

FILINVEST LAND, INC.

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Mandaluyong City, Metro Manila
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January 8, 2016

THE PHILIPPINE STOCK EXCHANGE

Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: **MS. JANET A. ENCARNACION**
Head – Disclosure Department

PHILIPPINE DEALING & EXCHANGE CORP.

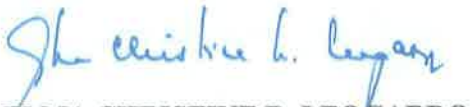
37/F, Tower 1, The Enterprise Center
6766 Ayala Ave. cor. Paseo de Roxas, Makati City

Attention: **MS. VINA VANESSA S. SALONGA**
Head - Issuer Compliance and Disclosure Department (ICDD)

Gentlemen:

Please find attached our disclosure regarding Consolidated Changes in the Annual Corporate Governance Report for 2015.

Very truly yours,



ELMA CHRISTINE R. LEOGARDO
Corporate Secretary and
Compliance Officer



SHARON P. PAGALING-REFUERZO
Assistant Corporate Secretary and
Corporate Information Officer

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1. January 8, 2016
Date of Report (Date of earliest event reported)
2. SEC Identification Number 170957 3. BIR Tax Identification No. 000-533-224
4. FILINVEST LAND, INC.
Exact name of issuer as specified in its charter
5. Philippines (SEC Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. No. 79 EDSA, Highway Hills, Mandaluyong City, Metro Manila 1550
Address of principal office Postal Code
8. (632) 918-8188
Issuer's telephone number, including area code
9. Not applicable
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
- | Title of Each Class | Number of Shares of
Stock Outstanding |
|---------------------|--|
| Common | 24,249,759,506 |
| Preferred | 8,000,000,000 |
11. Indicate the item numbers reported herein: 9

Please see attached Consolidated Changes to the Annual Corporate Governance Report for 2015.

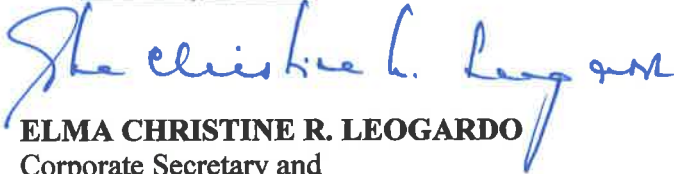
SIGNATURES

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

FILINVEST LAND, INC.

Issuer

Date January 8, 2016



ELMA CHRISTINE R. LEOGARDO
Corporate Secretary and
Compliance Officer



SHARON P. PAGALING-REFUERZO
Assistant Corporate Secretary
and Corporate Information Officer

CONSOLIDATED CHANGES IN THE ACGR FOR 2015

SECURITIES AND EXCHANGE COMMISSION

SEC FORM – ACGR

ANNUAL CORPORATE GOVERNANCE REPORT

GENERAL INSTRUCTIONS

(A) Use of Form ACGR

This SEC Form shall be used to meet the requirements of the Revised Code of Corporate Governance.

(B) Preparation of Report

These general instructions are not to be filed with the report. The instructions to the various captions of the form shall not be omitted from the report as filed. The report shall contain the numbers and captions of all items. If any item is inapplicable or the answer thereto is in the *negative*, an appropriate statement to that effect shall be made. Provide an explanation on why the item does not apply to the company or on how the company's practice differs from the Code.

(C) Signature and Filing of the Report

- A. Three (3) complete set of the report shall be filed with the Main Office of the Commission.
- B. At least one complete copy of the report filed with the Commission shall be **manually** signed.
- C. All reports shall comply with the full disclosure requirements of the Securities Regulation Code.
- D. This report is required to be filed annually together with the company's annual report.

(D) Filing an Amendment

Any material change in the facts set forth in the report occurring within the year shall be reported through SEC Form 17-C. The cover page for the SEC Form 17-C shall indicate "Amendment to the ACGR".

SECURITIES AND EXCHANGE COMMISSION

SEC FORM – ACGR

ANNUAL CORPORATE GOVERNANCE REPORT

1. Report is Filed for the Year: 2015
2. Exact Name of Registrant as Specified in its Charter: FILINVEST LAND, INC.
3. # 79 EDSA, Highway Hills, Mandaluyong
City, Metro Manila
Address of Principal Office


1550
Postal Code
4. SEC Identification Number: 170957
5.  (SEC Use Only)
Industry Classification Code
6. BIR Tax Identification Number: 000-533-224-000
7. (02) 918-8188
Issuer's Telephone number, including area code
8. Not Applicable
Former name or former address, if changed from the last report

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A. BOARD MATTERS

1) Board of Directors

Number of Directors per Articles of Incorporation	9 (nine)
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Actual number of Directors for the year	9 (nine)
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(a) Composition of the Board

Complete the table with information on the Board of Directors:

Director's Name	Type (Executive (ED), Non- Executive (NED) or Independent Director (ID))	If nominee, identify the principal	Nominator in the last election (If ID, state the relationship with the nominator)	Date first elected	Date last elected (If ID, state the number of years served as ID) ¹	Elected when (Annual /Special Meeting)	No. of years served as director
Andrew L. Gotianun, Sr.	NED	Filinvest Development Corp.	Filinvest Development Corp.	Nov. 24, 1989	May 8, 2015	Annual Meeting	25
Josephine G. Yap	ED	Filinvest Development Corp.	Filinvest Development Corp.	Nov. 24, 1989	May 8, 2015	Annual Meeting	25
Andrew T. Gotianun, Jr.	NED	Filinvest Development Corp.	Filinvest Development Corp.	Nov. 24, 1989	May 8, 2015	Annual Meeting	25
Mercedes T. Gotianun	NED	Filinvest Development Corp.	Filinvest Development Corp.	Nov. 24, 1989	May 8, 2015	Annual Meeting	13
Jonathan T. Gotianun	NED	Filinvest Development Corp.	Filinvest Development Corp.	June 17, 1994	May 8, 2015	Annual Meeting	25
Michael Edward T. Gotianun	ED	Filinvest Development Corp.	Filinvest Development Corp.	May 8, 2015	May 8, 2015	Annual Meeting	7 months
Efren C. Gutierrez	NED	Filinvest Development Corp.	Filinvest Development Corp.	June 17, 1994	May 8, 2015	Annual Meeting	16
Lamberto U. Ocampo	ID	Not applicable	Luis L. Fernandez - no relation to ID	May 30, 2002	May 8, 2015	Annual Meeting	3*
Val Antonio B. Suarez	ID	Not applicable	Luis L. Fernandez - no relation to ID	May 8, 2015	May 8, 2015	Annual Meeting	7 months

* For this purpose, all previous terms served by the Company's existing independent directors prior to the issuance of SEC Memorandum Circular No. 09, Series of 2011, which took effect on January 2, 2012, shall not be included in the application of the term limits.

Provide a brief summary of the corporate governance policy that the board of directors has adopted. Please emphasize the policy/ies relative to the treatment of all shareholders, respect for the rights of minority shareholders and of other stakeholders, disclosure duties, and board responsibilities.

Recognizing the significance of good corporate governance in creating sustainable relationships and interests among all stakeholders, the Board of Directors has formulated the Company's Revised Corporate Governance (RCG) manual to institutionalize the principles of good corporate governance in the entire organization. The current RCG manual, which was revised in 2014, fully conforms to the guidelines issued by the Securities & Exchange Commission.

¹ Reckoned from the election immediately following January 2, 2012.

(a) How often does the Board review and approve the vision and mission?

Every three (3) years.

(b) Directorship in Other Companies

(i) Directorship in the Company's Group²

Identify, as and if applicable, the members of the company's Board of Directors who hold the office of director in other companies within its Group:

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Josephine G. Yap	FDC, CSCC, High Yield Sugar Farms Corporation (High Yield), Property Maximizer Corp. (PROMAX), Property Specialist Resources, Inc. (PSRI), Leisure Pro, Inc. (LPI), Filinvest Asia Corp. (FAC), Cyberzone Philippines, Inc. (CPI), Filinvest All Philippines, Inc. (FAPI), Filinvest Alabang, Inc. (FAI), Festival Supermall, Inc. (FSI), FSM Cinemas, Inc. (FSM), Proplus, Inc.(Proplus), Pro Excel Property Managers, Inc (Pro Excel), Seascapes Resort, Inc. (RSI), FDCUI, FDC Danao, FDC Misamis, FDC Camarlmes, FDC Casecan, FDC RES, FDC Negros, Filinvest Cyberparks, Inc. (FCI)	Executive
Andrew T. Gotianun, Jr.	FDC, PSHC, DSCC, FDC FOREX, PROMAX, HMI, PSRI, LPI, CPI, FAI, FSI, FSM, Proplus & SRI	Non-executive
Mercedes T. Gotianun	FDC, PSHC, CSCC, High Yield, DSCC, FITI, FDC Forex, FAI, SRI	Non-executive
Jonathan T. Gotianun	FDC, PSHC, CSCC, High Yield, DSCC, FITI, PROMAX, Homepro Realty Marketing, Inc.(HMI), LPI, CPI, FAI, FSI, Proplus, SRI, FCI	FDC – Chairman (Non-executive)
Michael Edward T. Gotianun	PSHC, FSI, FSM, CTI, Proplus, LPI, FHI, FDC Davao,	Executive
Efren C. Gutierrez	High Yield	Non-executive
Lamberto U. Ocampo	FDC	Independent
Val Antonio B. Suarez	FDC	Independent

² The Group is composed of the parent, subsidiaries, associates and joint ventures of the company.

(ii) Directorship in Other Listed Companies

Identify, as and if applicable, the members of the company's Board of Directors who are also directors of publicly-listed companies outside of its Group:

None of the directors hold the position of director in publicly-listed companies outside of its Group.

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Val Antonio B. Suarez	Lepanto Consolidated Mining Company	Independent

(iii) Relationship within the Company and its Group

Provide details, as and if applicable, of any relation among the members of the Board of Directors, which links them to significant shareholders in the company and/or in its group:

Mr. Andrew L. Gotianun, Sr. is the spouse of Mrs. Mercedes T. Gotianun and the father of Mr. Andrew T. Gotianun, Jr., Mr. Jonathan T. Gotianun, Mrs. Josephine G. Yap and Mr. Michael Edward T. Gotianun. All of them are members of the Board.

Director's Name	Name of the Significant Shareholder	Description of the relationship
Not applicable	Not applicable	Not applicable

(iv) Has the company set a limit on the number of board seats in other companies (publicly listed, ordinary and companies with secondary license) that an individual director or CEO may hold simultaneously? In particular, is the limit of five board seats in other publicly listed companies imposed and observed? If yes, briefly describe other guidelines:

	Guidelines	Maximum Number of Directorships in other companies
Executive Director	Under the Company's Revised Manual on Corporate Governance, the Executive Directors shall submit themselves to a low indicative limit on membership in other corporate Boards. In any case, the capacity of directors to serve with diligence shall not be comprised.	Under the Company's Revised Manual on Corporate Governance, the Executive Directors shall submit themselves to a low indicative limit on membership in other corporate Boards. In any case, the capacity of directors to serve with diligence shall not be comprised.
Non-Executive Director	Under the Company's Revised Manual on Corporate Governance, the same low limit for Executive Directors shall apply to Non-Executive Directors.	Under the Company's Revised Manual on Corporate Governance, the same low limit for Executive Directors shall apply to Non-Executive Directors.
CEO	Under the Company's Revised Manual on Corporate Governance, the same low limit shall apply to the CEO. In any	Under the Company's Revised Manual on Corporate Governance, the same low limit shall apply to the CEO. In

	case, the capacity of directors to serve with diligence shall not be comprised.	any case, the capacity of directors to serve with diligence shall not be comprised.
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(c) Shareholding in the Company

Complete the following table on the members of the company's Board of Directors who directly and indirectly own shares in the company as of [September 30, 2015](#)*:

Name of Director	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Andrew L. Gotianun, Sr.	76	0	negligible
Josephine G. Yap	7,694,919	29,577,345	Direct – 0.0317% Indirect – 0.1220%
Andrew T. Gotianun, Jr.	406,571	0	0.0017%
Mercedes T. Gotianun	76	0	negligible
Jonathan T. Gotianun	61	36,688	Direct – negligible Indirect – 0.0002%
Michael Edward T. Gotianun	11,235,913	0	0.0463%
Efren C. Gutierrez	13,083	0	0.0001%
Lamberto U. Ocampo	1	0	negligible
Val Antonio B. Suarez	1	0	negligible
TOTAL	19,350,701	29,614,033	0.2019%

* Based on the Computation of Public Ownership as of [September 30, 2015](#).

2) Chairman and CEO

- (a) Do different persons assume the role of Chairman of the Board of Directors and CEO? If no, describe the checks and balances laid down to ensure that the Board gets the benefit of independent views.

Yes ☒

No ☐

Identify the Chair and CEO:

Chairman of the Board	Jonathan T. Gotianun
CEO/President	Josephine G. Yap

(b) Roles, Accountabilities and Deliverables

Define and clarify the roles, accountabilities and deliverables of the Chairman and CEO.

	Chairman	Chief Executive Officer
Role	To preside at the meetings of the directors and the stockholders, and to exercise such powers and perform such duties as the Board may assign to him.	The President & CEO shall have general and active care, supervision and direction of the business affairs of the Corporation. He shall also preside at all meetings of the stockholders and the Board of Directors in the absence or inability of the Chairman of the Board to preside in such meeting.
Accountabilities	<p>The Chairman, being a member of the Board of Directors, is primarily accountable to stockholders. The Board should provide them with a balanced and comprehensive assessment of the Company's performance, position and prospects on a quarterly basis, including interim and other reports that could adversely affect the business, as well as reports to regulators that are required by law.</p> <p>Pursuant to the Company's Revised Manual on Corporate Governance, the roles of the Chairman and the CEO, as much as practicable, shall be separate to foster an appropriate balance of power, increased accountability and better capacity for independent decision-making by the Board. If the positions of the Chairman and CEO are unified, the proper checks and balances should be laid down to ensure that the Board gets benefit of independent views and perspectives.</p>	<p>As a member of the Board, the CEO, is primarily accountable to stockholders. The Board should provide them with a balanced and comprehensive assessment of the Company's performance, position and prospects on a quarterly basis, including interim and other reports that could adversely affect the business, as well as reports to regulators that are required by law.</p> <p>Pursuant to the Company's Revised Manual on Corporate Governance, the roles of the Chairman and the CEO, as much as practicable, shall be separate to foster an appropriate balance of power, increased accountability and better capacity for independent decision-making by the Board. If the positions of the Chairman and CEO are unified, the proper checks and balances should be laid down to ensure that the Board gets benefit of independent views and perspectives.</p>
Deliverables	The deliverables of the Chairman as provided in the Revised Manual of Corporate Governance include, among others, the following : (i) to ensure that the meetings of the Board are held in accordance with the By-Laws or as the Chairman may deem necessary; (ii) Supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary taking into consideration the suggestions of the CEO, Management and the directors; and (iii) maintain qualitative and timely lines of communication and information between the Board and the Management.	<ol style="list-style-type: none"> 1. To preside at the meetings of the Board and of the stockholders in the absence of the Chairman of the Board. 2. To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board, including those for executive training, development and compensation. 3. To have general supervision and management of the business affairs and property of the Company. 4. To ensure that the administrative and operational policies of the Company are carried out under her supervision and control. 5. Subject to guidelines prescribed by law, to appoint, remove, suspend or discipline employees of the Company, prescribed their duties, and determine their salaries. 6. To oversee the preparation of budgets and the statements of accounts of the Company. 7. To prepare such statements and reports of the Company as may be required of her by law. 8. To represent the Company at all functions and proceedings. 9. To execute on behalf of the Company all contracts, agreements, and other instruments affecting the interests of the Company which require the approval of the Board, except as otherwise directed by the Board. 10. To make reports to the Board and stockholders. 11. To sign certificates of stock. 12. To perform such other duties incident to her office or entrusted to her by the Board.

- 3) Explain how the board of directors plan for the succession of the CEO/Managing Director/President and the top key management positions?

The Board of Directors discuss and deliberate on succession plans for the President & CEO and top key management positions to ensure continuity and consistency with the Company's strategic plans as well as to accommodate its growth.

- 4) Other Executive, Non-Executive and Independent Directors

Does the company have a policy of ensuring diversity of experience and background of directors in the board? Please explain.

The Company considers it appropriate that the directors in the Board are composed of competent, ethical and professional individuals who are knowledgeable, experienced, and skillful in diverse fields relevant to the conduct of business.

Does it ensure that at least one non-executive director has an experience in the sector or industry the company belongs to? Please explain.

The Company ensures that at least one non-executive director has experience in the sector or industry it belongs.

Define and clarify the roles, accountabilities and deliverables of the Executive, Non-Executive and Independent Directors:

	Executive	Non-Executive	Independent Director
Role	A director's office is one of trust and confidence. A director should in the best interest of the Company act in a manner characterized by transparency, accountability and fairness. He should also exercise leadership, prudence and integrity in directing the Company towards sustained progress.	The role of a Non-Executive Director is the same as that of the executive director.	The role of an Independent Director is the same as that of the executive and non-executive directors.
Accountabilities	The director, being a member of the Board of Directors, is primarily accountable to stockholders. The Board should provide them with a balanced and comprehensive assessment of the Company's performance, position and prospects on a quarterly basis, including interim and other reports that could	The accountabilities of a Non- Executive Director is the same as that of the Executive Director.	The accountabilities of an Independent Director is the same as that of the Executive and Non-executive director.

	adversely affect the business, as well as reports to regulators that are required by law. Thus, it is essential that management provide all members of the Board with accurate and timely information that would enable the Board to comply with its responsibilities.		
Deliverables	<p>The specific deliverables of a director are as follows:</p> <ol style="list-style-type: none"> 1. To conduct fair business transactions with the Company and to ensure that personal interest does not bias Board decisions. 2. To devote time and attention necessary to properly discharge his duties and responsibilities. 3. To act judiciously. 4. To exercise independent judgment. 5. To have a working knowledge of the statutory and regulatory requirements affecting the Company, including the contents of its Articles of Incorporation and By-Laws, the requirement of the SEC, and where applicable, the requirements of other regulatory agencies. 6. To observe confidentiality. 7. To ensure the continuing soundness, effectiveness and adequacy of the Company's control environment. 	The deliverables of a Non-Executive Director is the same as that of the executive director.	The deliverables of an Independent Director is the same as that of the Executive/Non-Executive director.

Provide the company's definition of "independence" and describe the company's compliance to the definition.

The Company defines an "independent director" to mean a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in any corporation that meets the requirements of Section 17.2 of the Securities Regulation Code.

Does the company have a term limit of five consecutive years for independent directors? If after two years, the company wishes to bring back an independent director who had served for five years, does it limit the term for no more than four additional years? Please explain.

Independent directors can serve as such for five (5) consecutive years, provided that service for a period of at least six (6) months shall be equivalent to one (1) year, regardless of the manner by which the independent director position was relinquished or terminated.

After completion of the five-year service period, an independent director shall be ineligible for election as such in the same company unless the independent director has undergone "cooling off" period of two (2) years, provided, that during such period, the independent director concerned has not engaged in any activity that under existing rules disqualifies a person from being elected as independent director in the same company.

An independent director re-elected as such in the same company after the "cooling off" period can serve for another five (5) consecutive years under the conditions mentioned in the immediately preceding paragraph.

For this purpose, all previous terms served by the Company's existing independent directors prior to the issuance of SEC Memorandum Circular No. 09, Series of 2011, which took effect on January 2, 2012, shall not be included in the application of the term limits.

5) Changes in the Board of Directors for the year 2015 (Executive, Non-Executive and Independent Directors)

(a) Resignation/Death/Removal

Indicate any changes in the composition of the Board of Directors that happened during the period:

Name	Position	Date of Cessation	Reason
Joseph M. Yap	Director	May 8, 2015	Expiry of term of office
Cirilo T. Tolosa	Director	May 8, 2015	Expiry of term of office

(b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension

Describe the procedures for the selection/appointment, re-election, disqualification, removal, reinstatement and suspension of the members of the Board of Directors. Provide details of the processes adopted (including the frequency of election) and the criteria employed in each procedure:

Procedure	Process Adopted	Criteria
a. Selection/Appointment		
(i) Executive Directors	Nominations of Directors must follow the procedures set out in the Company's By- Laws, the Revised Manual on Corporate Governance and other pertinent regulations and shall be preceded by the	The Nominations Committee shall ensure that the nominee for director shall possess all of the qualifications and none of the disqualifications set forth in the Revised Manual

	<p>appropriate favorable report by the Nomination Committee.</p> <p>1. The directors of the Company are elected at the annual stockholders' meeting to hold office until their respective successors have been duly appointed or elected and qualified.</p> <p>Pursuant to the Company's Revised Manual on Corporate Governance, the membership of the Board may be a combination of executive and non-executive directors in order that no director or small group of directors can dominate the decision-making process. The non-executive directors should possess such qualifications and stature that would enable them to effectively participate in the deliberations of the Board.</p> <p>2. The stockholders of the Company may nominate individuals to be members of the Board of Directors. All nominations for directors shall be forwarded to the Nomination Committee and signed by the nominating stockholder together with the acceptance and conformity by the nominees.</p> <p>3. Nominations for directors should include (i) the curriculum vitae of the nominee, (ii) a statement that the nominee has all the qualifications and none of the disqualifications, (iii) information on the relationship of the nominee to the stockholder submitting the nomination, and (iv) all relevant information about the nominee's qualifications.</p> <p>4. The Nomination Committee created under the Company's</p>	<p>on Corporate Governance and Section 3 the Company's By-Laws.</p> <p>The qualifications of a director are as follows:</p> <p>1. Holder of at least one (1) share of stock of the Company.</p> <p>2. He shall be at least a college graduate or have sufficient experience in managing the business to substitute for such formal education.</p> <p>3. He shall be at least twenty one (21) years of old.</p> <p>4. He shall have proven to possess integrity and probity.</p> <p>5. He shall be assiduous.</p>
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	<p>Revised Manual on Corporate Governance shall endorse the nominees for reelection in the stockholders' meeting, in accordance with the qualifications and disqualifications set forth in the Revised Manual on Corporate Governance.</p> <p>5. The person receiving the highest number of the stockholders present in person or by proxy and entitled to vote shall be the directors.</p>	
(ii) Non-Executive Directors	<p>The selection of non-executive directors is similar to the procedure on the selection of an executive director.</p>	<p>The Nominations Committee shall ensure that the nominee for director shall possess all of the qualifications and none of the disqualifications set forth in the Revised Manual on Corporate Governance and Section 3 the Company's By-Laws.</p> <p>The qualifications of a director are as follows:</p> <ol style="list-style-type: none"> 1. Holder of at least one (1) share of stock of the Company. 2. He shall be at least a college graduate or have sufficient experience in managing the business to substitute for such formal education. 3. He shall be at least twenty one (21) years of old. 4. He shall have proven to possess integrity and probity. 5. He shall be assiduous.
(iii) Independent Directors	<p>Conformably with the Company's By-Laws, the nomination and election of independent directors shall be as follows:</p> <p>a. The Nomination Committee shall promulgate the guidelines or criteria to govern the conduct of the nomination. The same shall be properly disclosed in the company's information or proxy</p>	<ol style="list-style-type: none"> 1. He shall have at least one (1) share stock of the Company. 2. He shall be at least a college graduate or he shall have been engaged in or exposed to the business of the Company for at least five (5) years. 3. He shall possess integrity/probity. 4. He shall be assiduous.

