or SSM	Compliant	https://www.anscor.com.ph/disclosures/notice-of-annual-or-special-meetings/	
e. Minutes of ASM and/or SSM	Compliant	https://www.anscor.com.ph/disclosures/minutes-of-all-general-or-special-meetings/	
f. Company's Articles of Incorporation and By-Laws	Compliant	https://www.anscor.com.ph/about/pdf-downloads/	

Additional Recommendation to Principle 11

1. Company complies with SEC-prescribed website template.	Compliant	https://www.anscor.com.ph/	
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Internal Control System and Risk Management Framework

Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.

Recommendation 12.1

1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	<p>The Company has its own internal control procedures that it has developed over the years. These internal control procedures are followed by each Department in the Company.</p> <p>Internal control procedures especially those relating to accounting, purchasing, investments are reviewed annually as part of the audit process with the external auditors in coordination with the Audit Committee in line with the Audit Committee's oversight of financial reporting and disclosures which include</p>	
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		<p>identification of material errors and fraud, and sufficiency of risk controls, among others (Item IV [b], Audit Committee Charter).</p> <p>https://www.anscor.com.ph/corporate-governance/board-committee/</p>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<p>The Company's ERM policies are posted in its website.</p> <p>https://www.anscor.com.ph/corporate-governance/enterprise-risk-management/</p> <p>The Company's Investment Committee which manages the enterprise risks meets quarterly and from time to time reviews the ERM framework of the Company.</p>	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Not compliant		<p>The Company does not have a formal comprehensive enterprise-wide compliance program.</p> <p>However, the compliance program of the Company is built-in into the different departments of the Company. The Corporate Services Department which includes Legal ensures that the Company is in compliance with laws and relevant regulations. For tax laws and regulations, the Corporate Services Department in coordination with the Finance/Accounting Department ensures that the Company complies with tax laws and regulations.</p> <p>Officers and employees tasked with ensuring compliance regularly attends</p>

			<p>trainings and seminars to update the Company with new laws and rules and regulations affecting the Company.</p> <p>The Company's Compliance Officer regularly and on as-need basis ensures that the Company's compliance procedures are adequate and effective.</p>
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	<p>The Company has the following processes for IT issues:</p> <p>1. Disruption – in-house UPS in the server room securing 5 minute back-up time in case of power disruption;</p> <p>2. Cyber security – in-house firewall router is in place with capability for virus protection. Each computer in the Company has anti-virus protection; and</p> <p>3. Disaster recovery – online via Google drive and on-site storage.</p>	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Not compliant		<p>Given the size, complexity of operations, and risk profile of the Company as a holding company with limited employees the Company believes that an independent internal audit function is not necessary.</p> <p>Instead, the control procedures in the Company provides for adequate checks and balances within the Company to ensure that errors whether by fraud or negligence are not committed.</p>
Recommendation 12.3			

1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Not compliant		The Company does not have a CAE.
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Not compliant		Given the size, complexity of operations, and risk profile of the Company as a holding company, the Company believes that an independent internal audit function is not necessary.
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Not compliant		Instead, the control procedures in the Company provides for adequate checks and balances within the Company to ensure that errors whether by fraud or negligence are not committed.
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Not compliant		Given the size, complexity of operations, and risk profile of the Company as a holding company with limited employees the Company believes that a separate risk management function is not necessary. Risk management function is performed by the Finance Department headed by the CFO, the Investment Committee, and the Audit Committee.
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Not compliant		The Company on as needed basis engages independent third parties to validate valuations, and perform due diligence reviews in cases of substantial investments by the Company. The engagement of a third party is usually covered by a Non-Disclosure Agreement.

