INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT (I-ACGR)

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Adopted: 15 December 2017
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To facilitate the disclosure of publicly-listed companies' (PLCs) compliance/non- compliance with the recommendations provided under the Code of Corporate

Governance for PLCs and to harmonize the corporate governance requirements of the Commission and the Philippine Stock Exchange, the Commission, pursuant to its regulatory and supervisory power under Section 5 of the Securities Regulation Code, mandates all companies to submit an Integrated Annual Corporate Governance Report (I-ACGR) subject to the following:

1. All companies already listed in the PSE by 31 December of a given year shall submit three (3) copies of a fully accomplished I-ACGR on May 30 of the following year for every year that the company remains listed in the PSE;

2. The I-ACGR shall cover all relevant information from January to December of the given year. It is expected that companies, regardless of listing dates, would already have Corporate Governance practices in place. Hence, they can already submit their I-ACGR by May 30 of the following year;

3. At least one (1) complete copy of the I-ACGR filed with the Commission shall be duly notarized and shall bear original and manual signatures of the following required signatories;

a. Chairman of the Board;
b. Chief Executive Officer or President;
c. All Independent Directors;
d. Compliance Officer; and
e. Corporate Secretary;

4. The I-ACGR with accessible links shall be posted on the company website within five (5) business days from submission to the SEC;

5. The companies shall no longer be required to file updates and changes on their I-ACGR within five (5) Days from the occurrence of the reportable changes;

6. The companies shall no longer be required to file a Consolidated Changes in the ACGR within ten (10) Days from the end of the year;

7. The imposable penalties are as follows:

V I O LAT I O N

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BAS I C PENALTY

M ONTHL Y PENALTY

Non / La t e Sub m i ss i o n

Php50 , 000 . 0 0

Php5 , 000 . 0 0

D i sc l osu r e (s)
a . I nco m p l e te (i. e. no exp l ana ti on p r ov i ded; no a lt e r na ti ve p r ac ti ces t o ach i eve ove r- a ll p ri nc i p l e)

Ph p 25 , 000 . 00

Php2 , 500 . 0 0

b . M i s r ep r esen t a ti on / M i s i n f o r m a ti on

P100 , 000 . 0 0

P10 , 000 . 0 0

S i gna t o r y (i es)
a. I nco m p l e t e
b. I nco rr ec t

P10 , 000 . 0 0

P1 , 000 . 0 0

For General Instructions in answering the I-ACGR, please see attached SEC Form I-ACGR*.

Any previous Orders, Issuances and Circulars which are inconsistent with the provisions of this Circular are hereby repealed accordingly.

This Memorandum Circular shall take effect fifteen (15) days after its publication in two (2) newspapers of general circulation.

(SGD.) TERESITA J. HERBOSA
Chairperson

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