	<p>statement or such other reports required to be submitted to the Securities and Exchange Commission.</p> <p>b. The Nomination of independent director/s shall be conducted by the Committee before the stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.</p> <p>c. The Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent directors as set forth in the Company's Manual on Corporate Governance.</p> <p>d. After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required under Part IV (A) and (C) of Annex "C" of SRC Rule 12, which list, shall be made available to the Commission and to all stockholders through the filing and distribution of the Information Statement, in accordance with SRC Rule 20, or in such other reports the company is required to submit to the Commission. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.</p>	<p>In addition to the above-mentioned qualifications, the independent director must have the following qualifications:</p> <ol style="list-style-type: none"> 1. Is not a director or officer or substantial stockholder of the Company or of its related companies or any of its substantial shareholders (other than as an independent director of any of the foregoing). 2. Is not a relative of any director, officer or substantial stockholder of the Company, any of its related companies or any of its substantial shareholders. For this purpose, "relative" includes spouse, parent, child, brother, sister, and the spouse of such child, brother or sister. 3. Is not acting as a nominee or representative of a substantial shareholder of the Company, any of its related companies or any of its substantial shareholders. 4. Has not been employed in an executive capacity by the Company, any of its related companies or any of its substantial shareholders within the last two (2) years. 5. Is not related as a professional adviser by the Company, any of its related companies or any of its substantial shareholders within the last two (2) years, either personally or through his firm. 6. Has not engaged and does not engage in any transaction with the Company or any of its related companies or any of its substantial shareholders, whether by himself or with other persons or through a firm of which he is a partner or a company of which he is a director or substantial shareholder, other than transactions which
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	<p>e. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director. No other nominations shall be entertained after the Final List of Candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor during the actual annual stockholders' meeting.</p> <p>f. Except as those required under SRC Rule 38 and subject to pertinent existing laws, rules and regulations of the Commission, the conduct of the election of independent director/s shall be made in accordance with the standard election procedures of the company or its by-laws.</p> <p>i. It shall be the responsibility of the Chairman of the meeting to inform all stockholders in attendance of the mandatory requirement of electing independent directors. He shall ensure that independent directors are elected during the stockholder's meeting.</p> <p>ii. Specific slots for independent directors shall not be filled-up by unqualified nominees.</p> <p>iii. In case of failure of election for independent director/s, the Chairman of the Meeting shall call separate election during the same meeting to fill up the vacancy. (As amended on May 28, 2008)</p> <p>The selection of independent directors is similar to the procedure on the selection of the aforementioned directors.</p>	<p>are conducted at arms-length and are immaterial or insignificant.</p>
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b. Re-appointment		
(i) Executive Directors	The directors are elected annually and shall hold office until the annual meeting held next after his election. The directors may be re-elected another term or more. As with selection, the re-appointment of directors must be preceded by the corresponding evaluation by the Nominating Committee.	The criteria for re-appointment is similar to the selection of executive directors as explained above.
(ii) Non-Executive Directors	The same process as explained above applies.	The criteria for re-appointment is similar to the selection of non-executive directors as explained above.
(iii) Independent Directors	Subject to the tenure limitation under SEC Memorandum Circular No. 09, an independent director may be re-elected after his nomination has been passed upon by the Nomination Committee.	The criteria for re-appointment is similar to the selection of independent directors as explained above.
c. Permanent Disqualification		
(i) Executive Directors	The relevant provisions in the Corporation Code and the Company's By-Laws on the removal of a director may be used to disqualify the said director.	<p>The grounds for disqualification as set forth in the Company's Revised Manual on Corporate Governance filed with the Commission are as follows:</p> <ol style="list-style-type: none"> 1. Any person convicted by final judgment or order by a court or competent administrative body of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent acts. 2. Any person finally found by the Commission or a court or other administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of, any provision of the Securities Regulation Code, the Corporation Code, or any other law administered by the Commission or Bangko

		<p>Sentral ng Pilipinas, or any rule, regulation or order of the Commission or Bangko Sentral ng Pilipinas.</p> <p>3. Any person judicially declared to be insolvent.</p> <p>4. Any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct listed in the foregoing subparagraphs.</p> <p>5. Conviction by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code, committed within five (5) years prior to the date of his election or appointment.</p> <p>6. Any person finally convicted judicially or order by an administrative body of any crime that (a) involves the purchase or sale of securities, as defined in the Securities Regulation Code; (b) arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, future commission merchant, commodity trading advisor, or floor broker; or (c) arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them.</p> <p>7. Any person, who, by reason of misconduct, is enjoined by final judgment or order of the Commission or any court or administrative body of competent jurisdiction from: (a) acting as underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, future commission</p>
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		<p>merchant, commodity trading advisor, or floor broker; (b) acting as director or officer of a bank, quasi-bank, trust company, investment company; (c) engaging in or continuing any conduct or practice in any of the capacities mentioned in subparagraphs (a) and (b) above, or willfully violating the laws that govern securities and banking activities.</p> <p>The disqualification shall also apply if such person is currently the subject of an order of the Commission or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him under the Corporation Code, Securities Regulation or any other law administered by the Commission or Bangko Sentral ng Pilipinas (BSP), or under any rule or regulation issued by the Commission or BSP, or has otherwise been restrained to engage in any activity involving securities and banking, or such is currently the subject of an effective order of a self-regulatory organization suspending or expelling him from membership, participation or association with a member or participant of the organization.</p> <p>8. All other grounds for disqualification under the Articles of Incorporation and By-Laws of the Company.</p>
(ii) Non-Executive Directors	Same as above.	The criteria for permanent disqualification of Non-Executive Directors is similar to the criteria for the permanent disqualification of Executive Directors.
(iii) Independent Directors	Same as above.	In addition to the criteria for permanent disqualification of Executive and Non-Executive

		<p>Directors above-mentioned, an Independent Director shall likewise be disqualified during his tenure under the following instances or causes:</p> <ol style="list-style-type: none"> 1. He becomes an officer or employee of the Company, or becomes any of the persons enumerated under the second paragraph of the qualifications of the independent director mentioned above. 2. His beneficial security ownership exceeds 10% of the outstanding capital stock of the Company. 3. He fails, without any justifiable cause, to attend at least 50% of the total number of board meetings during his incumbency unless such absences are due to grave illness or death of an immediate family member. 4. If he becomes disqualified under any of the grounds stated in the Company's Revised Manual on Corporate Governance.
d. Temporary Disqualification		
(i) Executive Directors	<p>The relevant provisions in the Corporation Code and the Company's By-Laws on the removal of a director may be used to disqualify the said director.</p>	<ol style="list-style-type: none"> 1. Refusal to fully disclose the extent of his business interest as required under the Securities Regulation Code and its implementing rules and regulations. This disqualification shall be in effect as long as his refusal persists. 2. Absence or non-participation for whatever reason/s for more than fifty percent (50%) of all meetings, both regular and special, of the Board of Directors during his incumbency, or any twelve (12) month period during said incumbency. This disqualification applies for purposes of the succeeding election. 3. Dismissal/termination from directorship in another listed corporation for cause. This disqualification shall be

		<p>in effect until he has cleared himself of any involvement in the alleged irregularity.</p> <p>4. Being under preventive suspension by the Company.</p> <p>5. Conviction has not yet become final referred to in the grounds for disqualification of directors.</p>
(ii) Non-Executive Directors	Same as above.	The criteria for temporary disqualification of Non-Executive Directors is similar to the criteria for the temporary disqualification of Executive Directors.
(iii) Independent Directors	Same as above.	The criteria for temporary disqualification of Independent Directors is similar to the criteria for the temporary disqualification of Executive Directors.
e. Removal		
(i) Executive Directors	<p>The Company's By Laws provides that any director may be removed, either with or without cause, at any time, by the affirmative vote of the stockholders holding 2/3 of the subscribed capital entitled to vote at a regular meeting or at a special meeting of the stockholders called for the purpose and held after due notice. The vacancy in the Board caused by such removal may be filled by the stockholders at such meeting.</p> <p>Any vacancy occurring in the Board of Directors, other than by removal by the stockholders or expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.</p>	The Company's By Laws provides that any director may be removed, either with or without cause, at any time, by the affirmative vote of the stockholders holding 2/3 of the subscribed capital entitled to vote at a regular meeting or at a special meeting of the stockholders called for the purpose and held after due notice.

	The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filed by election at the same meeting of stockholders.	
(ii) Non-Executive Directors	The same procedure as explained above applies.	The criteria is similar to the criteria for the removal of Executive Directors.
(iii) Independent Directors	The Board of Directors shall not propose the removal of any independent director prior to the end of the By Law-mandated term, unless there are due grounds therefore acknowledged by the Board after receiving the report from the Nomination Committee.	In addition to the criteria for permanent disqualification of Executive and Non-Executive Directors above-mentioned, an Independent Director shall likewise be removed during his tenure under the following instances or causes: 1. He becomes an officer or employee of the Company, or becomes any of the persons enumerated under the second paragraph of the qualifications of the independent director mentioned above. 2. His beneficial security ownership exceeds 10% of the outstanding capital stock of the Company. 3. He fails, without any justifiable cause, to attend at least 50% of the total number of board meetings during his incumbency unless such absences are due to grave illness or death of an immediate family member. 4. If he becomes disqualified under any of the grounds stated in the Company's Revised Manual on Corporate Governance.
f. Re-instatement		
(i) Executive Directors	The director may be nominated anew and re-elected for another term provided at the time of his nomination, he possesses all of the qualifications and none of the disqualifications under the Revised Manual on Corporate Governance. The election of a director must be preceded by the corresponding evaluation of the Nomination	The director may be nominated anew and re-elected for another term provided at the time of his nomination, he possesses all of the qualifications and none of the disqualifications under the Revised Manual on Corporate Governance.

	Committee.	
(ii) Non-Executive Directors	Same as above.	The director may be nominated anew and re-elected for another term provided at the time of his nomination, he possesses all of the qualifications and none of the disqualifications under the Revised Manual on Corporate Governance.
(iii) Independent Directors	Same as above.	The director may be nominated anew and re-elected for another term provided at the time of his nomination, he possesses all of the qualifications and none of the disqualifications under the Revised Manual on Corporate Governance.
g. Suspension		
(i) Executive Directors	The director may be removed pursuant to the relevant provisions in the Company's By-Laws and the Corporation Code.	The criteria for the permanent or temporary disqualification of the director shall apply.
(ii) Non-Executive Directors	Same explanation applies	The criteria for the permanent or temporary disqualification of the director shall apply.
(iii) Independent Directors	Same explanation applies	The criteria for the permanent or temporary disqualification of the director shall apply.

Voting Result of the last Annual General Meeting (May 8, 2015)

Name of Director / Independent Director	Votes FOR	AGAINST Votes	ABSTAIN Votes
Andrew L. Gotianun, Sr.	24,974,316,885	267,557,462	1,532,000
Mercedes T. Gotianun	24,974,316,885	267,557,462	1,532,000
Andrew T. Gotianun, Jr.	25,137,040,325	104,834,022	1,532,000
Jonathan T. Gotianun	24,980,527,885	261,346,462	1,532,000
Josephine G. Yap	25,253,406,347	20,342,000	100,155,022
Michael Edward T. Gotianun	23,798,521,721	1,344,551,604	1,710,000
Efren C. Gutierrez	24,974,316,885	267,557,462	100,155,022
Lamberto U. Ocampo	25,143,251,325	98,623,022	1,532,000
Val Antonio B. Suarez	25,241,874,347	0	1,532,000

6) Orientation and Education Program

(a) Disclose details of the company's orientation program for new directors, if any.

The Company may arrange a meeting to introduce the new director to existing directors and key executives of the Company. An orientation will be made for a better understanding of his role in the organization and to present Company's business, including among others, the Company's goals, vision, and strategies; organizational structure; summary of business performance, recent projects, and projects under construction to provide the new director with adequate basic information to perform his duties.

(b) State any in-house training and external courses attended by Directors and Senior Management³ for the past three (3) years:

The Company shall endeavor to conduct orientation programs, workshops and seminars on corporate governance.

(c) Continuing education programs for directors: programs and seminars and roundtables attended during the year.

The Company shall endeavor to conduct orientation programs, workshops and seminars on corporate governance.

Name of Director/Officer	Date of Training	Program	Name of Training Institution
Jonathan T. Gotianun	24 November 2015	Annual Corporate Governance Training Program	Institute of Corporate Directors
L. Josephine Gotianun Yap	24 November 2015	Annual Corporate Governance Training Program	Institute of Corporate Directors
Andrew T. Gotianun, Jr.	24 November 2015	Annual Corporate Governance Training Program	Institute of Corporate Directors
Michael Edward T. Gotianun	24 November 2015	Annual Corporate Governance Training Program	Institute of Corporate Directors
Efren C. Gutierrez	24 November 2015	Annual Corporate Governance Training Program	Institute of Corporate Directors
Val Antonio B. Suarez	24 November 2015	Annual Corporate Governance Training Program	Institute of Corporate Directors
Nelson M. Bona	24 November 2015	Annual Corporate Governance Training Program	Institute of Corporate Directors
Ana Venus A. Mejia	24 November 2015	Annual Corporate Governance Training Program	Institute of Corporate Directors
Elma Christine R. Leogardo	24 November 2015	Annual Corporate Governance Training Program	Institute of Corporate Directors

³ Senior Management refers to the CEO and other persons having authority and responsibility for planning, directing and controlling the activities of the company.

Sharon P. Pagaling-Refuerzo	24 November 2015	Annual Corporate Governance Training Program	Institute of Corporate Directors
Melissa Ortiz	24 November 2015	Annual Corporate Governance Training Program	Institute of Corporate Directors

B. CODE OF BUSINESS CONDUCT & ETHICS

- 1) Discuss briefly the company's policies on the following business conduct or ethics affecting directors, senior management and employees:

Business Conduct & Ethics	Directors	Senior Management	Employees
(a) Conflict of Interest	<p>The By Laws provides that no person shall qualify to the Board of Directors if he is engaged in any business which competes with or is antagonistic to that of the Corporation.</p> <p>In addition, the Revised Corporate Governance Manual provides that, if an actual or potential conflict of interest may arise, he should fully and immediately disclose it and should not participate in the decision-making process. A director who has a continuing material conflict of interest should consider resigning from his position.</p>	<p>The Company's Employee Manual ("Employee Manual") provides that no employee shall act for the Company in any transaction involving persons or firms where he is, his family or dependents have any significant connection or financial interest. For this reason, the Code of Discipline considers as serious offenses the engagement in any business that is directly or indirectly in competition with that of the Company, or engage directly in money lending or indirectly in any conduct prejudicial to the interests of the Company or to the performance of his job or work assignments. The acceptance of outside employment on part or full time without prior written notice to and approval of Management is classified as a serious offense.</p>	<p>The Company's Employee Manual ("Employee Manual") provides that no employee shall act for the Company in any transaction involving persons or firms where he is, his family or dependents have any significant connection or financial interest. For this reason, the Code of Discipline considers as serious offenses the engagement in any business that is directly or indirectly in competition with that of the Company, or engage directly in money lending or indirectly in any conduct prejudicial to the interests of the Company or to the performance of his job or work assignments. The acceptance of outside employment on part or full time without prior written notice to and approval of Management is classified as a serious offense.</p>
(b) Conduct of Business and Fair Dealings	<p>The Company operates under the basic principle that the director should not use his position to profit or gain some benefit or advantage for himself and/or his related interests. He</p>	<p>The Employee Manual provides that employees shall award orders, contracts and commitments to suppliers without favoritism. Business must be</p>	<p>The Employee Manual provides that employees shall award orders, contracts and commitments to suppliers without favoritism. Business must be conducted strictly on the</p>

	should avoid situations that may compromise his impartiality.	conducted strictly on the basis of merit.	basis of merit.
(c) Receipt of gifts from third parties	Under the Revised Manual on Corporate Governance, the basic principle to be observed is that the director should not use his position to profit or gain some benefit or advantage for himself and/or his related interest.	The Employee Manual provides that no employee shall accept gifts or lavish entertainment from customers or suppliers either for himself or his family. It further prohibits employees from soliciting or accepting personal benefits such as fees or commission from any customer of the Company or any individual or organization doing or seeking business with the Company. For this reason, bribery, accepting bribes; or unofficial solicitation of gifts and loans from customers, contractors and suppliers are considered serious offenses under the Company's Code of Discipline.	The Employee Manual provides that no employee shall accept gifts or lavish entertainment from customers or suppliers either for himself or his family. It further prohibits employees from soliciting or accepting personal benefits such as fees or commission from any customer of the Company or any individual or organization doing or seeking business with the Company. For this reason, bribery, accepting bribes; or unofficial solicitation of gifts and loans from customers, contractors and suppliers are considered serious offenses under the Company's Code of Discipline.
(d) Compliance with Laws & Regulations	Under the Revised Manual on Corporate Governance, a director should keep abreast with industry developments and business trends in order to promote the Company's competitiveness. The Compliance Officer monitors and assesses the Board's compliance with laws and regulations.	Senior management is expected to keep abreast with industry developments and business trends in order to promote the Company's competitiveness. They are also required to comply with existing laws and regulations.	Employees should keep abreast with industry developments and business trends in order to promote the Company's competitiveness. They are also required to comply with existing laws and regulations.
(e) Respect for Trade Secrets/Use of Non-public Information	The Revised Manual on Corporate Governance provides that a director should keep secure and confidential all non-public information he may acquire or learn by reason of his position as director. He should not reveal confidential information to unauthorized persons without the authority of the Board.	Senior management is expected to respect the Company's trade secrets and prohibits the disclosure thereof to the public. Company trade secrets and confidential information shall not be used for personal benefit.	Employees are required to respect the Company's trade secrets and prohibits the disclosure thereof to the public. Company trade secrets and confidential information shall not be used for personal benefit.
(f) Use of	Pursuant to the Revised	The Employee Manual	The Employee Manual

Company Funds, Assets and Information	Manual on Corporate Governance, a director should keep secure and confidential all non-public information he may acquire or learn by reason of his position as director. He should not reveal confidential information to unauthorized persons without the authority of the Board.	<p>provides that no employee shall take an opportunity that rightly belongs to the Company. It is also inappropriate for an employee to use the Company's name or his connection with the Company for personal or job related purposes. No employee shall use company assets for personal use.</p> <p>For this reason, the Code of Discipline consider the following acts as serious offenses: (i) disclosure, giving away confidential information or using restricted or classified Company information without proper authorization; (ii) Unauthorized possession, use or taking/bringing out of Company property, records, supplies, equipment, tools, etc.; (iii) unauthorized substitution of Company materials, supplies, tools, or equipment with another; and (iv) Stealing, misappropriating, or embezzling Company funds or property, those of co-employees and clients, guests and visitors.</p>	<p>provides that no employee shall take an opportunity that rightly belongs to the Company. It is also inappropriate for an employee to use the Company's name or his connection with the Company for personal or job related purposes. No employee shall use company assets for personal use.</p> <p>For this reason, the Code of Discipline consider, the following acts as serious offenses: (i) disclosure, giving away confidential information or using restricted or classified Company information without proper authorization; (ii) Unauthorized possession, use or taking/bringing out of Company property, records, supplies, equipment, tools, etc.; (iii) unauthorized substitution of Company materials, supplies, tools, or equipment with another; and (iv) Stealing, misappropriating, or embezzling Company funds or property, those of co-employees and clients, guests and visitors.</p>
(g) Employment & Labor Laws & Policies	The Company keeps the activities and decisions of the Board within its authority under the articles of incorporation and by-laws, and in accordance with existing laws, rules and regulations, including employment and labor laws.	All employee-related policies including but not limited to benefits, work hours and employee discipline are consolidated in the Employee Manual and the Code of Discipline. These policies are compliant with existing labor laws and regulations.	All employee-related policies including but not limited to benefits, work hours and employee discipline are consolidated in the Employee Manual and the Code of Discipline. These policies are compliant with existing labor laws and regulations.
(h) Disciplinary action	The By-Laws provides for the mechanism on the removal of any member of the Board	The Code of Discipline provides for the procedure on the	The Code of Discipline provides for the procedure on the disciplinary action of

	of Directors.	disciplinary action of erring employees.	erring employees.
(i) Whistle Blower	There are mechanisms or procedures to review and investigate complaints or information by complaining employees and/or "whistle blowers" to ensure that they are duly protected from retaliation and can fully trust and have confidence in the process.	There are mechanisms or procedures to review and investigate complaints or information by complaining employees and/or "whistle blowers" to ensure that they are duly protected from retaliation and can fully trust and have confidence in the process.	There are mechanisms or procedures to review and investigate complaints or information by complaining employees and/or "whistle blowers" to ensure that they are duly protected from retaliation and can fully trust and have confidence in the process.
(j) Conflict Resolution	The Company maintains an alternative dispute resolution system that can amicably settle conflicts or differences between the Company and its stockholders, and the Company and third parties, including regulatory authorities.	The Company has a mechanism and/or procedure on conflict resolution.	The Company has a mechanism and/or procedure on conflict resolution.