1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Not compliant		Given the size, complexity of operations, and risk profile of the Company as a holding company, the Company believes that appointment of a separate CRO is not necessary. Instead, the functions of a CRO is subsumed in other capacities in the Company. Further, risk management function is performed by the Finance Department headed by the CFO, the Investment Committee, and the Audit Committee.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Not compliant		
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Not compliant		Notwithstanding that the Company does not have a CAE, a sound internal control and compliance system is in place and working effectively.
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Article VI of the Company's Manual on Corporate Governance specifically deals with stockholders' rights and protection of minority stockholders' interests. https://www.anscor.com.ph/corporate-governance/	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Stockholders' rights and protection of minority stockholders' interests are disclosed in the Company's website. https://www.anscor.com.ph/corporate-governance/stockholders-	

Supplement to Recommendation 13.1

1. Company's common share has one vote for one share.	Compliant	<p>Section 7 of the Company's By-laws specifically provides that each share of stock is entitled to one vote.</p> <p>https://www.anscor.com.ph/about/pdf-downloads/</p> <p>The Company has only one type of shares – common shares.</p>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	<p>Per Article IX, of its Articles of Incorporation, the Company has only one type of shares – common shares, and all common shares are treated equally in all aspects.</p> <p>https://www.anscor.com.ph/about/pdf-downloads/</p>	
3. Board has an effective, secure, and efficient voting system.	Compliant	<p>Item 4 of the 2018 Information Statement of the Company provides for the voting procedure during annual stockholders meeting of the Company.</p> <p>http://www.anscor.com.ph/disclosures/sec-filings/</p> <p>The voting is primarily done by tabulating votes through proxies submitted by the stockholders.</p>	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Not compliant		The "majority of minority" requirement is not provided by law. Hence, the Company does not follow it.

5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	Section 6.6 of the Company's Manual on Corporate Governance enjoins the Board to give the minority stockholders an avenue to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the Company. https://www.anscor.com.ph/corporate-governance/	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	Article VI of the Company's Manual on Corporate Governance specifically deals with stockholders' rights and protection of minority stockholders' interests. https://www.anscor.com.ph/corporate-governance/ Also, these stockholders' rights and protection of minority stockholders' interests are disclosed in the Company's website. https://www.anscor.com.ph/corporate-governance/stockholders-rights-and-protection-of-minority-stockholders-interests/	
7. Company has a transparent and specific dividend policy.	Not compliant		The Company does not have a specific dividend policy. The declaration of dividends is left to the discretion of the Board and is subject to availability of retained earnings and forecast of future cash flow.

			<p>Information regarding historical dividends of the Company is posted in its website. https://www.anscor.com.ph/investor-relations/historical-dividends/</p> <p>For 2018 results of operations, dividends were declared by the Board on February 21, 2019 and paid on April 10, 2019, or 48 calendar days from declaration date.</p>
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Not compliant		The Company believes that the appointment of a third party is not necessary given that the Company is able to secure proxies from majority of the stockholders. The number of stockholders who attend stockholders meetings are also manageable.
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>The date on which the 2018 Information Statement together with the Notice of Annual Meeting were first sent to stockholders was on March 14, 2019, which is at least 27 days before the Annual Meeting on April 10, 2019.</p> <p>The Notice of Annual Meeting together with the Agenda of the meeting is included in the 2018 Information Statement (after the cover page before page 1). http://www.anscor.com.ph/disclosures/sec-filings/</p>	
Supplemental to Recommendation 13.2			

1. Company's Notice of Annual Stockholders' Meeting contains the following information:			
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	<p>The Notice of Annual Meeting of Stockholders is sent to all stockholders of record together with the Information Statement and proxy document by mail or by messengerial service.</p> <p>The curriculum vitae of Directors nominated are included in the 2018 Information Statement of the Company (Item 5, pages 8-10). http://www.anscor.com.ph/disclosures/sec-filings/</p>	
b. Auditors seeking appointment/re-appointment	Compliant	<p>Information on the external auditors seeking appointment/reappointment are included in the 2018 Information Statement (Item 7, page 16). http://www.anscor.com.ph/disclosures/sec-filings/</p>	
c. Proxy documents	Compliant	<p>Proxy document is posted in the Company's website. https://www.anscor.com.ph/disclosures/proxy/</p>	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Not compliant		The Company believes that the agenda items are self-explanatory. It would be redundant to explain them.
Recommendation 13.3			

1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	<p>The results of the Annual Stockholders Meeting are immediately filed with the SEC and PSE on the same day as the meeting.</p> <p>Based on Company practice, the Results of the Annual Stockholders Meeting is posted in the Company's website within the next working day. https://www.anscor.com.ph/disclosures/sec-filings/</p>	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	https://www.anscor.com.ph/disclosures/minutes-of-all-general-or-special-meetings/	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	The External Auditors, SGV, are always present during the Annual Meetings.	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Not compliant		<p>Section 6.4 of the Manual on Corporate Governance provides for alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner. The Manual on Corporate Governance is posted in the Company's website. https://www.anscor.com.ph/corporate-governance/</p>

			For the year 2018, no intra-corporate dispute was brought to the attention of the Company to put this provision into effect.
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	Section 6.4 of the Manual on Corporate Governance provides for alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner. https://www.anscor.com.ph/corporate-governance/	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	Investor or Stock Relations Office of the Company is handled by: Rosalina Reyes Telephone No. 819-0251 Fax No. 811-5068 Email address – rose.reyes@anscor.com.ph	
2. IRO is present at every shareholder's meeting.	Compliant	The SRO is present in every shareholders meeting of the Company to address stockholders concerns during the meeting. Further, stockholders may go to the Company's office at any time during business hours for their inquiries or concerns.	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	The Company does not have anti-take-over measures or devices. All of the Company's shares are listed in the Philippine Stock Exchange and may be bought or sold therein.	

2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Not compliant		As of December 31, 2018, the public float of the Company is 18.19%. Please see Public Ownership Report dated January 9, 2019. https://www.anscor.com.ph/disclosures/other-disclosures-to-pertinent-agencies/
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Optional: Principle 13

1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Not compliant		The shareholders of the Company are free to communicate to Management at any time their concerns. In practice, the Company receives letters from shareholders beyond the Annual Stockholders' Meeting.
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Not compliant		The Company's By-laws does not allow electronic voting in absentia at the Annual Meeting of Stockholders. However, proxies may be submitted by the stockholders indicating their votes on the agenda items.

Duties to Stakeholders

Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

Recommendation 14.1

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	The Company monitors its stockholders. In particular, the List of Top 100 Stockholders of the Company is submitted to the SEC and PSE as required and is posted in the Company's website. https://www.anscor.com.ph/disclos	
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		ures/other-disclosures-to-pertinent-agencies/ On its stakeholders, Section X of the Company's Manual on Corporate Governance deals with the duties of the Company or its Board to stakeholders. https://www.anscor.com.ph/corporate-governance/	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Section X of the Company's Manual on Corporate Governance deals with the duties of the Company or its Board to stakeholders. https://www.anscor.com.ph/corporate-governance/	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	Contact details for stakeholders to voice their concerns may also be directed to the Stock Relations Office with the following details: Rosalina Reyes Telephone No. 819-0251 Fax No. 811-5068 Email address – rose.reyes@anscor.com.ph Alternatively, contact form in the Company's website can be filled up by stakeholders at https://www.anscor.com.ph/contact/ The whistleblowing policy of the Company is posted in its website.	

		https://www.anscor.com.ph/corporate-governance/companys-policies/ Concerns may be addressed likewise to the SRO contact at: Rosalina Reyes Telephone No. 819-0251 Fax No. 811-5068 Email address – rose.reyes@anscor.com.ph Alternatively, contact form in the Company's website can be filled up by stakeholders at https://www.anscor.com.ph/contact/	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Not compliant		No dispute has arisen which will trigger the establishment of an adhoc alternative dispute resolution with parties to the dispute.
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	The Company does not seek exemption from the application of law, rule or regulation relating to corporate governance issues.	