- 2) Has the code of ethics or conduct been disseminated to all directors, senior management and employees?

Yes.

- 3) Discuss how the company implements and monitors compliance with the code of ethics or conduct.

The Company implements and monitors compliance with the Code of Conduct through its Compliance Officer and Human Relations Group who regularly coordinate with the Internal Audit, business and support units.

- 4) Related Party Transactions

- (a) Policies and Procedures

Describe the company's policies and procedures for the review, approval or ratification, monitoring and recording of related party transactions between and among the company and its parent, joint ventures, subsidiaries, associates, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents and of interlocking director relationships of members of the Board.

Related Party Transactions	Policies and Procedures
(1) Parent Company	The Company and its subsidiaries in their normal course of business, have certain related party transactions (RPT). Any RPT shall be conducted at arms-length and shall follow the general business procedures as specified and approved by the Board, based on transparency and fairness in the same way as ordinary transactions undertaken with outsiders, taking into account the best interests of the Company.
(2) Joint Ventures	The Company, in the normal course of business, may enter into joint venture projects with its subsidiaries or affiliates.

	Any joint projects undertaken by the Company shall be at arms-length and shall follow the general business procedures as specified and approved by the Board, based on transparency and fairness in the same way as ordinary transactions undertaken with outsiders, taking into account the best interests of the Company.
(3) Subsidiaries	The Company and its subsidiaries in their normal course of business, have certain related party transactions. Any RPT shall be conducted at arms-length and shall follow the general business procedures as specified and approved by the Board, based on transparency and fairness in the same way as ordinary transactions undertaken with outsiders, taking into account the best interests of the Company.
(4) Entities Under Common Control	The Company and other entities under common control, in their normal course of business, may enter into related party transactions. Any RPT shall be conducted at arms-length and shall follow the general business procedures as specified and approved by the Board, based on transparency and fairness in the same way as ordinary transactions undertaken with outsiders, taking into account the best interests of the Company
(5) Substantial Stockholders	The Company and substantial stockholders may enter into related party transactions provided that they shall be conducted at arms-length and shall follow the general business procedures as specified and approved by the Board, based on transparency and fairness in the same way as ordinary transactions undertaken with outsiders, taking into account the best interests of the Company
(6) Officers including spouse/children/siblings/parents	The Employee Manual prohibits an employee to act for the Company in any transaction involving persons or firms where he, his family or dependents have any significant connection or financial interest.
(7) Directors including spouse/children/siblings/parents	<p>The By Laws provides that no person shall qualify to the Board of Directors if he is engaged in any business which competes with or is antagonistic to that of the Corporation.</p> <p>In addition, the Revised Corporate Governance Manual provides that, if an actual or potential conflict of interest may arise, he should fully and immediately disclose it and should not participate in the decision-making process. A director who has a continuing material conflict of interest should consider resigning from his position.</p>
(8) Interlocking director relationship of Board of Directors	

(b) Conflict of Interest

(i) Directors/Officers and 5% or more Shareholders

Identify any actual or probable conflict of interest to which directors/officers/5% or more shareholders may be involved.

The Company is unaware of any actual or probable conflict of interest to which directors/officers or 5% or more shareholders may be involved beyond the ordinary course of business. If a conflict of interest transaction is unavoidable, such transaction shall be conducted at arms-length and shall follow the general business procedures as specified and approved by the Board, based on

transparency and fairness in the same way as ordinary transactions undertaken with outsiders, taking into account the best interests of the Company. Any party involved in a conflict of interest transaction must not take part in the consideration of such transaction.

	Details of Conflict of Interest (Actual or Probable)
Name of Director/s	Not applicable
Name of Officer/s	Not applicable
Name of Significant Shareholders	Not applicable

(ii) Mechanism

Describe the mechanism laid down to detect, determine and resolve any possible conflict of interest between the company and/or its group and their directors, officers and significant shareholders.

	Directors/Officers/Significant Shareholders
Company	All Board members and officers are required to make a prior disclosure on the matters that may result to conflict of interest upon being appointed. Likewise, the Revised Corporate Governance Manual and Code of Discipline of the Company regulate the special duties relating to potential conflicts of interest.
Group	The mechanism explained above likewise applies.

5) Family, Commercial and Contractual Relations

- (a) Indicate, if applicable, any relation of a family,⁴ commercial, contractual or business nature that exists between the holders of significant equity (5% or more), to the extent that they are known to the company:

There do not exist, or the Company is unaware of, relationships of a family, commercial, contractual or business nature among the holders of significant equity.

Names of Related Significant Shareholders	Type of Relationship	Brief Description of the Relationship
Not applicable	Not applicable	Not applicable

- (b) Indicate, if applicable, any relation of a commercial, contractual or business nature that exists between the holders of significant equity (5% or more) and the company:

There were no commercial, contractual or business transaction during the year or any proposed transaction, between holders of significant equity and the Company.

Names of Related Significant Shareholders	Type of Relationship	Brief Description
Not applicable	Not applicable	Not applicable

⁴ Family relationship up to the fourth civil degree either by consanguinity or affinity.

- (c) Indicate any shareholder agreements that may impact on the control, ownership and strategic direction of the company:

There is no shareholder agreement that may impact on the control, ownership and strategic direction of the Company.

Name of Shareholders	% of Capital Stock affected (Parties)	Brief Description of the Transaction
Not applicable	Not applicable	Not applicable

6) Alternative Dispute Resolution

Describe the alternative dispute resolution system adopted by the company for the last three (3) years in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities.

Alternative Dispute Resolution System	
Corporation & Stockholders	The Company encourages or promotes amicable settlement of disputes with stockholders, third parties, including regulatory authorities. If the conflict or dispute is material or is of substantial nature, the conflict or dispute is raised to the Board of Directors.
Corporation & Third Parties	Same as above
Corporation & Regulatory Authorities	Same as above

C. BOARD MEETINGS & ATTENDANCE

- 1) Are Board of Directors' meetings scheduled before or at the beginning of the year?

The Board of Directors' meetings are scheduled at the beginning of the year.

- 2) Attendance of Directors (for the year 2015)

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Chairman Emeritus	Andrew L. Gotianun, Sr.	May 8, 2015	7	5	72%
Chairman	Jonathan T. Gotianun	May 8, 2015	7	7	100%
Member	Josephine G. Yap	May 8, 2015	7	7	100%
Member	Mercedes T. Gotianun	May 8, 2015	7	6	86%
Member	Andrew T. Gotianun, Jr.	May 8, 2015	7	6	86%
Member	Joseph M. Yap*	May 9, 2014	4*	4	100%
Member	Michael Edward T. Gotianun**	May 8, 2015	3**	3	100%
Member	Efren C. Gutierrez	May 8, 2015	7	7	100%
Independent	Lamberto U. Ocampo	May 8, 2015	7	7	100%
Independent	Cirilo T. Tolosa***	May 9, 2015	4***	4	100%
Independent	Val Antonio B. Suarez****	May 8, 2015	3****	3	100%

* Mr. Joseph M. Yap's term as independent director of the Company expired on May 8, 2015. For the period January 1, 2015 until May 8, 2015, the Board of Directors of the Company conducted four (4) meetings.

** Mr. Michael Edward T. Gotianun was first elected as director of the Company on May 8, 2015. For the period May 8, 2015 until December 31, 2015, the Board of Directors of the Company conducted three (3) meetings.

*** Atty. Cirilo T. Tolosa's term as independent director of the Company expired on May 8, 2015. For the period January 1, 2015 until May 8, 2015, the Board of Directors of the Company conducted four (4) meetings.

**** Atty. Val Antonio B. Suarez was first elected as independent director of the Company on May 8, 2015. For the period May 8, 2015 until December 31, 2015, the Board of Directors of the Company conducted three (3) meetings.

- 3) Do non-executive directors have a separate meeting during the year without the presence of any executive? If yes, how many times?

No, the non-executive directors do not meet separately.

- 4) Is the minimum quorum requirement for Board decisions set at two-thirds of board members? Please explain.

No, the quorum requirement for Board decisions is majority of the elected board members.

- 5) Access to Information

- (a) How many days in advance are board papers⁵ for board of directors meetings provided to the board?

Company endeavors to provide board papers to its directors three (3) days prior to the board meeting.

- (b) Do board members have independent access to Management and the Corporate Secretary?

Yes.

- (c) State the policy of the role of the Company secretary. Does such role include assisting the Chairman in preparing the board agenda, facilitating training of directors, keeping directors updated regarding any relevant statutory and regulatory changes, etc?

The Corporate Secretary is an officer of the Company. His loyalty to the mission, vision and specific business objectives of the corporate entity comes with his duties.

Considering his varied functions and duties, he must possess administrative and interpersonal skills, and if he is not the general counsel, then he must have some legal skills. He must also have some financial and accounting skills.

The Corporate Secretary, who should be a Filipino citizen and a resident of the Philippines, shall perform the following duties and responsibilities:

- 1. Gather and analyze all documents, records and other information essential to the conduct of his duties and responsibilities to the Company.*
- 2. As to agenda, assist the Chairman in preparing the Board agenda, get a complete schedule thereof at least for the current year, and put the Board on notice before every meeting.*
- 3. Assist the Board in making business judgment in good faith and in the performance of their responsibilities and obligations.*
- 4. Attend all Board meetings and maintain record of the same.*
- 5. Ensure that all Board procedures, rules and regulations are strictly followed by the members. He shall likewise facilitate the training of directors and keep the directors updated regarding any relevant statutory and regulatory changes, etc.*
- 6. Be responsible for the safekeeping and preservation of the integrity of the minutes of the*

⁵ Board papers consist of complete and adequate information about the matters to be taken in the board meeting. Information includes the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

meetings of the Board and its committees, as well as the other official records of the Company.

7. *Work fairly and objectively within the Board, Management and stockholders.*
8. *Have a working knowledge of the operations of the Company.*

(d) Is the company secretary trained in legal, accountancy or company secretarial practices? Please explain should the answer be in the negative.

Yes.

(e) Committee Procedures

Disclose whether there is a procedure that Directors can avail of to enable them to get information necessary to be able to prepare in advance for the meetings of different committees:

Yes ☒

No ☐

Committee	Details of the procedures
Executive	The director may request the Corporate Secretary for copies of materials to prepare in advance for the Executive Committee meeting.
Audit	Same procedure applies.
Nomination	Same procedure applies.
Remuneration	Same procedure applies.
Others (specify)	

6) External Advice

Indicate whether or not a procedure exists whereby directors can receive external advice and, if so, provide details:

Procedures	Details
Directors may seek external advice when it is beneficial for the interest of the Company and its subsidiaries, subject to the policy on confidentiality and transparency.	Among others, external advice on legal and technical matters.

7) Change/s in existing policies

Indicate, if applicable, any change/s introduced by the Board of Directors (during its most recent term) on existing policies that may have an effect on the business of the company and the reason/s for the change:

The Company continues to update its policies from time to time to keep abreast of changes in the law and the industry. For this year however, no existing policy was modified or changed.

Existing Policies	Changes	Reason
Not applicable	Not applicable	Not applicable

D. REMUNERATION MATTERS

1) Remuneration Process

Disclose the process used for determining the remuneration of the CEO and the four (4) most highly compensated management officers:

Process	CEO	Top 4 Highest Paid Management Officers
(1) Fixed remuneration	The Board of Directors, upon recommendation of the Remuneration Committee, shall fix the salaries and bonuses of all officers including the CEO.	The Board of Directors, upon recommendation of the Remuneration Committee, shall fix the salaries and bonuses of all officers, including the top 4 highest paid management officers of the Company.
(2) Variable remuneration	Same as above	Same as above
(3) Per diem allowance	Same as above	Same as above
(4) Bonus	Same as above.	Same as above.
(5) Stock Options and other financial instruments	Currently, the Company does not provide for stock options.	Currently, the Company does not provide for stock options.
(6) Others (specify)		

2) Remuneration Policy and Structure for Executive and Non-Executive Directors

Disclose the company's policy on remuneration and the structure of its compensation package. Explain how the compensation of Executive and Non-Executive Directors is calculated.

Except for per diem of Php50,000.00 being paid to non-executive directors of the Filinvest Group for every meeting attended, there are no other arrangements to which directors are compensated, for any services provided as director, including any amounts payable for committee participation or special assignments.

	Remuneration Policy	Structure of Compensation Packages	How Compensation is Calculated
Executive Directors	Not applicable	Not applicable	Not applicable
Non-Executive Directors	Not applicable	Not applicable	Not applicable

Do stockholders have the opportunity to approve the decision on total remuneration (fees, allowances, benefits-in-kind and other emoluments) of board of directors? Provide details for the last three (3) years.

Except for per diem of Php50,000.00 being paid to non-executive directors of the Filinvest Group for every meeting attended, there are no other arrangements to which directors are compensated, for any services provided as director, including any amounts payable for committee participation or special assignments.

Remuneration Scheme	Date of Stockholders' Approval
Not applicable	Not applicable

3) Aggregate Remuneration

Complete the following table on the aggregate remuneration accrued during the most recent year:

Except for per diem of PhP50,000.00 being paid to non-executive directors of the Filinvest Group for every meeting attended, there are no other arrangements to which directors are compensated, for any services provided as director, including any amounts payable for committee participation or special assignments.

Remuneration Item	Executive Directors	Non-Executive Directors (other than independent directors)	Independent Directors
(a) Fixed Remuneration	Not applicable	Not applicable	Not applicable
(b) Variable Remuneration	Not applicable	Not applicable	Not applicable
(c) Per diem Allowance	Not applicable	Not applicable	PhP50,000.00 per meeting
(d) Bonuses	Not applicable	Not applicable	Not applicable
(e) Stock Options and/or other financial instruments	Not applicable	Not applicable	Not applicable
(f) Others (Specify)	Not applicable	Not applicable	Not applicable
Total	Not applicable	Not applicable	Not applicable

During the annual meetings of the stockholders held on May 8, 2015, no action was taken with respect to any bonus, profit sharing or other compensation plan, contract or arrangement, and pension or retirement plan, in which any director (whether executive, non-executive or independent) of the Company will participate.

Other Benefits	Executive Directors	Non-Executive Director (other than independent directors)	Independent Directors
1) Advances	Not applicable	Not applicable	Not applicable
2) Credit granted	Not applicable	Not applicable	Not applicable
3) Pension Plan/s Contributions	Not applicable	Not applicable	Not applicable
(d) Pension Plans, Obligations incurred	Not applicable	Not applicable	Not applicable
(e) Life Insurance Premium	Not applicable	Not applicable	Not applicable
(f) Hospitalization Plan	Not applicable	Not applicable	Not applicable
(g) Car Plan	Not applicable	Not applicable	Not applicable
(h) Others (Specify)	Not applicable	Not applicable	Not applicable
Total			

4) Stock Rights, Options and Warrants

(a) Board of Directors

Complete the following table, on the members of the company's Board of Directors who own or are entitled to stock rights, options or warrants over the company's shares:

During the annual meetings of the stockholders held on May 9, 2014, no action was taken with respect to any bonus, profit sharing or other compensation plan, contract or arrangement, and pension or retirement plan, options, rights, or warrants in which any director (whether executive, non-executive or independent) of the Company will participate.

Director's Name	Number of Direct Option/Rights/Warrants	Number of Indirect Option/Rights/Warrants	Number of Equivalent Shares	Total % from Capital Stock
Not applicable	Not applicable	Not applicable	Not applicable	Not applicable

(b) Amendments of Incentive Programs

Indicate any amendments and discontinuation of any incentive programs introduced, including the criteria used in the creation of the program. Disclose whether these are subject to approval during the Annual Stockholders' Meeting:

During the annual meetings of the stockholders held on May 9, 2014, no action was taken with respect to any bonus, profit sharing or other compensation plan, contract or arrangement, and pension or retirement plan, in which any director (whether executive, non-executive or independent) of the Company will participate.

Incentive Program	Amendments	Date of Stockholders' Approval
Not applicable	Not applicable	Not applicable

5) Remuneration of Management

Identify the five (5) members of management who are not at the same time executive directors and indicate the total remuneration received during the financial year (2014):

Name of Officer/Position	Total Remuneration
Josephine G. Yap / President & CEO	PhP26.51 million*
Steve Chien Liang Ta / SVP	
Nelson M. Bona / SVP & CFO	
Ana Venus A. Mejia / SVP & Deputy CFO	
Francis V. Ceballos / SVP	

(*) Since some of these senior officers also render services to subsidiaries, a portion of this amount has been charged/allocated by the Company to the relevant subsidiary/ies.

E. BOARD COMMITTEES

1) Number of Members, Functions and Responsibilities

Provide details on the number of members of each committee, its functions, key responsibilities and the power/authority delegated to it by the Board:

Committee	No. of Members			Committee Charter	Functions	Key Responsibilities	Power
	Executive Director (ED)	Non-executive Director (NED)	Independent Director (ID)				
Executive	2	4	0	NA	<p>The functions, duties, and responsibilities of the Board of Directors may be delegated, to the fullest extent permitted by law, to an Executive Committee to be established by the Board of Directors.</p> <p>The Executive Committee may act on such specific matters within the competence of the Board of Directors as may be delegated to it by a majority of the Board of Directors, except with respect to: (i) approval of any action for which shareholders' approval is also required; (ii) the filing of vacancies in the Board of Directors; (iii) the amendment or repeal of these By-Laws or the adoption of new By-Laws; (iv) amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; and (v) the distribution of cash dividends to shareholders.</p>	Please refer to Functions	The Executive Committee exercises powers in the management of the business and affairs of the Company as may be delegated to it by the Board of Directors, in accordance with Article V of the By-Laws.
Audit		2	1	NA	<ol style="list-style-type: none"> 1. Provide oversight financial management functions specifically in areas of managing credit, market, liquidity, operational, legal and other risks of the Company and crisis management. 2. Provide oversight of the Company's internal and external auditors. 3. Review and approve audit scope and frequency, and the annual internal audit plan. 4. Discuss with the external auditor before the audit commences the nature and scope of the audit, and ensure coordination where more than one (1) audit firm is involved. 5. Set up an internal audit department and consider the appointment of an internal auditor as well as an independent external auditor, the audit fee and any question of resignation or 	Please refer to Functions	The Audit Committee exercises powers delegated to it by the Board of Directors, in accordance with Article V of the By-Laws. The Audit Committee has the power and authority to carry out its functions under the Revised Manual on Corporate Governance.

					<p>dismissal.</p> <p>6. Monitor and evaluate the adequacy and effectiveness of the Company's internal control system.</p> <p>7. Receive and review reports of internal and external auditors and regulatory agencies, where applicable, and ensure that management is taking appropriate corrective actions, in a timely manner, in addressing control and compliance functions with regulatory agencies.</p> <p>8. Review the quarterly, half-year and annual financial statements before submission to the Board with particular focus on the following matters:</p> <ul style="list-style-type: none"> a. Any change/s in accounting policies and practices b. Major judgmental areas c. Significant adjustments resulting from the audit d. Going concern assumptions e. Compliance with accounting standards f. Compliance with tax, legal and regulatory requirements <p>9. Coordinate, monitor and facilitate compliance with existing laws, rules and regulations.</p> <p>10. Evaluate and determine non-audit work by external and keep under review the non-audit fees paid to the external auditor both in relation to their significance to the auditor and in relation to the Company's total expenditure on consultancy. The non-audit work should be disclosed in the Annual Report.</p> <p>11. Establish and identify the reporting line of the chief audit executive so that the reporting level allows the internal audit activity to fulfill its responsibilities. The chief audit executive shall report directly to the Audit committee functionally. The Audit Committee shall ensure that the internal auditors shall have free and full access to the Company's records, properties and personnel relevant to the internal audit activity, and that the internal audit activity should be free from</p>		
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					interference in determining the scope of internal auditing examinations, performing work and communicating results, and shall provide a venue for the Audit Committee to review and approve the annual internal audit plan.		
Nominati on	2	2	1	NA	Review and evaluate the qualifications of all persons nominated to the Board, as well as those nominated to other positions requiring appointment by the Board, and provide assessment on the Board's effectiveness in directing the process of renewing and replacing the Board's members.	Please refer to functions	The Nomination Committee exercises powers delegated to it by the Board of Directors, in accordance with Article V of the By-Laws. Under the Revised Manual on Corporate Governance, it has the power and authority to review and evaluate nominees to the Board.
Remuner ation/ Compens ation	1	2	1	NA	<p>1. Establish a formal and transparent procedure for developing a policy on remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Company's culture, strategy and control environment.</p> <p>2. Designate amount of remuneration, which shall be in a sufficient level to attract and retain directors and officers who are needed to run the Company successfully.</p> <p>3. Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of individual directors, if any, and officers.</p> <p>4. Develop a form on Full Business</p>	Please refer to functions.	The Remuneration Committee exercises powers delegated to it by the Board of Directors, in accordance with Article V of the By-Laws. Under the Revised Manual on Corporate Governance, the Remuneration Committee has been authorized to develop the remuneration of directors and officers.

					<p>Interest Disclosure as part of the pre-employment requirements for all incoming officers, which, among others, compel all officers to declare under the penalty of perjury all their existing business interests or shareholdings that may directly or indirectly conflict in their performance of duties once hired.</p> <p>5. Disallow any director to decide his or her own remuneration.</p> <p>6. Provide in the Company's annual reports, information and proxy statements a clear, concise and understandable disclosure of compensation of its executive officers for the previous fiscal year and ensuing year.</p> <p>7. Review the existing Human Resources Development or Personnel Handbook, to strengthen provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts.</p>		
Technical	1	1	1	NA	To provide technical advice and support in the matters pertaining to the specific problems of technical nature.	Please refer to functions.	To provide technical advice and support in the matters pertaining to the specific problems of technical nature.

2) Committee Members (Report for the year 2015)

(a) Executive Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee (*)
Chairman	Josephine G. Yap	May 8, 2015	7	6	86%	1
Member (ED)	Michael Edward T. Gotianun	May 8, 2015	7	5	71%	1
Member (NED)	Jonathan T. Gotianun	May 8, 2015	7	7	100%	1
	Andrew T. Gotianun, Jr.	May 8, 2015	7	6	86%	1

	Andrew L. Gotianun, Sr.	May 8, 2015	7	5	71%	1
	Mercedes T. Gotianun	May 8, 2015	7	5	71%	1
Member (ID)	Not Applicable					

* Committee members are appointed annually.

(b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee (*)
Chairman	Val Antonio B. Suarez	May 8, 2015	2*	2*	100%	1
Member (ED)						
Member (NED)	Jonathan T. Gotianun	May 8, 2015	3	3	100%	1
	Efren C. Gutierrez	May 8, 2015	3	3	100%	1
Member (ID)	Val Antonio B. Suarez	May 8, 2015	2*	2*	100%	1
Member						

* Committee members are appointed annually.

** Atty. Val Antonio B. Suarez was appointed Chairman of the Audit Committee on May 8, 2015. For the period May 8, 2015 to 31 December 2015, the Audit Committee conducted two (2) meetings.

Disclose the profile or qualifications of the Audit Committee members.

Consistent with the Revised Manual on Corporate Governance, the Audit Committee is composed of at least three (3) directors, who shall preferably have accounting and finance backgrounds, one of whom shall be an independent director and another with audit experience. The chair of the Audit Committee should be an independent director.

Val Antonio B. Suarez, 56, Filipino, is an independent director of FLI, having been first elected on May 8, 2015. He is the Managing Partner of the Suarez & Reyes Law Offices and was the former President and Chief Executive Officer of The Philippine Stock Exchange. Mr. Suarez is also an independent director of Lepanto Consolidated Mining Company, a publicly-listed company, and a member of the Integrated Bar of the Philippines (Makati Chapter) and New York Bar. He obtained his Bachelor of Laws Degree from the Ateneo De Manila University Law School and a Master of Laws from Georgetown University Law Center.

Jonathan T. Gotianun, 61, Filipino, has been a Director of the Company since 1990. He is also the Chairman of FDC, the President of Davao Sugar Central Co., Inc. and Cotabato Sugar Central Co., Inc. and Chairman of EWBC. He served as Director and Senior Vice President of Family Bank & Trust Co. until 1984. He obtained his Master's Degree in Business Administration from Northwestern University in 1976.

Efren C. Gutierrez, 79, Filipino, was a Director of the Company from 1994 to 2001, and was re-elected to the Company's Board in 2006. He served as the President of FAI from 1999 to 2005. He is the Chairman of the Board of Directors of The Palms Country Club, Inc. He obtained his Bachelor of Laws degree from the University of the Philippines.

Describe the Audit Committee's responsibility relative to the external auditor.

Conformably with The Revised Manual on Corporate Governance, the Audit Committee performs oversight functions over the Company's external auditor. The Committee also ensures that the internal and external auditors act independently from each other, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their

respective audit functions.

(c) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee (*)
Chairman	Andrew L. Gotianun, Sr.	May 8, 2015	1	1	100%	1
Member (ED)	Josephine G. Yap	May 8, 2015	1	1	100%	1
Member (NED)	Mercedes T. Gotianun	May 8, 2015	1	1	100%	1
Member (ID)	Lamberto U. Ocampo	May 8, 2015	1	1	100%	1
Member	Rizalangela L. Reyes	May 8, 2015	1	1	100%	1

* Committee members are appointed annually.

(d) Remuneration Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee (*)
Chairman	Mercedes T. Gotianun	May 8, 2015	1	1	100%	1
Member (ED)	Josephine G. Yap	May 8, 2015	1	1	100%	1
Member (NED)	Jonathan T. Gotianun	May 8, 2015	1	1	100%	1
Member (ID)	Lamberto U. Ocampo	May 8, 2015	1	1	100%	1
Member						

* Committee members are appointed annually.

(e) Others (Technical)

Provide the same information on all other committees constituted by the Board of Directors:

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee (*)
Chairman	Lamberto U. Ocampo	May 8, 2015	1	1	100%	1
Member (ED)	Michael Edward T. Gotianun	May 8, 2015	1	1	100%	1
Member (NED)						
Member (ID)	Lamberto U. Ocampo	May 8, 2015	1	1	100%	1
Member	Winnifred Lim	May 8, 2015	1	1	100%	1

* Committee members are appointed annually.

3) Changes in Committee Members

Indicate any changes in committee membership that occurred during the year and the reason for the changes:

There were no changes in Committee membership.

Name of Committee	Name	Reason
Executive	Not applicable	Not applicable
Audit	Not applicable	Not applicable
Nomination	Not applicable	Not applicable
Remuneration	Not applicable	Not applicable
Others (specify)	Not applicable	Not applicable

4) Work Done and Issues Addressed

Describe the work done by each committee and the significant issues addressed during the year.

Name of Committee	Work Done	Issues Addressed
Executive	The Executive Committee adopted resolutions and acted on the business affairs of the Corporation which have been delegated to it by the Board of Directors.	The Executive Committee has addressed all business and operational issues raised by Management.
Audit	The Audit Committee was able to carry out its functions and responsibilities under the Revised Manual on Corporate Governance.	The Audit Committee has addressed issues relative to its functions.
Nomination	The Nomination Committee was able to carry out its functions and responsibilities under the Revised Manual on Corporate Governance.	The Nomination Committee has addressed issues relative to its functions.
Remuneration	The Remuneration Committee was able to carry out its functions and responsibilities under the Revised Manual on Corporate Governance.	The Remuneration Committee has addressed issues relative to its functions.
Others (Technical)	The Technical Committee was able to carry out its functions and responsibilities as discussed above.	The Technical Committee has addressed issues relative to its functions.

5) Committee Program

Provide a list of programs that each committee plans to undertake to address relevant issues in the improvement or enforcement of effective governance for the coming year.

The Committees plan to embark on developing programs to improve and/or enforce effective governance for the coming year.

Name of Committee	Planned Programs	Issues to be Addressed
Executive		
Audit		
Nomination		
Remuneration		
Others (specify)		

F. RISK MANAGEMENT SYSTEM

1) Disclose the following:

(a) Overall risk management philosophy of the company;

The main objectives of the Company and the Group's financial risk management are as follows:

- *To identify and monitor such risks on an on-going basis;*
- *To minimize and mitigate such risks; and*
- *To provide a degree of certainty about costs.*

(b) A statement that the directors have reviewed the effectiveness of the risk management system and commenting on the adequacy thereof;

The directors of the Company have reviewed the effectiveness of the risk management system and the adequacy thereof.

(c) Period covered by the review – 2014

(d) How often the risk management system is reviewed and the directors' criteria for assessing its effectiveness?

The Company's risk management system is reviewed yearly.

(e) Where no review was conducted during the year, an explanation why not.

2) Risk Policy

(a) Company

Give a general description of the company's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
Liquidity Risk	<p>To cover its financing requirements, the Company and the entire Group to use internally generated funds and available long-term and short-term credit facilities.</p> <p>The Company and its group regularly evaluate their projected and actual cash flows. They also continuously assess conditions in the financial markets for opportunities to pursue fund raising activities, in case any requirements arise. Fund raising activities may include bank loans and capital market issues.</p>	The Group seeks to manage its liquidity profile to be able to finance capital expenditures and service maturing debts.
Credit Risk	Credit risk is managed since the titles of the properties sold are	To avoid financial loss.

	<p>retained by the Company/Group until installment receivables are fully collected and the fair values of these properties held as collateral are sufficient to cover the carrying values of the installment contract receivable.</p> <p>It is the Company/Group's policy that buyers who wish to avail the in-house financing scheme be subjected to credit verification procedures. Receivable balances are being monitored on a regular basis and subjected to appropriate actions to manage credit risk.</p>	
Interest Rate Risk	The Company/Group renegotiates the interest rates for certain long-term debts to convert them from fixed-rate debt to floating-rate debt as the Company/Group believes that the current interest rate environment makes it more favorable to carry floating-rate debt.	To provide a certain degree of certainty about costs.

(b) Group

Give a general description of the Group's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

The main objectives of the Group's financial risk management are as follows:

- *To identify and monitor such risks on an on-going basis;*
- *To minimize and mitigate such risks; and*
- *To provide a degree of certainty about costs.*

Risk Exposure	Risk Management Policy	Objective
Liquidity Risk	<p>To cover its financing requirements, the Company and the entire Group to use internally generated funds and available long-term and short-term credit facilities.</p> <p>The Group regularly evaluates its projected and actual cash flows. It also continuously assesses conditions in the financial markets for opportunities to pursue fund raising activities, in case any requirements arise. Fund raising activities may include bank loans</p>	The Group seeks to manage its liquidity profile to be able to finance capital expenditures and service maturing debts.

	and capital market issues.	
Credit Risk	<p>Credit risk is managed since the titles of the properties sold are retained by the Company/Group until installment receivables are fully collected and the fair values of these properties held as collateral are sufficient to cover the carrying values of the installment contract receivable.</p> <p>It is the Group's policy that buyers who wish to avail the in-house financing scheme be subjected to credit verification procedures. Receivable balances are being monitored on a regular basis and subjected to appropriate actions to manage credit risk.</p>	To avoid financial loss.
Interest Rate Risk	The Group renegotiates the interest rates for certain long-term debts to convert them from fixed-rate debt to floating-rate debt as the Company/Group believes that the current interest rate environment makes it more favorable to carry floating-rate debt.	To provide a certain degree of certainty about costs.

(c) Minority Shareholders

Indicate the principal risk of the exercise of controlling shareholders' voting power.

Risk to Minority Shareholders
The exercise by the majority or controlling shareholders of their voting power prevails over the votes of minority shareholders. This is the risk that minority shareholders would have to live with. The Company however respects the rights of minority shareholders by inviting them to the Annual Shareholders Meeting and allowing them to ask questions relating to the Company's business operations. Minority shareholders are also given the opportunity to propose or nominate qualified persons for selection as directors.

3) Control System Set Up

(a) Company

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
Liquidity Risk	To cover its financing requirements, the Company and the entire Group to use internally generated funds and available long-term and short-term credit facilities.	To cover its financing requirements, the Company and the entire Group to use internally generated funds and available long-term and short-term credit facilities.

	<p>The Group regularly evaluates its projected and actual cash flows. It also continuously assesses conditions in the financial markets for opportunities to pursue fund raising activities, in case any requirements arise. Fund raising activities may include bank loans and capital market issues.</p>	<p>The Group regularly evaluates its projected and actual cash flows. It also continuously assesses conditions in the financial markets for opportunities to pursue fund raising activities, in case any requirements arise. Fund raising activities may include bank loans and capital market issues.</p>
Credit Risk	<p>Credit risk is managed since the titles of the properties sold are retained by the Company/Group until installment receivables are fully collected and the fair values of these properties held as collateral are sufficient to cover the carrying values of the installment contract receivable.</p> <p>It is the Group's policy that buyers who wish to avail the in-house financing scheme be subjected to credit verification procedures. Receivable balances are being monitored on a regular basis and subjected to appropriate actions to manage credit risk.</p>	<p>Credit risk is managed since the titles of the properties sold are retained by the Company/Group until installment receivables are fully collected and the fair values of these properties held as collateral are sufficient to cover the carrying values of the installment contract receivable.</p> <p>It is the Group's policy that buyers who wish to avail the in-house financing scheme be subjected to credit verification procedures. Receivable balances are being monitored on a regular basis and subjected to appropriate actions to manage credit risk.</p>
Interest Rate Risk	<p>The Group renegotiates the interest rates for certain long-term debts to convert them from fixed-rate debt to floating-rate debt as the Company/Group believes that the current interest rate environment makes it more favorable to carry floating-rate debt.</p>	<p>The Group renegotiates the interest rates for certain long-term debts to convert them from fixed-rate debt to floating-rate debt as the Company/Group believes that the current interest rate environment makes it more favorable to carry floating-rate debt.</p>

(b) Group

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
<p>The Group's businesses are subject to credit, market and liquidity risk which may have an adverse effect on its credit ratings and its cost of funds</p>	<p>The Group's businesses have a Risk Management Committee that oversees its risk management activities. The Risk Management Committee is also responsible for periodically reviewing risk management policies and procedures relating to credit, market, liquidity and operational risks.</p>	<p>The Group's business seeks to institute an efficient and appropriate risk management process that can be evaluated, monitored, and managed for key risks.</p>

	<p>The Group's business continues to enhance its various risk monitoring and management tools to improve its risk management capabilities and the quality of its loan portfolio by continuing to (i) improve its credit policies and credit approval procedures, (ii) implement risk management control tools, including, among others, a centralized credit management information system that allows it to standardize credit risk detection, quantification and management and (iii) strengthen internal controls and legal compliance by standardizing internal policies and procedures in accordance with legal and regulatory requirements with a view to establish a comprehensive internal control system.</p>	
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(c) Committee

Identify the committee or any other body of corporate governance in charge of laying down and supervising these control mechanisms, and give details of its functions:

Committee/Unit	Control Mechanism	Details of its Functions
Audit Committee	<p>The internal control system is defined through the formulation of Operating Manual Systems (OMS) for the various operating sections of the company. OMS for a particular section is formulated through the review of the business processes within the section by a team normally comprised of the Systems Department, the personnel operating within the section and representatives from all other affected units. A draft of the OMS is prepared by the System Department, who then secures the concurrence of all team members before submission to the President for final approval.</p>	<p>The functions of the Audit Committee are discussed above.</p>

G. INTERNAL AUDIT AND CONTROL

1) Internal Control System

Disclose the following information pertaining to the internal control system of the company:

- (a) Explain how the internal control system is defined for the company;

The internal control system is defined through the formulation of Operating Manual Systems (OMS) for the various operating sections of the company. OMS for a particular section is formulated through the review of the business processes within the section by a team normally comprised of the Systems Department, the personnel operating within the section and representatives from all other affected units. A draft of the OMS is prepared by the System Department, who then secures the concurrence of all team members before submission to the President for final approval.

- (b) A statement that the directors have reviewed the effectiveness of the internal control system and whether they consider them effective and adequate;

The Board of Directors has reviewed the effectiveness of the internal control system and they consider the said system effective and adequate.

- (c) Period covered by the review - 2013

- (d) How often internal controls are reviewed and the directors' criteria for assessing the effectiveness of the internal control system; and

External Auditors – Review of internal controls is part of an audit engagement and the results are presented to the Audit Committee after the release of the audited financial statements.

Internal Auditors – Review of specific internal controls is done regularly based on an annual plan prepared at the beginning of the year. Additional reviews are made based on the requests of Management and other Departments during the year. Results are presented in audit reports addressed to the President.

- (e) Where no review was conducted during the year, an explanation why not.

2) Internal Audit

- (a) Role, Scope and Internal Audit Function

Give a general description of the role, scope of internal audit work and other details of the internal audit function.

Role	Scope	Indicate whether In-house or Outsource Internal Audit Function	Name of Chief Internal Auditor/Auditing Firm	Reporting process
Provide Management with regular appraisal of the internal controls within the Company	Includes audit review of financial records, compliance to policies and procedures and evaluation of the efficiencies of the	In-house	Edgardo C. Raymundo	Audit reports are addressed to the President

	operational processes.			
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- (b) Do the appointment and/or removal of the Internal Auditor or the accounting /auditing firm or corporation to which the internal audit function is outsourced require the approval of the audit committee?

The external auditor to be appointed needs to be approved by the Audit Committee while the appointment and/or removal of Internal Auditors is done through the standard Company hiring procedures.

- (c) Discuss the internal auditor's reporting relationship with the audit committee. Does the internal auditor have direct and unfettered access to the board of directors and the audit committee and to all records, properties and personnel?

The internal auditors are reporting directly to the Audit Committee and the President. The internal auditors are given a free hand in determining the auditable units and in prioritizing/scheduling the audit reviews subject to the final approval of the President/Committee.

- (d) Resignation, Re-assignment and Reasons

Disclose any resignation/s or re-assignment of the internal audit staff (including those employed by the third-party auditing firm) and the reason/s for them.

Name of Audit Staff	Reason
Ms. Maria Isabel Trinidad	Transferred to a Supervisory position in Project Finance Dept.
Ms. Rowena Labrador	Transferred to a Supervisory position in Accounting Department

- (e) Progress against Plans, Issues, Findings and Examination Trends

State the internal audit's progress against plans, significant issues, significant findings and examination trends.

Progress Against Plans	
Issues ⁶	1. Unidentified buyers' foreign remittances 2. Recoverability of Receivables from Homeowners' Association
Findings ⁷	1. Unrecorded bank reconciling items 2. Discrepancy between General and Subsidiary Ledgers of the Installment Contract Receivables
Examination Trends	

[The relationship among progress, plans, issues and findings should be viewed as an internal control review cycle which involves the following step-by-step activities:

- 1) Preparation of an audit plan inclusive of a timeline and milestones;
- 2) Conduct of examination based on the plan;
- 3) Evaluation of the progress in the implementation of the plan;
- 4) Documentation of issues and findings as a result of the examination;
- 5) Determination of the pervasive issues and findings ("examination trends") based on single year result and/or year-to-year results;
- 6) Conduct of the foregoing procedures on a regular basis.]

- (f) Audit Control Policies and Procedures

⁶ "Issues" are compliance matters that arise from adopting different interpretations.

⁷ "Findings" are those with concrete basis under the company's policies and rules.

Disclose all internal audit controls, policies and procedures that have been established by the company and the result of an assessment as to whether the established controls, policies and procedures have been implemented under the column "Implementation."

Policies & Procedures	Implementation
1. Details of foreign remittances should be required from the buyers and remitting banks.	Continuously educate the buyers on the importance of declaring the details of the remittances. Coordinate with the banks in requiring the buyers to indicate complete details.
2. Regularly monitor receivables from HOA to ensure that the outstanding balance as of reporting date is recoverable.	No allowance for doubtful accounts has been set up yet since the balance may be offset from our outstanding dues to HOA. Reconciliation will be done upon turnover.
3. Reconciling bank recon items should be reviewed for appropriate adjustment in the books.	Subsequent adjustments in the year-end balances have already been made. Continuing efforts are being exerted to clear the remaining balances.
4. Reconciliation of the ICR general and subsidiary ledgers should be regularly done.	The discrepancy is mostly due to upload issues from the old computer system to the new one. Review of the upload process is still on-going.

(g) Mechanism and Safeguards

State the mechanism established by the company to safeguard the independence of the auditors, financial analysts, investment banks and rating agencies (example, restrictions on trading in the company's shares and imposition of internal approval procedures for these transactions, limitation on the non-audit services that an external auditor may provide to the company):

Auditors (Internal and External)	Financial Analysts	Investment Banks	Rating Agencies
The Revised Manual on Corporate Governance provides that : (i) shall not, at the same time, provide internal audit services to the Company. Non-audit work may be given to the external auditor, provided it does not conflict with his duties as an independent auditor, or not pose as a threat to his independence; and (ii) the external auditor should be rotated or changes every five (5) years or earlier, or the signing partner of the external auditing firm assigned to the Company, should be changed with the same frequency.	<p>The Company only hires reputable financial advisors, investment banks and rating agencies that are ranked among the top in the industry. These firms must be accredited and viewed with high-esteem by both government and non-government financial regulatory bodies/authorities such as the SEC, BSP and the PSE.</p> <p>None of the people engaged in providing financial services to the Company, directly or indirectly, has dealings with the Company or has transactions involving the Company or connected to or affiliated with individuals under the Company's employ or doing business with the Company.</p> <p>Hiring of financial analysts, investment banks and rating agencies are subject to careful scrutiny by management and subject to final Board approval.</p> <p>Work process analysts, investment banks and rating agencies are directly supervised/ handled by senior officers with broad experience and understanding of finance and related work.</p>		

(h) State the officers (preferably the Chairman and the CEO) who will have to attest to the company's full compliance with the SEC Code of Corporate Governance. Such confirmation must state that all directors, officers and employees of the company have been given proper instruction on their respective duties as mandated by the Code and that internal mechanisms are in place to ensure that compliance.