2. Company respects intellectual property rights.	Compliant	The Company does not have any case filed against it for violation of intellectual property rights.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Not compliant		The Company is a holding company. It does not have customers. So this principle does not apply to the Company.
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Not compliant		The Company does not have a formal policy on supplier or contractor selection. In practice, the Company obtains three quotations from suppliers or contractors depending on the materiality of the amount involved in the transaction.
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	The Company has a Labor-Management Council that meets regularly to provide for venue for employees to actively participate in the realization of the Company's goals and objectives.	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	The remuneration of all employees are reviewed annually and merit increases are provided depending on evaluation by Management and/or the Compensation Committee.	

2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	Company policies on health, safety and welfare of employees are posted in the Company website. https://www.anscor.com.ph/corporate-governance/companys-policies/	
3. Company has policies and practices on training and development of its employees.	Compliant	Company policies on training and development of employees are posted in the Company website. https://www.anscor.com.ph/corporate-governance/companys-policies/	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Not compliant		The Company has a Code of Business Conduct and Ethics / Employee Handbook applicable to all employees. There is no specific reference to corruption but the Code covers criminal acts which will apply to corruption.
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Copies of the Code of Business Conduct and Ethics / Employee Handbook are distributed to employees and is available at the Personnel Department of the Company.	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Not compliant		Bribery can be considered as falling under major offenses pursuant to the Company's Code of Discipline which includes conduct of a criminal, dishonest, or immoral nature, or conduct which would reflect unfavorably towards the Company whether done within or outside work. Commission of major offenses is penalized by dismissal after due process.

Recommendation 15.3

1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	The whistleblowing policy of the Company is found at its website at https://www.anscor.com.ph/corporate-governance/companys-policies/	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	Further, any employee may directly contact any officer including the Chairman of the Board for any complaint or concerns.	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Contact details for the Office of the Chairman: Ma. Victoria L. Cruz Telephone No. 819-0251. Section 10.4 of the Company's Manual on Corporate Governance provides for the duty of the Board to ensure the enforcement of the whistleblowing framework. https://www.anscor.com.ph/corporate-governance/	

Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

Recommendation 16.1

1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the	Compliant	The Company has a corporate social responsibility unit – The Andres Soriano Foundation. The Foundation has its own website at www.asorianofoundation.org or the link to the Foundation website is also available at the Company's	
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advancement of the society where it operates.		website at https://www.anscor.com.ph/	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Not compliant		The Company is a holding company. Environmentally friendly value chain is practiced at the level of its operating subsidiaries.
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	The Company has a corporate social responsibility unit – The Andres Soriano Foundation. The Foundation has its own website at www.asorianofoundation.org or the link to the Foundation website is also available at the Company's website at https://www.anscor.com.ph/	

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Makati on April 10, 2019.

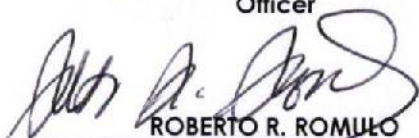
SIGNATURES



ANDRES SORIANO III
Chairman of the Board & Chief Executive
Officer



OSCAR J. HILADO
Independent Director



ROBERTO R. ROMULO
Independent Director
(until April 10, 2019)



ATTY. JOSHUA L. CASTRO
Compliance Officer




ATTY. LORNA PATAJO-KAPUNAN
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 10th day of April 2019, affiants exhibiting to me their passport details, as follows:

NAME	PASSPORT NO.	DATE OF ISSUE	PLACE OF ISSUE
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ANDRES SORIANO III			
OSCAR J. HILADO			
ROBERTO R. ROMULO			
JOSHUA L. CASTRO			
LORNA P. KAPUNAN			

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Series of 2019


ATTY. REGINALDO L. HERNANDEZ
Notary Public for and in the City of Makati
Appointment No. M-345; Roll No. 20642
Commission expires on 12-31-20
MCLE Compliance No. VI-0008138
PTR No. 7347780; 1-11-19; Makati City
IBP No. 071993; 02-4-19; Pasig City
TIN: 100-364-501