The CEO attests to the Company's full compliance with the SEC Code of Corporate Governance. The CEO confirms that all directors, officers and employees of the Company have been given proper instruction on their respective duties as mandated by the Code and that internal mechanisms are in place to ensure that compliance.

H. ROLE OF STAKEHOLDERS

1) Disclose the company's policy and activities relative to the following:

	Policy and Activities
Customers' welfare	The Company has established customer service units tasked to address customer complaints or suggestions, conduct customer satisfaction surveys and communicate with customers via effective channels.
Supplier/contractor selection practice	
Environmentally friendly value-chain	The suppliers/contractors go through bidding process.
Community interaction	The Company follows the policy of environmental conservation, in parallel with economic and social efforts, in line with its management strategy. The main focus is to reduce operating expenses through energy conservation and paper recycling.
Anti-corruption programmes and procedures	
Safeguarding creditors' rights	Please refer to the relevant portion on Corporate Social Responsibility.
	The Company's procedures for handling employee complaints, including those concerning illegal and unethical behavior are embodied in the Employee Manual and Code of Discipline.
	The Company respects agreements with creditors, manages loans according to lending objectives, ensure timely repayment of loans and interests, honor loan covenants and conditions and competently operate the business to assure creditors about the Company's financial standing and loan repayment capabilities.

2) Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section? *No*

3) Performance-enhancing mechanisms for employee participation.

(a) What are the company's policy for its employees' safety, health, and welfare?

The Company's employee's safety, health and welfare policies are embodied in a Safety Manual which is made available to new employees. This Manual includes policies on occupational, safety and health programs, safety & discipline, drugs and alcohol-free workplace and sexual harassment, as well as emergency action plan, fire safety & prevention and incident reporting & investigation mechanisms.

Attached hereto are copies of the following manuals of the Company:

- i. Safety Manual;
- ii. Emergency Procedures and Individual Security Practices Handbook; and
- iii. Emergency Disaster Plan.

(b) Show data relating to health, safety and welfare of its employees.

The Company maintains data relating to health, safety and welfare of its employees.

(c) State the company's training and development programmes for its employees. Show the data.

The Company's employees may avail of external training programmes or seminars relevant to the performance of their duties. The employees may also avail of seminars conducted by the Company's subsidiaries.

Attached hereto are following:

- i. *Trainings conducted by the Company for the year 2014; and*
- ii. *Description of the trainings conducted by the Company.*

(d) State the company's reward/compensation policy that accounts for the performance of the company beyond short-term financial measures

The Company conducts a yearly performance appraisal of its employees and grants merit increases depending on the results of their performance appraisal.

4) What are the company's procedures for handling complaints by employees concerning illegal (including corruption) and unethical behaviour? Explain how employees are protected from retaliation.

The Company's procedures for handling employee complaints concerning illegal and unethical behavior are embodied in the Employee Manual and Code of Discipline. The Company's Human Resources Department is responsible for reviewing and investigating complaints or information, and determines procedures to deal with such situations with transparency and accountability to ensure that complaining employees or "whistleblowers" are duly protected from retaliation and can fully trust and have confidence in the process.

I. DISCLOSURE AND TRANSPARENCY

1) Ownership Structure as of December 31, 2015

(a) Holding 5% shareholding or more

Shareholder	Number of Shares	Percent	Beneficial Owner
Filinvest Development Corporation (Preferred)	8,000,000,000	100%	N.A
Filinvest Development Corporation (Common)	14,017,205,734	57.80%	N.A
PCD Nominee Corporation (Non-Filipino)	6,813,430,775.00	28.10%	Invesco Hong Kong Limited owns more than 5%
PCD Nominee Corporation (Filipino)	2,720,432,642.00	11.22%	(No single shareholder beneficially owns at least 5% of the total share)

Name of Senior Management	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
None of the Senior Management holds more than 5% shareholdings	Not applicable	Not applicable	Not applicable

2) Does the Annual Report disclose the following:

Key risks	Yes
Corporate objectives	Yes
Financial performance indicators	Yes
Non-financial performance indicators	Yes
Dividend policy	Yes
Details of whistle-blowing policy	Yes
Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	Yes
Training and/or continuing education programme attended by each director/commissioner	Yes
Number of board of directors/commissioners meetings held during the year	Yes
Attendance details of each director/commissioner in respect of meetings held	Yes
Details of remuneration of the CEO and each member of the board of directors/commissioners	Yes

Should the Annual Report not disclose any of the above, please indicate the reason for the non-disclosure.

The information can be obtained from other reports filed with the Commission such as the Information Statement, Compliance with the Corporate Governance, etc.

3) External Auditor's fee (for the year 2014)

Name of auditor	Audit Fee	Non-audit Fee
Sycip Gorres Velayo & Co. (external auditor)	PHP2,465,000.00	None

4) Medium of Communication

List down the mode/s of communication that the company is using for disseminating information.

The Company utilizes various forms of communications to effectively reach out to the public. As a logical starting point, the Company uses the website which contains information on the historical background of the Company, its major shareholders and the relevant qualifications of its key operating officers, financial statements and such relevant financial info on dividend declarations, the company's annual report etc., and all of these are constantly updated to reflect the current data on the company. In addition, the company conducts one on one meetings, make conference calls, sends emails as well as do office visits as may be requested by minority stockholders, potential investors, investment research personnel and the investing public in general. The company likewise issues press releases and conducts periodic briefings on significant developments of the Company.

5) Date of release of audited financial report: March 11, 2015

6) Company Website

Does the company have a website disclosing up-to-date information about the following?

Business operations	Yes
Financial statements/reports (current and prior years)	Yes
Materials provided in briefings to analysts and media	Yes
Shareholding structure	Yes
Group corporate structure	Yes
Downloadable annual report	Yes
Notice of AGM and/or EGM	Yes
Company's constitution (company's by-laws, memorandum and articles of association)	Yes

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

7) Disclosure of RPT

RPT	Relationship	Nature	Value
<p>The Company and its subsidiaries in their normal course of business, have certain related party transactions (RPTs). RPTs among members of the Group are disclosed under Note 18 to the Audited Consolidated Financial Statements of the Company for the year ended 2012, a copy thereof was filed with the Commission.</p> <p>1. On January 23, 2012, the Group entered into Receivable Purchase Agreement and Accounts Servicing Agreement with East West.</p> <p>2. Transaction with the Group's ultimate parent company relates to sharing of common expenses.</p>	<p>Affiliate</p> <p>Parent company</p>	<p>Pls. see Notes 18 of the Company's Audited Financial Statements for the year 2012.</p>	<p>Pls. see Notes 18 of the Company's Audited Financial Statements for the year 2012.</p>

3. In 2012, the Group purchased from FDC a parcel of land located at San Juan City.	Parent company		
4. Non-interest bearing cash advances and various charges to and from non-consolidated affiliates for management fees, share of expenses and commission charges.	Affiliates		
5. A development agreement with GCK Realty Corporation, in which members of the Gotianun family has shareholdings, for the development by FLI of a medium-rise condominium building on certain parcels of land owned by GCK in Barrio Camputhaw, Cebu City.	Affiliate		
6. A development agreement with Fernandez-Hermanos, Inc. which is owned and managed by an officer and stockholder, Mr. Luis Fernandez, and his siblings for the subdivision development of parcels of land owned by the latter company in Brgy. Matanos, Kaputian, Samal Island in the province of Davao.	Fernandez-Hermanos, Inc. is owned and managed by an officer and stockholder of the Company, Mr. Luis Fernandez, and his siblings		

When RPTs are involved, what processes are in place to address them in the manner that will safeguard the interest of the company and in particular of its minority shareholders and other stakeholders?

Full disclosure is made to the minority shareholders and other stakeholders in case there are related-party transactions.

J. RIGHTS OF STOCKHOLDERS

1) Right to participate effectively in and vote in Annual/Special Stockholders' Meetings

(a) Quorum

Give details on the quorum required to convene the Annual/Special Stockholders' Meeting as set forth in its By-laws.

Quorum Required	Majority of the outstanding capital stock must be present or represented
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(b) System Used to Approve Corporate Acts

Explain the system used to approve corporate acts.

System Used	Consistent with Company By Laws, all election and questions are decided by the plurality of vote of stockholders present in person or by proxy.
Description	The vote on a question need not be by ballot unless required by law or demanded by the stockholder. On a vote by ballot, such ballot shall be signed by the stockholder voting in his name or by his proxy, and shall state the number of shares voted by him.

(c) Stockholders' Rights

List any Stockholders' Rights concerning Annual/Special Stockholders' Meeting that differ from those laid down in the Corporation Code.

There are no Shareholder's rights with regard to shareholders meetings which are different from those provided under the Corporation Code. Stockholders' rights include the right to vote, right to inspect corporate books and records, right to information, right to dividends and appraisal right.

Stockholders' Rights under The Corporation Code	Stockholders' Rights <u>not</u> in The Corporation Code
1. Voting right	<i>There are no Shareholder's rights with regard to shareholders meetings which are different from those provided under the Corporation Code.</i>
2. Power of inspection	
3. Right to information	
4. Right to dividends	
5. Appraisal right	

Dividends

Declaration Date	Record Date	Payment Date
April 27, 2012	May 25, 2012	June 21, 2012
May 10, 2013	June 7, 2013	July 3, 2013
May 9, 2014	June 6, 2014	July 2, 2014
May 8, 2015	June 5, 2015	July 1, 2015

(d) Stockholders' Participation

1. State, if any, the measures adopted to promote stockholder participation in the Annual/Special Stockholders' Meeting, including the procedure on how stockholders and other parties interested

may communicate directly with the Chairman of the Board, individual directors or board committees. Include in the discussion the steps the Board has taken to solicit and understand the views of the stockholders as well as procedures for putting forward proposals at stockholders' meetings.

Measures Adopted	Communication Procedure
Stockholders are allowed to vote and ask questions during the Annual/Special Stockholders meeting	The Notice of the Stockholders' Meeting & Information Statement are distributed to stockholders of record in CD format and printed copies prior to the conduct of said meeting.
Stockholders may also write the Company for their concerns with respect to the Company's operations.	

2. State the company policy of asking shareholders to actively participate in corporate decisions regarding:
 - a. Amendments to the company's constitution
 - b. Authorization of additional shares
 - c. Transfer of all or substantially all assets, which in effect results in the sale of the company

The Company's By-Laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock provided, however, that such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting. Transfer of all or substantially all assets, which in effect results in the sale of the company shall comply with the requirements under the Corporation Code.

3. Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up? [Yes, the Company gives out notices at least 21 business days prior to the annual stockholders' meeting.](#)
 - a. Date of sending out notices: [March 24, 2015](#)
 - b. Date of the Annual/Special Stockholders' Meeting: [May 8, 2015](#)
4. State, if any, questions and answers during the Annual/Special Stockholders' Meeting.

Only one question was asked during the stockholders' meeting which pertains to the compliance procedures of the Company.

5. Result of Annual/Special Stockholders' Meeting's Resolutions held on [May 8, 2015](#)

Resolution	Approving	Dissenting	Abstaining
Approval of the Company's Audited Financial Statements	25,236,671,347 (25,217,987,894 proxy votes + 18,683,453 votes of stockholders present in person)	0	6,735,000
Ratification of all acts and resolutions of Directors and Management	25,236,671,347 (25,217,987,894 proxy votes + 18,683,453 votes of stockholders present in person)	0	6,735,000

Election of the Board of Directors	Please see report below.	Please see report below.	Please see report below.
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Name of Director / Independent Director	Votes FOR	AGAINST Votes	ABSTAIN Votes
Andrew L. Gotianun, Sr.	24,974,316,885	267,557,462	1,532,000
Mercedes T. Gotianun	24,974,316,885	267,557,462	1,532,000
Andrew T. Gotianun, Jr.	25,137,040,325	104,834,022	1,532,000
Jonathan T. Gotianun	24,980,527,885	261,346,462	1,532,000
Josephine G. Yap	25,253,406,347	20,342,000	100,155,022
Michael Edward T. Gotianun	23,798,521,721	1,344,551,604	1,710,000
Efren C. Gutierrez	24,974,316,885	267,557,462	100,155,022
Lamberto U. Ocampo	25,143,251,325	98,623,022	1,532,000
Val Antonio B. Suarez	25,241,874,347	0	1,532,000

6. Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:

May 13, 2015

- (e) Modifications

State, if any, the modifications made in the Annual/Special Stockholders' Meeting regulations during the most recent year and the reason for such modification:

There were no modifications made in the Annual Stockholders' Meeting.

Modifications	Reason for Modification
Not applicable	Not applicable

- (f) Stockholders' Attendance

- (i) Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	Please see report below.	May 8, 2015	During the stockholders meeting, the Corporate Secretary announced the names of the candidates pre-screened by the Nominations Committee, including Messrs.	00.06%	80.23%	80.29%

			Lamberto U. Ocampo and Val Antonio B. Suarez as the nominees for the board seats allotted for the independent directors of the Company. The Secretary confirmed that there were no other nomination submitted within the period allowed under the Company' By-Laws. On the motion duly made and seconded, the stockholders elected all the candidates as members of the Board of Directors.			
Special	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable

Report on attendance of the Board of Directors and Officers of the Company during the annual stockholders' meeting held on May 8, 2015:

Board of Directors

Name	Position
Mrs. Mercedes T. Gotianun	Chairman – Compensation Committee Member – Executive Committee Member – Nominations Committee
Mr. Jonathan T. Gotianun	Chairman of the Board Member – Executive Committee Member - Audit Committee

	Chairman – Executive Committee Member – Nominations Committee Member – Compensation Committee
Mr. Andrew T. Gotianun, Jr.	Vice Chairman Member – Executive Committee
Mr. Joseph M. Yap	Chairman – Technical Committee Member – Executive Committee
Atty. Efren C. Gutierrez	Member – Audit Committee
Mr. Lamberto U. Ocampo	Independent Director Member – Nominations Committee Member – Technical Committee
Atty. Cirilo T. Tolosa	Independent Director Chairman – Audit Committee

Key Officers and Senior Management Officers

Name	Position
Mr. Nelson M. Bona	Senior Vice President and Chief Financial Officer
Ms. Ana Venus A. Mejia	Senior Vice President, Treasurer and Deputy Chief Financial Officer
Mr. Michael Edward T. Gotianun	Vice President and Senior Adviser to the Board
Atty. Elma Christine R. Leogardo	Vice President and Acting Corporate Secretary and Compliance Officer
Mr. Francis V. Ceballos	Senior Vice President; Business Group Head
Mr. Tristaneil D. Las Marias	First Vice President; Business Group Head

Independent External Auditor

Name	Position
Ms. Dhonabee B. Seneres	Partner-In-Charge, Sycip Gorres Velayo & Co.

- (ii) Does the company appoint an independent party (inspectors) to count and/or validate the votes at the ASM/SSMs?

The votes may be validated by the Company's stock transfer agent, an entity independent from the Company.

- (iii) Do the company's common shares carry one vote for one share? Yes. If not, disclose and give reasons for any divergence to this standard. Where the company has more than one class of shares, describe the voting rights attached to each class of shares.

(g) Proxy Voting Policies

State the policies followed by the company regarding proxy voting in the Annual/Special Stockholders' Meeting.

	Company's Policies
Execution and acceptance of proxies	At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact.
Notary	The proxy is not required to be notarized.

Submission of Proxy	All proxies must be in the hands of the Corporate Secretary before the time set for the meeting. Such proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by their personal presence in the meeting.
Several Proxies	If there are several proxies, the Corporate Secretary will determine which of these proxies can represent a stockholder. Only 1 proxy shall be allowed for 1 stockholder.
Validity of Proxy	Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the secretary.
Proxies executed abroad	The proxies executed abroad must conform to existing laws.
Invalidated Proxy	Invalidated proxy shall not be included in the determination of quorum.
Validation of Proxy	Proxy shall be subject to validation by the Corporate Secretary in accordance with the Company's Articles of Incorporation and By-Laws, and the Corporation Code.
Violation of Proxy	

(h) Sending of Notices

State the company's policies and procedure on the sending of notices of Annual/Special Stockholders' Meeting.

Policies	Procedure
The Company's policies and procedure on the sending of notices of Annual/Special Stockholders' Meeting, as regards the period and manner of distribution of notices and other materials for the said meeting, shall be in accordance with the rules and regulations of the Commission.	Subject to approval by the Commission, notices are distributed to stockholders in CD format within the time period prescribed by the rules. Printed copies are also available upon request by the stockholder.

(i) Definitive Information Statements and Management Report

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	5,845 stockholders
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	April 16, 2015
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	April 16, 2015
State whether CD format or hard copies were distributed	CD format were distributed to the stockholders through mail. However, the hard copies thereof were made available during the

	stockholders' meeting.
If yes, indicate whether requesting stockholders were provided hard copies	Yes, requesting stockholders were provided hard copies.

(j) Does the Notice of Annual/Special Stockholders' Meeting include the following:

Each resolution to be taken up deals with only one item.	Yes
Profiles of directors (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) nominated for election/re-election.	Yes
The auditors to be appointed or re-appointed.	Yes
An explanation of the dividend policy, if any dividend is to be declared.	Yes
The amount payable for final dividends.	The amount payable for dividends is not included in the Notice. It is announced by the President during the meeting.
Documents required for proxy vote.	The documents required for proxy vote is not in the Notice but these documents can be obtained from the Corporate Secretary or the Transfer Agent.

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

2) Treatment of Minority Stockholders

(a) State the company's policies with respect to the treatment of minority stockholders.

Policies and Implementation
<ul style="list-style-type: none"> The Board respects the rights of the stockholders as provided for in the Corporation Code, namely : (i) the right to vote on all matters that require their consent or approval; (ii) pre-emptive right to all stock issuances of the Corporation; (iii) right to inspect corporate books and records; (iv) right to information; (v) right to dividends; and (vi) appraisal right. The Board should be transparent and fair in the conduct of the annual and special stockholders' meetings of the Corporation. The stockholders should be encouraged to personally attend such meetings. If they cannot attend, they should be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of the By-Laws, the exercise of that right shall not be unduly restricted and any doubt about the validity of the proxy should be resolved in the stockholders' favor. It is the duty of the Board to promote the rights of the stockholders, remove impediments to the exercise of those rights and provide adequate avenue for them to seek timely redress for breach of rights. The Board should take the appropriate steps to remove excessive or unnecessary costs and other administrative impediments to the stockholders' meaningful participation in meetings,

whether in person or by proxy. Accurate and timely information should be made available to the stockholders to enable them to make a sound judgment on all matters brought to their attention for consideration or approval.

- Although the stockholders should be treated equally or without discrimination, the Board should give minority stockholders the right, subject to the requirements of the Corporation Code and the Corporation's By laws, to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the Corporation. The Board respects the rights of the stockholders as provided for in the Corporation Code, namely : (i) the right to vote on all matters that require their consent or approval; (ii) pre-emptive right to all stock issuances of the Corporation; (iii) right to inspect corporate books and records; (iv) right to information; (v) right to dividends; and (vi) appraisal right.

- The Board should be transparent and fair in the conduct of the annual and special stockholders' meetings of the Corporation. The stockholders should be encouraged to personally attend such meetings. If they cannot attend, they should be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of the By-Laws, the exercise of that right shall not be unduly restricted and any doubt about the validity of the proxy should be resolved in the stockholders' favor.

- It is the duty of the Board to promote the rights of the stockholders, remove impediments to the exercise of those rights and provide adequate avenue for them to seek timely redress for breach of rights.

- The Board should take the appropriate steps to remove excessive or unnecessary costs and other administrative impediments to the stockholders' meaningful participation in meetings, whether in person or by proxy. Accurate and timely information should be made available to the stockholders to enable them to make a sound judgment on all matters brought to their attention for consideration or approval.

Although the stockholders should be treated equally or without discrimination, the Board should give minority stockholders the right, subject to the requirements of the Corporation Code and the Corporation's By laws, to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the Corporation.

(b) Do minority stockholders have a right to nominate candidates for board of directors? Yes.

K. INVESTORS RELATIONS PROGRAM

- 1) Discuss the company's external and internal communications policies and how frequently they are reviewed. Disclose who reviews and approves major company announcements. Identify the committee with this responsibility, if it has been assigned to a committee.

COMPANY has established an Investor Relations unit tasked to handle inquiries and manage relations with investors, analysts, shareholders, and the general public. Investor Relations works closely with the President, Compliance Officer and senior executives to formulate policies, plans, guidelines and approaches for developing COMPANY's investor relations practices at par with other publicly listed companies.

- 2) Describe the company's investor relations program including its communications strategy to promote effective communication with its stockholders, other stakeholders and the public in general. Disclose the contact details (e.g. telephone, fax and email) of the officer responsible for investor relations.

	Details
(1) Objectives	<p>Make available to the public, timely current information on the Company, including details of its operations.</p> <p>The Investor Relations section of the website provides information on financial statements, press releases, declaration of dividends, ownership structure and any changes in the ownership of major</p>

	shareholders and officers, notice of analysts' briefings, other reportorial requirements by the Philippine Stock Exchange.
(2) Principles	
(3) Modes of Communications	<p>a) Quarterly analysts' briefings coinciding with the release/disclosure of quarterly financial statements; b) Press releases on quarterly financial performance and major developments in the Company; c) one on one meetings, conference calls, site visits and FLI's attendance in investor conferences as requested by stock brokers; d) meetings and conference calls with FLI directly requested by the Company's minority stockholders or potential investors/investing public; e) emails and phone calls to the Investor Relations Officer; f) Investor Relations section of website www.finlinvestland.com which contains information on financial statements, press releases, declaration of dividends, ownership structure and any changes in the ownership of major shareholders and officers, notice of analysts' briefings, as well as other reportorial requirements by the Philippine Stock Exchange</p>
(4) Investors Relations Officer	<p>Melissa C. Ortiz Email: melissa.ortiz@fininvestland.com Tel. Nos. +63 2 918 8188 local 6143</p>

- 3) What are the company's rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets?

Name of the independent party the board of directors of the company appointed to evaluate the fairness of the transaction price.

L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Discuss any initiative undertaken or proposed to be undertaken by the company.

Initiative	Beneficiary
The Company continues to give a monthly donation of PhP25,000.00 (or a total of PhP300,000.00 annually) to the Bethlehem Day Care Foundation, Inc.	Bethlehem Day Care Foundation, Inc.
The Company, together with the Group, donated funds to support Kris Aquino's commitment to provide silid pangarap units to the Aklat, Gabay, Aruga tungo sa Pag-angat at Pag-Asa (AGAPP) Foundation.	Aklat, Gabay, Aruga tungo sa Pag-angat at Pag-Asa (AGAPP) Foundation
The Company donated 1,500 assorted seedlings of forest trees and vetiver grass to the Municipality of San Mateo, Rizal to support its greening program and tree planting activities.	Municipality of San Mateo, Rizal.
The Company supported fun runs held by two schools located within Havila.	Pareff Rosehill and San Beda
Outreach programs – donation to Kanlungan ni Maria Home for the Aged in Antipolo, Rizal.	Kanlungan ni Maria Home for the Aged in Antipolo, Rizal

M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL

Disclose the process followed and criteria used in assessing the annual performance of the board and its committees, individual director, and the CEO/President.

	Process	Criteria
Board of Directors	Appraisal is done by the Nominations Committee.	Evaluation is based on the Board of Directors' performance of their duties and qualifications set forth in the By-Laws and the Company's Revised Corporate Governance.
Board Committees	Appraisal is done by the Board of Directors.	Evaluation is based on the Committees' performance of their duties and qualifications set forth in the By-Laws and the Company's Revised Corporate Governance.
Individual Directors	Appraisal is done by the Nomination Committee.	Evaluation is based on the individual directors' performance of their duties and qualifications set forth in the By-Laws and the Company's Revised Corporate Governance.
CEO/President	Appraisal is done by the Board of Directors.	Evaluation is based on the CEO/President's performance of her duties and qualifications set forth in the By-Laws and the Company's Revised Corporate Governance.

N. INTERNAL BREACHES AND SANCTIONS

Discuss the internal policies on sanctions imposed for any violation or breach of the corporate governance manual involving directors, officers, management and employees.

Under the Company's Revised Corporate Governance Manual, the Compliance Officer shall be responsible for determining violation/s through notice and hearing and shall recommend to the Chairman of the Board the imposable penalty for such violation, for further review and approval of the Board. The Company is guided by the rules and regulations of the Securities Regulation Code in the imposition of sanctions for any violation or breach of the corporate governance manual involving directors, officers, management and employees, as follows:

Violations	Sanctions
First violation	Reprimand
Second violation	Suspension of office. The length of suspension shall depend on the gravity of the offense.
Third violation	Removal from office

This Consolidated Changes in ACGR for 2015 is hereby compiled and published in the Company website, in compliance with the Securities and Exchange Commission (SEC) Memorandum No. 12, Series of 2014 released May 26, 2014 requiring all publicly listed companies to consolidate all the ACGR updates and changes for the year and label the consolidated changes as "Consolidated Changes in ACGR for (year)".

In lieu of the notarized signature page, the Consolidated Changes in the ACGR shall be accompanied by a Secretary's Certificate with excerpts of Board Resolution or Minutes of meetings regarding said updates and changes in the ACGR.

FILINVEST

SAFETY MANUAL

2013

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I. SAFETY POLICY *

The purpose of this policy is to develop a high standard of safety throughout all operations of FILINVEST.

We believe that each employee deserves the protection against any form of danger and harm thus occupational safety should be given top priority at all times.

It is our intention here at FILINVEST to initiate and maintain complete accident prevention and safety training programs. Each individual from top management to the lowest ranking employee is responsible for the safety of those persons under their jurisdiction and co-workers around them.

By accepting mutual responsibility to operate or work safely, we can ensure the wellbeing of all members of this organization.

II. OCCUPATIONAL SAFETY AND HEALTH PROGRAM

It is the policy of FILINVEST to provide a clean, safe and healthy work environment for all its employees. The management of FILINVEST supports the following initiatives in creating a safe work environment, both in the office and in the jobsite or projects:

1. All operations will be conducted in conformity with the national and local government rules and regulations.
2. FILINVEST accepts full responsibility for the development, maintenance and improvement of the company's safety and health standards and expects full cooperation from all of its employees towards the prevention of job-related accidents, injuries and/or illnesses.
3. All employees including newly hired staff, after orientation on the safety procedures and practices, must be able to assimilate this safety program and follow what were prescribed by the program.
4. FILINVEST promotes safe work practices and considers it to be of equal importance to work quality and production.
5. The company's safety and health plan is designed to prevent or minimize the possibilities of injuries at the workplace. Our goal is zero accidents, injuries and illnesses.

III. SAFETY DISCIPLINARY POLICY

FILINVEST believes that a safety and health Accident Prevention Program is unenforceable without some type of disciplinary policy. Our company believes that in order to maintain a safe and healthful workplace, the employees must be cognizant and aware of all company, safety and health regulations as they apply to the specific job duties required. The following disciplinary policy is in effect and will be applied to all safety and health violations.

The following steps will be followed unless the seriousness of the violation would dictate going directly to Step 2 or Step 3.

1. A first time violation will be discussed orally between company officers and the employee. This will be done as soon as possible.
2. A second time offense will merit a written notice and a copy of this written documentation will be entered into the employee's personnel folder. Suspension of three (3) days without pay will be imposed to the employee.
3. A third time violation will result in termination.

IV. CODE OF SAFE PRACTICES

We have basic safety rules that all employees must follow. These are:

1. All employees are expected to comply with the requirements of the safety plan. Failure to observe safe work practices and requirements of this plan are cause for disciplinary action as stated in our policy.
2. Employees whether regular or contractual should not handle or tamper with any tools, equipment or machinery which is not within the scope of their duties, unless they are thoroughly qualified and authorized.
3. Never do anything that is unsafe in order to get the job done. If a job is unsafe, report it to your supervisor. We will find a safer way to do that job.
4. Use personal protective equipment whenever it is required.
5. Obey all safety and security warning signs.
6. Working under the influence of alcohol or illegal drugs or using them at work is prohibited.
7. Do not bring firearms or explosives into company premises.

8. Horseplay, running and fighting are prohibited.
9. Clean up spills immediately and return all tools and supplies in their respective places after use. Do not allow scraps to accumulate where they will become a hazard. Good housekeeping helps prevent accidents.
10. Remove all plugs and switch-off the lights and air conditioning unit/s when not in use.
11. Ground-fault circuit interrupters (GFCI) must be used whenever possible.
12. Do not operate any power tool or equipment unless you are trained in its operation.
13. Use tools only for their designed purpose.
14. Be aware of your surroundings and avoid hazards that may cause accidents at all times.
15. Make formal suggestions to the Safety Officer or Building Manager to improve safety conditions in your working area.
16. Any damage to company assets such as equipment and buildings shall be reported immediately.
17. Do not throw materials, tools or other objects from heights until proper precautions are taken to protect others from the hazards of falling object.
18. Smoke only at the pre-designated area.

V. DRUGS AND ALCOHOL-FREE WORKPLACE POLICY

FILINVEST intends to help provide a safe and drug-free work environment for our clients and our employees. With this goal in mind and in compliance to the DOLE's Department Order No. 53-03 Series of 2003 and in accordance with Article V of Republic Act No. 9165, otherwise known as the Comprehensive Dangerous Drugs Act of 2002, we are establishing the following policy for existing and future employees of FILINVEST.

The Company explicitly prohibits:

1. The use, possession, solicitation for, or sale of narcotics or other illegal drugs, alcohol, or prescription medication without a prescription on Company or customer premises or while performing an assignment.

2. Being impaired or under the influence of legal or illegal drugs or alcohol away from the Company or customer premises, if such impairment or influence adversely affects the employee's work performance, the safety of the employee or of others, or puts at risk the Company's reputation.
3. Possession, use, solicitation for, or sale of legal or illegal drugs or alcohol away from the Company or customer premises, if such activity or involvement adversely affects the employee's work performance, the safety of the employee or of others, or puts at risk the Company's reputation.
4. The presence of any detectable amount of prohibited substances in the employee's system while at work, while on the premises of the company or its customers, or while on company business. "Prohibited substances" include illegal drugs, alcohol, or prescription drugs not taken in accordance with a prescription given to the employee.

The Company will conduct drug and/or alcohol testing under any of the following circumstances:

1. **RANDOM TESTING:** Employees may be selected at random for drug and/or alcohol testing at any interval determined by the Company.
2. **FOR-CAUSE TESTING:** The Company may ask an employee to submit to a drug and/or alcohol test at any time it feels that the employee may be under the influence of drugs or alcohol, including, but not limited to, the following circumstances: evidence of drugs or alcohol on or about the employee's person or in the employee's vicinity, unusual conduct on the employee's part that suggests impairment or influence of drugs or alcohol, negative performance patterns, or excessive and unexplained absenteeism or tardiness.
3. **POST-ACCIDENT TESTING:** Any employee involved in an on-the-job accident or injury under circumstances that suggest possible use or influence of drugs or alcohol in the accident or injury event may be asked to submit to a drug and/or alcohol test. "Involved in an on-the-job accident or injury" means not only the one who was or could have been injured, but also any employee who potentially contributed to the accident or injury event in any way.

4. If an employee is tested for drugs or alcohol outside of the employment context and the results indicate a violation of this policy, or if an employee refuses a request to submit to testing under this policy, the employee may be subject to appropriate disciplinary action, up to and possibly including dismissal from employment. In such a case, the employee will be given an opportunity to explain the circumstances prior to any final employment action becoming effective.

VI. SEXUAL HARASSMENT POLICY

In compliance with Republic Act No. 7877 – An act declaring sexual harassment unlawful in the employment, education or training environment and for other purposes; FILINVEST is committed to maintain a work environment that is free from all forms of intimidation or sexual harassment.

For proper guidance, FILINVEST states the three basic criteria for determining whether an action constitutes unlawful behavior:

1. If submission to the conduct is either an explicit or implicit term or condition of employment;
2. If submission to or rejection of the conduct is used as a basis for an employment decision affecting the person rejecting or submitting to the conduct, or;
3. If the conduct has the purpose or effect of substantially interfering with an affected person's work performance or creating an intimidating, hostile or offensive work environment;
4. As a part of FILINVEST policy to discourage sexual harassment, it is the obligation of each employee to report such incidents whenever they occur to their immediate supervisor. Such incidents should be promptly and independently investigated. Individuals found to have committed sexual harassment will be subjected to appropriate disciplinary measures.
5. No person who has made a complaint of sexual harassment or who has assisted in an investigation will be subjected to any form of retaliation. Employees who believe they did not receive adequate consideration after making their concerns known to management may file a complaint to the FILINVEST top management.

VII. EMERGENCY ACTION PLAN

- 1. Emergency escape procedures and emergency escape route assignments Fire/emergency/hazardous materials spill evacuation.**
 - a. Immediately evacuate the building following the escape route posted on the emergency action floor plan.
 - b. Color-coded floor plans will be posted in every building near entrance/exits or main lobby areas.
- 2. Threat evacuation.**
 - a. Follow the directions of the emergency response team when notified verbally.
 - b. Immediately evacuate the building and proceed to safe designated areas and await further instructions.
 - c. All employees and visitors should gather and take with them their personal belongings if readily accessible [purses, book, bags, mobile phones, etc.]
- 3. Procedures to be followed by employees who remain to operate critical equipment operations before they evacuate.**
 - a. If an employee is needed to provide critical service in a building with an active emergency, the "incident commander" will account for this employee's duties and location in the building.
 - b. The employee will immediately report back to the "command center" upon completion of the critical service.
 - c. Procedures could include: shut down air handling systems, utility service, and assist fire department to critical system locations.
 - d. Personnel should carry and use communication equipment or mobile phone and stay in contact with the emergency incident commander.
- 4. Procedures to account for all employees after emergency evacuation have been completed.**
 - a. The "incident commander" will attempt to secure information from building occupants and Police/ERT/Emergency Rescue Unit from Mandaluyong City to help ensure that all employees have evacuated the building and are accounted for.

- b. All employees should follow the evacuation procedures and gather and account for each other at the designated safe area.

5. Rescue and medical duties for those employees who perform them.

FILINVEST Nurse/ ERT may provide rescue and/or standard medical assistance [first aid, CPR] until emergency medical professionals arrive on the scene.

6. How and when to report injuries, including first aid kits and their locations:

- a. If you are injured or become ill on the job, report this to FILINVEST doctor or let your condition be known. We also have an Emergency Response Team (ERT) composed of employees who are trained to give first aid.
- b. We have first aid qualified workers here but we do not have "designated" first-aiders. First aid at the job site is done on a Good Samaritan basis.
- c. If first aid trained personnel are involved in a situation involving blood, they should:
 - 1) Avoid skin contact with blood/other potentially infectious materials by letting the victim help as much as possible, and by using gloves provided in the first aid kit.
 - 2) Remove clothing, etc. with blood on it after rendering help.
 - 3) Wash thoroughly with soap and water to remove blood. A 10% chlorine bleach solution is good for disinfecting areas contaminated with blood (spills, etc.).
 - 4) Immediately report such first aid incidents to supervisors (time, date, blood presence, exposure, names of others helping).

VIII. TRAINING FOR EMPLOYEES SAFETY

The purpose of employee training is to provide instruction in safe work practices and rules, and to provide the skills and knowledge necessary to identify and control work-place hazards. Awareness of the physical or administrative consequences of

ignoring safe practices will foster a healthy respect for company policy and procedures, as well as the hazards themselves.

IX. MOTORIZED VEHICLES AND EQUIPMENT

1. To minimize the risk of injury to drivers and employees/passengers, the following should be followed:

- a. Do not ride on motorized vehicles or equipment unless a proper seat is provided for each rider.
- b. Always be seated when riding authorized vehicles (unless they are designed for standing).
- c. Do not operate any motorized vehicle or equipment unless you are specifically authorized to do so by your supervisor.
- d. Always use your seat belts in the correct manner.
- e. Obey all speed limits and other traffic regulations.
- f. Always be aware of pedestrians and give them the right-of-way.
- g. Always inspect your vehicle or equipment before and after daily use.
- h. Never mount or dismount any vehicles or equipment while they are still in motion.
- i. Do not dismount any vehicle without first shutting down the engine, setting the parking brake and securing the load.
- j. Each operator must be knowledgeable of all hand signals and obey them.
- k. Each operator is responsible for the stability and security of his/her load.

2. Drivers should observe the following safety precautions as follows:

- a. Avoid accidents.

- b. Follow traffic regulations.
- c. Care for the vehicle
- d. Avoid delay in fetching employees/passengers and conducting them to their destination.
- e. Avoid irritating the public.

X. FIRE SAFETY AND PREVENTION

The keystone of an effective loss control program is the same as that of an accidental program- Inspection. It is therefore necessary to check and correct the following:

- 1. Brooms, pipes and other debris stacked around or against circuit breakers.
- 2. Containers of paint or solvent left unsealed or next to heat sources.
- 3. Collection of flammable debris (such as rags, papers, boxes and wood) that become ignited or supply fuel to a fire starting from some other sources.
- 4. Loose, frayed, or temporary wiring that could serve as an ignition point for fire.
- 5. Non- vapor proof lighting or exposed wiring in areas where flammable vapors could accumulate or ignite.
- 6. Fire extinguishers that are inoperable or cannot be reached because of materials blocking access.
- 7. Unmarked and/or blocked fire exits or means of escape from an area in the event of fire.
- 8. Exit doors that open inward, so that passage from an area is more difficult- or even impossible if group of employees converge upon them in panic during fire.
- 9. Absence of " No Smoking " signs in areas where flammable liquids, vapors, gases or other combustible materials are stored or used.

10. Inadequate ventilation in areas where painting, solvent cleaning or other operations performed that produces flammable vapors or gases.
11. Fire extinguishers that is located in areas where they are not readily visible.
12. Fire extinguishers that is not appropriate to the type of hazard in the area.

a. Fire Evacuation Procedures:

- 1) Employees should become familiar with and review our emergency plan and evacuation procedures.
- 2) All employees are to immediately evacuate the building upon the sounding of the fire alarm system. If there is smoke, keep low or crawl as quickly as possible.
- 3) Doors should be pulled closed [but not locked] by the last person leaving the room.
- 4) If you are inside a room – feel the door first – if it's hot stay inside, cover the gap under the door, and place a white/bright piece of clothing out the window to aid emergency response personnel in locating and assisting you. Call 117 to inform them of your location and situation.
- 5). Use the evacuation routes established by the emergency evacuation floor plans for your building. Know two different routes of escape from your building. Exits are marked in red on the floor plans.
- 6). Disabled individuals should request assistance to the nearest stairwell out of imminent danger and then provide information on how to safely assist you down the stairwell if possible. Special needs may require waiting for the assistance of emergency response personnel – notify someone to inform emergency response personnel of your location and needs as they arrive on site. Do not use elevators.
- 7). Quickly exit the building to a safe designated location at least 100 feet from exits – do not congregate on sidewalks or streets. Meet and stay with your co-employees to account for each other. Notify emergency response personnel of anyone who may be missing or is physically impaired and still inside the building.

b. Employee Fire Extinguisher Use:

- 1) Hands on training will be conducted for a select group of individuals on the proper techniques of fighting a small fire with our portable fire extinguishers. These individuals should only attempt to fight a fire if they can do so safely and according to our training procedures. Know the locations of fire extinguishers in your area.
- 2) All other employees are expected to immediately evacuate the building.

c. Fire Emergency

- 1) If you discover a fire: Pull fire alarm box
- 2) Tell another person immediately
- 3) Call or have them call the Fire Department and a supervisor.
- 4) If the fire is small (such as a wastebasket fire) and there is minimal smoke, you may try to put it out with a fire extinguisher.
- 5) If the fire grows or there is thick smoke, do not continue to fight the fire
- 6) Tell other employees in the area to evacuate; do not use elevators.
- 7) Go to designated safe areas - gather with your unit at least 100 feet from exit [stay off sidewalks/streets] – check for missing persons – notify emergency responders of someone who may still be inside the building
- 8) Do not return until an official representative clears the building.

d. Emergency Notification: Fire Alarm Signal or FILINVEST notification.

- 1) Gather personal belongings, quickly proceed to designated safe shelter buildings (the building ventilation system will be shut down to minimize potential exposure)
- 2) Wait for additional information/instruction from firefighters.
- 3) In all cases of evacuation, please offer assistance to disabled personnel/visitors. Ask the disabled person to describe the best way for you to help get them down the stairs and to a safe location. If this cannot be done safely, the disabled person should wait near the stairwell (area of refuge), while the assistant notifies emergency responders of the location and disabled person situation.
- 4). Learn evacuation routes, know of two exits, use stairs, help disabled, go to safe area, if trapped use flag.

XI. BOMB THREAT SAFETY PROCEDURES

A bomb threat can happen quickly, which is why it is very important to understand bomb threat emergency procedures in advance. In the short amount of time it takes to field a bomb threat phone call, there is information that you should know to write down, a process to follow for alerting the proper authorities and the necessary actions to take for evacuating people to safety. Study bomb threat procedures thoroughly so that you are able to react in that moment when a bomb threat may happen.

a. Gain Information

- 1) If you have the opportunity to speak with a person delivering a bomb threat, get as much information as possible.
- 2) Ask where the bomb has allegedly been placed, what it looks like, when it is set to detonate and what will make the bomb explode. This will help emergency personnel locate the bomb and disarm it safely.
- 3) Try to get the person who is making the threat to reveal as much about himself as possible: why he's placed the bomb, where he's located and what he looks like. This will make the negotiator's job easier and will increase the likelihood that the person can be identified and apprehended.

b. Listen for Noises

Jot down any peripheral noises you may hear during the phone call. Noises like train whistles, PA announcements or construction vehicles may give emergency personnel an idea of where the person who is making the threat is.

c. Assess Language

- 1) Take note of how the person making the threat delivers it. This can indicate the level of seriousness for the threat. For instance, if there is snickering in the background and the person seems calm, the threat might be a prank.
- 2) Shouting and angry accusations may indicate the person's instability and as such, the seriousness of the threat.
- 3) If the threat is written, grammar and slang might give an indication of who the person is, his/her level of education and what places he/she might frequent.

d) Evacuate the Vicinity

- 1) Get everyone out of the area. Even if you think the threat is not very serious, the consequences of being wrong are too high to take a chance.
- 2) Clear out the building or area by sending everyone to a meeting place where attendance can be double-checked.

e) Communicate With Emergency Personnel

- 1) Phone in the threat to emergency personnel. Give the information that you have gathered about the bomb and the person making the threat to the authorities. Once you have done this, try to secure the area. This will stop an unsuspecting visitor from discovering and/or setting off the bomb by accident if the threat is real.
- 2) If the person who has made the threat is still in the vicinity, then this also will prevent bystanders from getting caught in a possible crossfire between that person and the authorities.

XII. HOUSEKEEPING

Housekeeping is not just cleanliness. It includes keeping work areas neat and orderly; maintaining halls and floors free of slip and trip hazards; and removing of waste materials (e.g., paper, cardboard) and other fire hazards from work areas. It also requires paying attention to important details such as the layout of the whole workplace,

aisle marking, the adequacy of storage facilities, and maintenance. Good housekeeping is also a basic part of accident and fire prevention.

Effective housekeeping is an ongoing operation: it is not a hit-and-miss cleanup done occasionally. Periodic "panic" cleanups are costly and ineffective in reducing accidents.

Poor housekeeping can cause accidents such as:

1. Tripping over loose objects on floors, stairs and platforms.
2. Being hit by falling objects
3. Slipping on greasy, wet or dirty surfaces
4. Striking against projecting, poorly stacked items or misplaced material
5. Cutting, puncturing, or tearing the skin of hands or other parts of the body on projecting nails, wire or steel strapping

To avoid these hazards, a workplace must "maintain" order throughout a workday. Although this effort requires a great deal of management and planning, the benefits are many.

Good housekeeping can prevent accidents by strictly observing the following:

- a) Always store materials in a safe manner. Tie down or support materials if necessary to prevent falling, rolling, or shifting.
- b) Shavings, dust scraps, oil or grease should not be allowed to accumulate. Good housekeeping is a part of the job.
- c) Trash piles must be removed as soon as possible. Trash is a safety and fire hazard.
- d) Immediately remove all loose materials from stairs, walkways, ramps, platforms, etc.
- e) Do not block aisles, traffic lanes, fire exits, gangways, or stairs.

XIII. INJURIES AND ILLNESSES PREVENTION PROGRAM

The main goal of injury and illness prevention programs is to prevent workplace injuries, illnesses and deaths. Suffering these events cause workers financial hardship.

1. Workplace incidents cause an enormous amount of physical, financial and emotional hardship for individual workers and their families.
2. Combined with insufficient workers' compensation benefits and inadequate medical insurance, workplace injuries and illnesses can not only cause physical pain and suffering but also loss of employment and wages, burdensome debt, inability to maintain a previous standard of living, loss of home ownership and even bankruptcy.
3. In addition to direct costs, employers incur a variety of other costs that may be hidden or less obvious when an employee is injured or ill, but in most cases involve real expenditures of budget or time. These expenditures are commonly referred to as indirect costs and can include:
 - a. Any wages paid to injured workers for absences not covered by workers' compensation;
 - b. The wage costs related to time lost through work stoppage;
 - c. Administrative time spent by supervisors following injuries;
 - d. Employee training and replacement costs;
 - e. Lost productivity related to new employee learning curves and accommodation of injured employees; and
 - f. Replacement costs of damaged material, machinery and property.

To address this, the following elements that are interrelated and interdependent should exist— management leadership, worker participation, hazard identification and assessment, hazard prevention and control, education and training, and program evaluation and improvement.

XIV. ACCIDENTS/ INCIDENTS REPORTING AND INVESTIGATION

Each company employee has the responsibility to immediately report all work-related accidents, incidents, near-misses accidents, or illnesses to their supervisor. Unsafe acts and conditions observed by any employee should immediately be brought to the attention of their supervisor.

Supervisory personnel are required to document all accidents, incidents, illnesses, unsafe acts and unsafe conditions reported by employees and submit a report to the safety officer as soon as possible after the employee has been taken care of and

the unsafe act(s) or condition(s) have been rectified. When appropriate, incidents should be noted on the daily job report as well.

Supervisory personnel are required to take appropriate corrective action ensuring the prevention of future accidents and/or incidents.

A company Safety Committee will perform a thorough investigation of any work related incident or accident at FILINVEST – Mandaluyong City involving employees whether contractual or regular as soon as practicable and recommend corrective action to be taken. The Committee shall comprise of the following personnel:

1. Head, Security Services & Safety Officer - Chairperson
2. Head, Quality Assurance - Member
3. Building Manager - Member
4. Head, HRAD & Customer Care - Member
5. The employee's immediate supervisor - Member

In the case of work-related fatalities or hospitalization of three or more employees, the safety officer should be notified as soon as possible.

FILINVEST reserves the right to require drug testing immediately after an incident and/or accident. The Company will pay the test.

XV. OTHER GENERAL SAFE WORK PRACTICES

1. Avoid shortcuts – use ramps, stairs, walkways, ladders, etc.
2. Do not remove, deface or destroy any warning, danger sign, or barricade, or interfere with any form of accident prevention device or practice provided for your use or that is being used by other workers.
3. Get help with heavy or bulky materials to avoid injury to yourself or damage to material.
4. Do not use tools with split, broken, or loose handles, or burred or mushroomed heads. Keep cutting tools sharp and carry all tools in a container.
5. Know the correct use of hand and power tools. Use the right tool for the job.

"SAFETY MAYBE COSTLY, BUT ACCIDENT WILL COST YOU MORE"

Appendix - A

EMPLOYEE ACKNOWLEDGEMENT: HEALTH AND SAFETY PLAN

By signing below, you agree to the following:

- You have read and understand the FILINVEST Safety Plan
- You agree to the conditions listed therein
- You will comply with applicable safety rules, policies and procedures.
- You have completely understood the safety plan

Name: _____
Signed: _____
Date: _____

Appendix - B

DISCIPLINARY ACTION REPORT FORM

FILINVEST aims to enforce a progressive disciplinary policy. This policy is intended to curtail persistent violations of the DUI safety plan and ensure the safety of the company employees.

Employee Name _____

Observed Non-Compliance: _____

Offense:

1. First Occasion: Written Warning Issued
Supervisor: _____
Date: _____
2. Second Occasion: Three (3) Days Suspension
Supervisor: _____
Date: _____
3. Third Occasion: Five (5) Days Suspension
Supervisor: _____
Date: _____
4. Fourth Occasion: Ten (10) Days Suspension with written warning of dismissal from employment
Supervisor: _____
Date: _____

Appendix – C

INCIDENT INVESTIGATION REPORT GUIDE

(To be completed within 24 hours of incident)

Name of employee: _____ Age: _____

Position: _____

Date of Incident: _____ Time: _____ AM _____ PM _____

Place of Incident: _____

Witness (es): _____

Did you authorize first-aid or doctor? ☐ Yes ☐ No

Doctor's Name and Address: _____

Did the injured leave work? ☐ Yes ☐ No When _____

Describe the nature and extent of the injuries:

Describe the Incident:

Describe actions taken to avoid recurrence:

Physical Sources

- ☐ Poorly maintained tools/equipment
- ☐ Poor housekeeping; slippery floors; tripping hazards
- ☐ Unguarded equipment
- ☐ Crowded work conditions
- ☐ Poor storage practice
- ☐ Personal protection and clothing not adequate for hazards
- ☐ Insufficient lighting or ventilation
- ☐ Cold or hot temperatures
- ☐ Others

Unsafe Behaviors

- ☐ Inadequate instructions
- ☐ Did not use assigned personal protective equipment
- ☐ Did not follow rules or instructions
- ☐ Circumvented safety features

- ☐ Used poorly maintained tools or equipment
- ☐ Failed to follow established procedures and work practices
- ☐ Unable to physically perform work
- ☐ Others

Appendix - D

JOB ORIENTATION GUIDE

Company: (Company Name)
 Employee: (Enter Employee Name)
 Trainer: (Enter Name of Trainer)
 Date Hired/Employed: (Enter Employee's Hire Date)
 Status of Employment: (Regular, OJT, Contractual. etc.)
 Date: (Enter Date of Orientation)
 Position: (Enter Employee's Job Title)

This checklist is a guideline for conducting employee safety orientations for employees new to (Customize by adding the name of your company). Once completed and signed by both supervisor and employee, it serves as documentation that orientation has taken place.

1. Company safety program had been explained, including:

	Yes	No
Orientation	_____	_____
On-the-job training	_____	_____
Safety meetings	_____	_____
Accident investigation	_____	_____
Disciplinary action	_____	_____

2. Use and care of personal protective equipment, (Hard hat, fall protection, eye protection, etc.)

3. Line of communication and responsibility for immediately reporting accidents.

	Yes	No
A. When to report an injury	_____	_____
B. How to report an injury	_____	_____
C. Who to report an injury to	_____	_____
D. Filling out accident report forms	_____	_____

4. General overview of operation, procedures, methods and hazards as they relate to the specific job.

Yes No

5. Pertinent safety rules of the company

6.	First aid supplies, equipment and training		
	A. Obtaining treatment	_____	_____
	B. Location of Facilities	_____	_____
	C. Location and names of First-aid trained personnel	_____	_____
7.	Emergency plan		
		Yes	No
	A. Exit location and evacuation routes	_____	_____
	B. Use of fire- fighting equipment (extinguishers, hose)	_____	_____
	C. Specific procedures (medical, chemical, etc.)	_____	_____
8.	Vehicle safety	_____	_____
9.	Personal work habits		
	A. Serious consequences of horseplay	_____	_____
	B. Fighting	_____	_____
	C. Inattention	_____	_____
	D. Smoking policy	_____	_____
	E. Good housekeeping practices	_____	_____
	F. Proper lifting techniques	_____	_____

NOTE TO EMPLOYEES: Do not sign unless ALL items are covered and ALL questions are satisfactorily answered.

The signatures below document that the appropriate elements have been discussed to the satisfaction of both parties, and that both the supervisor and the employee accept responsibility for maintaining a safe and healthful work environment.

Date: _____ Supervisor's Signature: _____

Date: _____ Employee's Signature: _____

Appendix - E

FALL PROTECTION WORK PLAN

COMPANY:

DATE:

Site address:

Report prepared by:

Title:

- 1) Specific work area:
- 2) Activities:
- 3) Identify all fall hazards in this area:
- 4) Check The Method Of Fall Restraint Or Arrest To Be Utilized:

- ☐ Standard Guardrail
- ☐ Full Body Harness
- ☐ Scissor Lift
- ☐ Secured To Existing Structure
- ☐ Tie-Off Point Capable Of 5000 Lb/Person
- ☐ Boom Lift
- ☐ Shock Absorbing Lanyard
- ☐ Retractable Lanyard
- ☐ Forklift Basket
- ☐ Scaffold W/Guardrail
- ☐ Warning Line
- ☐ Warning Line & Safety Monitor
- ☐ Other (Specify)

5) Describe procedures for assembly, maintenance, inspection and disassembly of the system (if additional space is required, complete on the back of this form or attach a separate sheet.)

6) Describe procedures for handling and securing tools, equipment and materials and for providing overhead protection for workers (if additional space is required, complete on the back of this form or separate sheet):

7) Describe the method for prompt, safe removal of injured worker(s):

8) I certify that i have received fall protection orientation including the material covered in this fall protection work plan.

Employee name:

Date:

Appendix- F

WALK- AROUND SAFETY INSPECTION GUIDE

- ⑤ Power lines: Minimum 10' clearance / insulate – de-energize, under 50 kw; over 50 kw
- ⑤ Trench/excavation: Any trench four feet or more must be sloped, shored or braced
- ⑤ Guardrails: Any opening four feet or more above ground level must be guarded
- ⑤ Standard guardrail: Top-rail = 39" to 45" above working surface. Mid-rail = halfway between top rail and floor. Toe board = 4".
- ⑤ Scaffold: Fully planked
- ⑤ Scaffold: Fall protection provided if fall hazards over 10 feet exist
- ⑤ Stairs: Four or more risers must have handrails
- ⑤ Fall protection: Any exposure to fall hazards of 10' or greater must be eliminated by the use of safety harness/belt, lanyard or lifeline, horizontal lines, or cantenary lines. Positive fall restraint/protection must be utilized at all times. Two lanyards may be necessary at the beam/upright traverse points. No exposure at any time is allowed.
- ⑤ Fall protection work plan: Job specific, in writing; available on-site for all fall hazards above 10'.
- ⑤ Open belts and pulleys, chains and sprockets, points of operation must be guarded to prevent accidental contact. Air compressors and electric motor pulleys are the most common hazards.
- ⑤ Radial saws: Cutting head must return easily to start position when released; blade must not extend past the edge of the worktable; off/on switch should be at front of operator's position.
- ⑤ Table saws: Upper hood guard; anti-kickback, push stick, belt and pulley guarded
- ⑤ Circular saws: Blade guard instantly returns to covering position

- ⑤ Never wedge or pin a guard/protective parts.
- ⑤ Ladders: Extended 36" above landing and secured to prevent displacement
- ⑤ Floor holes/openings: Covered and secured; be sure no tripping hazards in the area.
- ⑤ Extension cords/electric power tools: Marked/covered by Assured Grounding Program
- ⑤ Clothing: Minimum of short sleeve shirts, long pants, and substantial footwear; no recreational shoes
- ⑤ Hard hats: readily accessible at all times; worn when overhead hazard exists
- ⑤ Oxygen/acetylene storage areas: Cylinders chained and separated
- ⑤ Personal protective equipment: Head, eye, ear, respiratory, and leg protection – high visibility vests when required
- ⑤ Housekeeping: Workers are responsible for their own area of exposure
- ⑤ First aid/fire extinguishers: Available and readily accessible

Other hazards observed:

Supervisor's signature

Date

Employee's signature

Date

Appendix - G

EQUIPMENT SAFETY INSPECTION CHECKLIST

Date:

Project:

Equipment:

All guards and fenders	<input type="checkbox"/> OK	<input type="checkbox"/> Needs Repair
Brakes	<input type="checkbox"/> OK	<input type="checkbox"/> Needs Repair
Lights – front, rear, side, dash	<input type="checkbox"/> OK	<input type="checkbox"/> Needs Repair
Back-up alarm – horn	<input type="checkbox"/> OK	<input type="checkbox"/> Needs Repair
Ladders, stairs, hand holds	<input type="checkbox"/> OK	<input type="checkbox"/> Needs Repair
ROPS (Roll-over protection)	<input type="checkbox"/> OK	<input type="checkbox"/> Needs Repair
Seat belts	<input type="checkbox"/> OK	<input type="checkbox"/> Needs Repair
Fire extinguisher	<input type="checkbox"/> OK	<input type="checkbox"/> Needs Repair
Glass	<input type="checkbox"/> OK	<input type="checkbox"/> Needs Repair
Tires	<input type="checkbox"/> OK	<input type="checkbox"/> Needs Repair
Electrical cords	<input type="checkbox"/> OK	<input type="checkbox"/> Needs Repair
Ground fault circuit interrupters	<input type="checkbox"/> OK	<input type="checkbox"/> Needs Repair
Electrical hand tools	<input type="checkbox"/> OK	<input type="checkbox"/> Needs Repair
Powder actuated tools	<input type="checkbox"/> OK	<input type="checkbox"/> Needs Repair
Condition of pneumatic hand tools	<input type="checkbox"/> OK	<input type="checkbox"/> Needs Repair

Other Items Checked:

Oil level and leaks:

☐ OK ☐ Needs Repair ☐ Add ☐ Change

Hydraulic oil level and leaks:

☐ OK ☐ Needs Repair ☐ Add ☐ Change

Anti-freeze level and leaks:

☐ OK ☐ Needs Repair ☐ Add ☐ Change

Fuel level and leaks:

☐ OK ☐ Needs Repair ☐ Add ☐ Change

First aid kit:

☐ OK ☐ Needs Repair ☐ Add ☐ Change

Repaired by: _____

Checked by: _____

Appendix - H

BOMB THREAT CHECKLIST

A. Record:

1. Exact time of the call
2. Exact words of the caller

B. Questions to Ask:

1. When is the bomb going to explode?
2. Where is the bomb?
3. What does it look like?
4. What kind of bomb is it?
5. What will cause it to explode?
6. Did you place the bomb?
7. Why?
8. Where are you calling from?
9. What is your address?
10. What is your name?
11. CALLER'S VOICE IS:
(Choose one)
 - a. Calm – Slow - Crying - Slurred
 - b. Stutter – Deep – Loud - Broken
 - c. Giggling – Accent – Angry - Rapid
 - d. Stressed – Nasal – Lisp - Excited
 - e. Disguised – Sincere – Normal - Squeaky
12. If voice is familiar, whom did it sound like?
13. Were there any background noises?
14. Remarks
15. Person receiving call
16. Telephone number call received

C. Evacuation Procedure

1. In Advance, Each Staff Member Should:
2. Understand the evacuation plan.
3. Know at least two ways out of the building from your regular workspace.

END

*This manual is adapted from the handbooks of Safety Organization of the Philippines Inc., (SOPI); Department of Labor and Employment, DAC, Inc.; Philippine Drug Enforcement Agency (PDEA), and websites of Lorain Country Community College, Fujitsu, Texas Work Force Commission and. e-How. Other articles from different competent resource speakers of SOPI were also integrated into this manual.

FILINVEST

**EMERGENCY PROCEDURES
AND
INDIVIDUAL SECURITY PRACTICES
HANDBOOK**

2013

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EMERGENCY PROCEDURES

A. BASIC FIRE EMERGENCY PROCEDURES



- 1. In the event of an alarm "RACE":**
 - a. **R:** Remove anyone from immediate danger
 - b. **A:** Activate the building fire alarm system and call 117
 - c. **C:** Confine the fire by closing all windows and doors
 - d. **E:** Evacuate, leave the building
Extinguish the fire, if it can be done safely
- 2. How to Survive a Building Fire**
 - a. Crawl If There's Smoke
 - b. Feel Doors Before Opening
 - c. Go to The Nearest Exit
 - d. Always Use an exit stair, Not An Elevator
 - e. Close Doors
 - f. Use a fire extinguisher if the fire is very small and you know how to use it safely
 - g. If you are on fire – Stop, Drop and Roll

h. **If You Get Trapped:**

- 1) Close the door
- 2) Seal cracks
- 3) Open the windows if safe
- 4) Signal for help and phone 117
- 5) Don't jump; the fire department will reach you

3. Physically Impaired

If you are disabled (even temporarily), you should do the following:

- a. Learn about fire safety
- b. Plan ahead for fire emergencies
- c. Be aware of your own capabilities and limitations
- d. Look for "areas of refuge" like stair enclosures or other side of corridor fire doors. Elevators are not safe during fires. Sometimes it may be safer to stay in your room. Follow the advice for being trapped.
- e. If there is an immediate threat to safety, ask others near you for assistance. If no help is available, seek refuge in a room with a window or stairway. If possible, call "117" to report your location and receive instructions from the Emergency Operator.

4. Fire Evacuation Procedures:

- a. Employees should become familiar with and review our emergency plan and evacuation procedures.
- b. All employees are to immediately evacuate the building upon the sounding of the fire alarm system. If there is smoke, keep low or crawl as quickly as possible.
- c. Doors should be pulled closed [but not locked] by the last person leaving the room.
- d. If you are inside a room – feel the door first – if it's hot stay inside, cover the gap under the door, and place a white/bright piece of

clothing out the window to aid emergency response personnel in locating and assisting you. Call 117 to inform them of your location and situation.

- e. Use the evacuation routes established by the emergency evacuation floor plans for your building. Know two different routes of escape from your building. Exits are marked in red on the floor plans.
- f. Disabled individuals should request assistance to the nearest stairwell out of imminent danger and then provide information on how to safely assist you down the stairwell if possible. Special needs may require waiting for the assistance of emergency response personnel – notify someone to inform emergency response personnel of your location and needs as they arrive on site. Do not use elevators.
- g. Quickly exit the building to a safe designated location at least 100 feet from exits – do not congregate on sidewalks or streets. Meet and stay with your co-employees to account for each other. Notify emergency response personnel of anyone who may be missing or is physically impaired and still inside the building.

Checklist for carrying out a general assessment for establishing the adequacy of current fire precautions Check each of the following in each area, any boxes which cannot be ticked represent an opportunity to reduce fire risks:

Materials that can sustain fire - minimizing the risk

1

- Are stored materials such as wood, even minimal quantities, securely stored?
- Is waste removed regularly to avoid a build-up of flammable waste?
- Are high-risk materials such as flammable chemicals avoided?
- If high-risk materials are not avoided, are they stored in secure outside areas?
- Are there high-risk materials in work areas?
- If so, is the maximum held at any one time sufficient for one working day only?
- Is low flammability specified on the fixtures and fittings?
- Oily rags?
- Any oxidizing agents?

1. Sources of ignition - minimizing the risk

- Are there smoking prohibition/restrictions in force?
- If smoking is not permitted, are there adequate ashtrays at entry points?
- Is there an electrical safety program?
- Is there adequate site security? (arson or accidental ignition)
- Chemical reactions that spontaneous cause fire – uncontrolled chemical reactions, fume cupboards, glassware in direct sunlight etc.?

2. Detection of fires - rapid response

- Are automatic detection devices regularly maintained and tested?
- Are there sufficient heat and smoke detectors where appropriate?
- Are staffs aware of what to do in case of a fire and raise the alarm?

3. Fire fighting

- Are there sufficient and appropriate extinguishers?
- Are the extinguishers properly maintained?
- Is there a properly maintained and tested sprinkler system?
- Is the hose reel properly maintained and tested?
- Is there access for firefighting appliances to building and fire mains? (if provided)
- Are there basement smoke vents? (required when floor area is greater than 200m²)

4. Evacuation

- Is this sufficient, with clear exit routes properly signed?
- Is the emergency lighting maintained and tested?
- Are fire doors in good condition and closed, or closed automatically on alarm?
- Are fire drills conducted with appropriate frequency? (at least annually)

5. Staff

- Is there induction training covering the basics?
- Are staffs briefed on personal safety and responsibility in the event of a fire?
- Are there appointed Fire Marshals, trained for their role?

6. Emergency procedures plan

Is there a documented guide to response in an emergency including key contact numbers such as public utilities, key personnel, emergency glaziers, etc.?

B. EARTHQUAKE EMERGENCY PROCEDURES**1. REACT INSTANTLY**

- a. Stay Calm!
- b. Think clearly and use common sense
- c. Duck and cover!

2. AT HOME

- a. Stay indoors.
- b. Turn off the stove and douse fires.
- c. Crouch under a heavy table or desk and hang onto it.
- d. If there is no protective furniture; crouch and brace yourself against and inside doorway, inside corner, or wall.

3. OFFICE BUILDING OR IN A STORE

- a. Do not run for the exit; there may be a stampede. Stay on the same floor.

- b. Move away from windows.
- c. Crouch under a desk, bench, or table
- d. Do not use the elevator.
- e. Expect the fire alarm and sprinkler to activate.

4. ON FOOT

- a. Stay outside, in the open, away from trees, signs, utility poles and lines, and buildings.
- b. If you are near a building, duck into a doorway to avoid falling debris. Do not enter the building.

5. IN A VEHICLE

- a. Quickly pull to the side of the road.
- b. Keep away from buildings, trees, bridges, signs, overpasses, and utility lines and poles.
- c. Stay in the vehicle until it stops shaking.

6. When the Earthquake Strikes:

- a. Get on your knees and quickly get underneath a desk or other piece of furniture as soon as you feel the rumblings of an earthquake.
- b. The desk or furniture protects you from falling debris. Make sure everyone around you is underneath something.
- c. Do not stand or sit on the floor next to something heavy that can fall, such as a bookcase. A falling bookcase can cause severe damage.
- d. If you are not near any furniture, you can always back yourself into a corner and sit down.
- e. You can also stand in a doorway that is structurally sound. Always make sure to stay away from any doors and windows.
- f. You may want to sneak a peek at what is going on outside, but ignore that feeling and protect yourself and the people you are with.
- g. Make sure to cover your head with anything that may be around you, even if it is something small like a book or even a jacket.

7. Protect Your Body

- a. Put your head down and lace your fingers behind your neck. Put your head down as far as you can, between your knees if possible. This

helps to protect your head from flying objects. You want to make your body as small as possible.

- b. Also, cover your ears. Earthquakes set off all sorts of sirens and alarms, which could cause damage to your ears.
- c. Close your eyes to protect them from any dust that the earthquake stirs up from damaged buildings and falling debris.
- d. Stay in the curled up position until the shaking stops.

8. After the Earthquake

- a. Check to make sure that people around you are all right. Make sure no one is trapped by heavy objects or fallen debris.
- b. Look for signs of bleeding on people as the shock from the earthquake may dull their sense of pain momentarily.
- c. Make sure it is safe to exit the building if that is where you are. If necessary, wait for rescue workers to come to you and help you leave the building safely.
- d. Do not enter buildings for any reason after earthquakes until rescue and police have deemed it safe.

C. FLOODING EMERGENCY PROCEDURES



1. Follow an Emergency Plan

- a. People living in a flood-prone area should have an emergency flood plan in place long before the danger arrives.

- b. Discuss the plan with the family, and put it into action when the time comes. An emergency plan should include the procedures for preparing the home for minimum damage in the event of an issued evacuation.
- c. Shut off utilities at the main, including gas, water and electricity. Secure items in danger of being washed away on the outside of the home, and move items in the home that may be seriously damaged by water to upper levels or as high as possible.
- d. Keep emergency supplies ready, such as battery-powered radios, extra batteries, first aid kit, nonperishable foods, a can opener, candles or flashlights, water purifying tablets, blankets, water-repellant clothing and footwear, children's supplies and medication.

2. Move to Higher Ground or Evacuate

- a. Follow orders issued by emergency agencies, and be prepared to evacuate when asked.
- b. During a flood, it is extremely important to move to higher ground if necessary and to vacate the area if requested by officials.

3. Avoid Moving Water

- a. Even six inches of quickly moving water can knock an adult off his feet and send him tumbling where he may be injured, knocked out and possibly drown.
- b. Avoid moving water and areas where the depth of the water is unknown. Use a stick to poke into the water ahead on the path to make sure there isn't a drop-off.
- c. In addition, never try to drive through floodwaters. What appears to be fairly shallow water can be enough to make the tires lose contact with the road and wash the car away, possibly trapping passengers helplessly inside.

4. Stay Clear of Electrical Wires

- a. An obvious but important factor to remember is that electricity and water do not mix.
- b. Stay clear of any downed power lines or any other exposed electrical wires. Severe flooding can reach electrical devices and wires that may not come to mind as a threat, but venturing into an electrified patch of water can be enough to kill.

D. LANDSLIDES/MUDFLOWS/DEBRIS FALLS



1. Landslide/Mudflows/Debris Procedures

Landslides normally occur due to wet weather, earthquakes and other conditions that destabilize the soil or rock formations. Mudslides normally occur due to a combination of wet weather and volcanic activity. Landslides occur due to the age and condition of its mountains and geologic structures.

2. Warning

Landslides and mudslides cannot be predicted and warnings can only occur after an event occurs.

Should a landslide occur, the Police should be notified via "117". They will inform the local National Disaster Risk Reduction and Management Council (NDRRMC) who will decide if they will be used to issue alerts and warnings.

3. People should be wary of the following:

- a. Watch the patterns of storm-water drainage on slopes near your home, especially the places where run-off water converges and check from possibilities of flow from slopes.
- b. Watch the hillsides around your home for possible signs of downward earth movements, like falling rocks and progressively tilting trees.
- c. Start talking to everyone in your household about what to do if a landslide occurs and develops your own emergency plan.

5. TSUNAMI



1. Broadcast warnings:

- a. Listen to broadcasts that keep citizens up to date of a potential tsunami situation. Philippine Atmospheric, Geophysical and Astronomical Service Administration (PAGASA) weather forecasts are especially helpful in sending out immediate warnings and instructions.
- b. Local news stations are typically quick to respond and get the message out to the people in their viewing or listening area.
- c. Listen carefully to instructions and follow them in order to remain as safe as possible until the all clear has been issued for your area.

2. Stay away from the shoreline:

- a. It may seem like an obvious response to a tsunami warning to move away from the shoreline and seek higher ground, but staying away is just as important.
- b. Tsunamis do not occur as a single wave, but are instead a series of waves that are unpredictable. This means moving away to higher ground for the arrival of a first wave is pointless if you return to the shore only to be swept up in a second, potentially larger wave that arrives soon after.
- c. Never go near the water or return to low ground until the all-clear signal has been given. Only then is it safe to go back to these areas.

INDIVIDUAL SECURITY PRACTICES



1. PERSONAL SAFETY:

- a. Be alert by being aware of your surroundings at all times.
- b. Become familiar with the location of the lighted corridors the barangay halls, police stations, buildings with security guard/s and crowded areas.
- c. When walking alone, body language is important in identifying you- don't behave like a victim. Keep your head up and your posture erect.
- d. Walk confidently, and at a steady pace. Thieves are more likely to single out those who appear hesitant or unsure of themselves.
- e. Maintain a brisk, confident pace
- f. Do not respond to conversation from strangers on the street; continue walking.
- g. If approached by someone asking directions, give them directions from a distance or simply ignore the person.
- h. If someone is following you, look at them (so you can identify them) then change directions.
- i. Never prop open doors to buildings as someone from behind can take this opportunity to sneak into the building.
- j. Women should carry money somewhere other than their purses.
- k. Men should carry their wallets in an inside jacket pocket or a front pants pocket.

- i. If you carry a purse, backpack or briefcase, hold it securely between your arm and your body.
- m. Don't be flashy. Expensive clothes and jewelry can make you a target for thieves.
- n. Walk close to the curb. Avoid shortcuts through dark, secluded areas.
- o. Avoid doorways, bushes and alleys where someone could hide.
- p. Whenever possible, travel with a friend.
- r. If you are being harassed, loudly say, "Leave me alone!" If that doesn't stop the harassment, continue to attract people's attention and head towards a store or another place where other people are around.
- s. If you are confronted, give up your valuables. Nothing is as important as your life.
- t. Try to stay out of arm's reach of the attacker. Don't let the attacker move you into an alley or car. Your best defense if the attacker persists is to yell and run.

2. PERSONAL SECURITY AT THE OFFICE:



- a. Never leave your purse, bag, backpack or briefcase in plain view.
- b. Don't leave cash or valuables in the office as much as possible.
- c. Personal property should be marked for easy identification.
- d. Stay alert for pickpockets on crowded elevators. Stand near the controls and locate the emergency button
- e. If you are assaulted while in an elevator hit the emergency or alarm button and press as many floor buttons as possible. NEVER hit the STOP button.

- f. Be extra careful in stairways and isolated or poorly lighted restrooms.
- g. If you work late, try to find another worker or call for an escort when exiting the building
- h. If you work alone or before/after normal business hours, keep the office door locked.
- i. Be aware of escape routes for emergencies, and post emergency numbers near telephones or at the back of your ID card.

3. PERSONAL SAFETY IN YOUR VEHICLE:



- a. Park in well-lighted, busy areas. Avoid dark, secluded areas.
- b. Avoid parking beside high-profile vehicles such as trucks and vans.
- c. Always lock your car, even if you are in it.
- d. When approaching your vehicle, have your keys ready, but do not thread them through your fingers. Make sure you don't have to stand by your car fumbling for your keys.
- e. As you approach your car, be aware of other people around. If you see someone loitering near your car, do not go to it; instead walk to an area where there are other people.
- f. Before you enter your car, make sure that no intruder is in the car waiting for you. Check the back seat of your vehicle before you enter your vehicle.
- g. Don't leave valuables in your vehicle. If you have to leave items, lock them in the trunk.
- h. While driving, keep valuables out of sight, and not on the seat next to you.

- i. Ready your cellular phone so you can call for assistance in an emergency.
- j. If you are stranded in your car and someone offers help, stay in your car and ask him or her to call the police. Do not accept help from the police unless they are in uniform and driving a marked patrol car.
- k. If you see another motorist stranded on the road, do not stop to help. Drive to the nearest phone and notify the police.
- l. If you think you are being followed, continuously blow your horn to attract attention and drive to the nearest police station. Never drive straight to your home.
- m. If your car is carjacked, give the carjacker your car. Your life and health are worth more than a car.

4. SEXUAL ASSAULT RISK REDUCTION STRATEGIES:



- a. Trust instincts. If you feel uncomfortable about a person or situation, remove yourself from the situation immediately.
- b. Learn to be assertive. Enforce your rights without violating the rights of others. Be assertive but not defensive. When you become defensive you become more vulnerable.
- c. Do not be predictable; remember that many sexual assaults are planned. If you must walk alone, walk a different route each time so that you don't have a fixed pattern.
- d. Do not be afraid to make a scene if you are confronted.

5. PURSE/BACKPACK/TOTE BAG PROTECTION:



- a. Never carry anything you can't afford to lose.
- b. Carry your purse across the front of your body, with your forearm across the front of the purse and your elbow held tightly against your side.
- c. Place your keys, wallet or other valuables in your pockets.
- d. Carry minimum amounts of cash and credit cards. Keep a record of all of your card numbers.
- e. Keep zippers and flaps secured on backpacks. Do not store wallets and valuables in the backpack.
- g. Carry tote bags that zip or have securable flap closures. Do not carry an open tote.

6. SECURITY AT ATM's:



Be careful when using an automatic teller machine, especially when getting cash. To increase your level of safety at automatic teller machines follow these basic guidelines:

- a. Try to use the ATM during daylight hours. If you have to get cash at night, go with someone else and only use machines that are visible from a major street and well lit.
- b. Look for suspicious people or activity.
- c. If you notice anything out of the ordinary, even if you have started a transaction, cancel your transaction and leave.
- d. When entering your secret code, use your body as a shield.
- e. Always take your transaction receipts and statements.
- f. Do not count or display money at the ATM.
- g. Do not accept offers of help from anyone you don't know. If you have problems or questions contact your bank.
- h. Protect your access code. Memorize your access code; don't write it down and/or carry it with you.
- i. Don't use an access code that's the same as other words or numbers in your wallet.
- j. Never tell your access code to ANYONE!! (Including bank employees, the police, etc.)
- k. Never lend your ATM card to anyone; treat it like cash or a credit card.
- l. If you lose your ATM card, notify your bank immediately.

(Sources: Website of Department of Public Safety & Oregon State Police and eHOW; Your Emergency Survival Handbook by Paloma)

Emergency Procedures: Fire

Though you may not think you'll ever fall victim to an office fire, it's better to be prepared and know what to do to avoid panicking if it happens to you. If a fire starts in your office, your first priority should be to get yourself and your co-employees out as quickly as possible. There's no time to stop to get your valuables. If you want to know how to stay safe during an office fire to increase your chances of survival, just follow these steps:

Keep Safe during Fire

1. **React as soon as you hear your smoke alarm go off.** If you hear your smoke detector or alarm going off and see fire, try to exit as safely as possible. Do not try to grab your phone, valuables, or your other important possessions. Your only concern should be getting yourself and your co-employees out safely. If it's night time, yell loudly to get everyone up. You may only have a few seconds to escape safely, so ignore all secondary concerns that have nothing to do with staying alive.

2. **Safely exit through doors.** If you see smoke under a door, then you cannot go out that door, because smoke is toxic and fire is sure to follow. If you don't see smoke, put the back of your hand up to the door to make sure it doesn't feel hot. If the door feels cool, then open it slowly and pass through it. If your door is open and there is a fire preventing you from exiting the room, close the door to protect yourself from the fire.

If the door is hot or there's smoke under it and there are no other doors to pass through, you will have to try to escape through a window.

3. **Protect yourself from smoke inhalation.** Get low to the floor and crouch or crawl on your hands and knees to evade the smoke. Though you may think that running is faster, encourage other employees to crouch or crawl, too. Smoke inhalation causes people to become disoriented and can even render a person unconscious. Knowing this, you should cover your nose and mouth if you have to walk by or through a heavily smoke-filled room.

You can also place a shirt or a wet rag over your nose and mouth, but only if you have time. This will only buy you a minute or so, which is not a lot of time, but it does help to filter those products of combustion which lead to smoke inhalation.

4. **Stop, drop, and roll if your clothes catch fire.** If your clothes catch fire, immediately stop what you're doing, drop flat to the ground, and roll around until you put the fire out. Rolling around will smother the fire quickly. Cover your face with your hands as you're rolling to protect yourself.

5. **Ward off the smoke if you can't get out.** If you can't escape your office and are waiting for help, don't panic. You may not be able to get out, but you can still take some measures to ward off the smoke and stay safe. Close your door and cover all vents and cracks around it with cloth or tape to keep the smoke out for as long as you can. Whatever you do, don't panic. You can always reclaim some measure of control, even if you feel trapped.

6. **Call for help from a window.** If you are trapped in your room in the event of a fire, do what you can to get yourself to an area where people will be able to hear you or see you. You can take a sheet or something else - white preferably - and hang it out the window to signify that you need help when the first responders get there. Be sure to close the window – leaving it open draws the fire towards the fresh oxygen. Put something down to prevent the smoke from coming underneath the door, such as a towel or anything that you can find.

7. **Escape from a window if you can.** You should have an escape ladder that you can throw out in case a fire or other problem happens. If you really must get out of the window, look for a ledge and if there is a ledge, you can get yourself out onto the ledge facing the building. Always face the building structure when exiting a window on an upper floor. If you have to hang, you might get closer to the ground and you could potentially let go and fall to safety.

The truth of the matter is that you are probably a lot safer staying put and trying to compartmentalize by closing doors between you and the fire, prevent the smoke from coming into the room, and putting something over your nose and mouth to filter the air and hoping for the best.

What to do Once You Exit Your Office.

1. **Do a head count.** If anybody is missing, only re-enter the building if it is safe to do so. Tell the first responders immediately on their arrival if you are afraid somebody is missing. Likewise, if everybody is accounted for, let the fire responders know so that they're not sending people in endangering their lives looking for others.

2. **Call your local emergency services number.** Call 117, the emergency number in all of Metro Manila.

3. **Do an injury assessment.** After making the call and the resources are coming, it is time to check yourself and co-employees to make sure that there are no injuries. If there are, call any members of the FILINVEST Emergency Response Team (ERT) or do what you can to address that and when the fire troopers arrive, the Incident Commander or any staff officers present can ask for directions and help.

4. **Get away from the structure.** Keep a safe distance between you and the fire. Take the necessary measures after the office fire to be safe.

Preventing Future Office Fires

1. **Form and practice the FILINVEST escape plan.** The best way to prevent office fires is for you and co-employees to have a plan of escape in the event of a fire. You should form your plan and practice it at least twice a year to get comfortable with the routine and to ensure that you'll be clear-headed enough to carry out your plan if the time ever comes. Here are some things to keep in mind as you do this:

Plan to find two ways to escape from each floor. You should always look for a second way out in case the first way is blocked.

For example, if a door is blocked, you should find a way out through a window or a different door.

Practice escaping by crawling, being in the dark, and having your eyes closed.

2. **Make sure your office is prepared.** To make sure that your office is prepared for a fire, check that your smoke detectors are functioning and always have fresh batteries, and make sure that your windows can be easily opened and that their screens can be quickly removed. If you have windows with security bars, they must have quick release devices to allow them to be opened right away. Everyone in FILINVEST should know how to open and close these windows. If the office is prepared for a fire, you'll greatly improve your chances of staying safe during one.

Buy collapsible ladders in case you'll need them to get down from the roof.

3. **Practice safe behaviors.** To prevent your office from catching fire in the first place, here are some safety precautions that you should take.

- a. Teach your co-employees that fire is a tool, not a toy.
- b. Do not smoke in the office. Smoking areas are provided and make sure you put out your cigarettes completely.
- c. Dispose of any electronics with frayed wires, which could lead to a fire.
- d. Avoid lighting candles unless they're directly in your light of vision. Do not leave a lighted candle in a room where no one is.

Tips:

1. Have safety equipment maintained and in easily found locations, including fire extinguishers and safety ladders (and know how to use them). Have all extinguishers checked regularly (once a year is good) and replace if defective.
2. Make sure your smoke detectors work. A good way to remember is to regularly change your batteries.
3. Clean the appliances and other equipment regularly to prevent fires.
4. If you are on fire "stop, drop, and roll and cover your face".

Warnings:

1. The most important rule, before all else, is to stay low! Hot smoke, be it toxic, scorching, or both, rises so keeping close to the floor can help you avoid inhaling or being burnt by smoke that might have already entered the room. If the room is clear of smoke then you may stand but be careful upon entering any new space to avoid the same danger.
2. Do not re-enter a burning building. People who re-enter burning buildings frequently die within a few feet of the point at which they entered. Going back into the building will only mean one more victim for the fire fighters to have to look for.
3. Make sure everyone knows where to go after escaping. Set a specific location, far enough from the building to be safe, but close enough to get too easily and quickly. Make sure that everyone knows to go directly to that meeting spot, and stay there until everyone is accounted for.

Emergency Plan: Earthquake

Earthquakes are defined as a vibration of the earth's surface that occurs after a release of energy in the earth's crust.

Because the earth's crust is made up of numerous segments or "plates" that are constantly moving slowly, vibrations can occur and result in small earthquakes. Most earthquakes are quite small but are not readily felt. Larger and more violent earthquakes are those that occur in a release of energy as the plates slide past or collide into one another.

A. Small or moderate earthquakes:

1. These can last only a few seconds and represent no emergency risk.
2. Ceiling lights may move and some minor rattling of objects may occur in your home.
3. You may feel a slight quiver under your feet if you are outside.
4. If you are close to its source, you may hear a loud bang followed by shaking.

B. Large earthquakes

1. These can last up to several minutes and constitute a natural disaster if its epicentre is near a densely populated area, or its magnitude sufficiently large for the region.
2. The ground or floor will move, perhaps violently.
3. Whether far away or close to the source, you will probably feel shaking followed by a rolling motion, much like being at sea.
4. If you are far away from the source, you might see swaying buildings or hear a roaring sound.
5. You may feel dizzy and be unable to walk during the earthquake.
6. If you live in a high rise or a multi-storey building, you may experience more sway and less shaking than in a smaller, single-storey building. Lower floors will shake rapidly, much like residential homes. On upper floors, movement will be slower but the building will move farther from side to side.
7. Furnishings and unsecured objects could fall over or slide across the floor or be thrown with damaging force across the room.
8. Unsecured light fixtures and ceiling panels may fall.
9. Windows may break.
10. Fire alarms and sprinkler systems may be activated.
11. Lights and power may go off.

C. Make a plan

Every building or offices needs an emergency plan. It will help employees know what to do in case of an emergency.

Start by discussing what could happen and what you should do at work if an earthquake strikes. To be prepared, make a list of what needs to be done ahead of time. Write down and exercise your plan with the employees at least once a year.

D. Before an Earthquake

1. Go through your office, imagining what could happen to each part of it, if shaken by a violent earthquake. Check off the items that you have completed in this list.
2. Teach everybody how to turn off the water and electricity.
3. Clearly label the on-off positions for the water, electricity and gas.
4. Secure water tanks using a bracing kit, to reduce the possibility falling and rupturing water connections.
5. Secure major appliances to walls, such as refrigerators.
6. Secure costly and heavy electronics.
7. Secure the tops of top-heavy furniture to a wall by anchoring to studs and using flexible fasteners. Keep heavy items on lower shelves.
8. Secure expensive or fragile items that if damaged would be a significant loss.
9. Affix mirrors, paintings and other hanging objects securely, so they won't fall off hooks.
10. Locate sofas or chairs away from windows. Don't hang heavy pictures and other items over beds. Closed curtains and blinds will help stop broken window glass from falling on sofas or chairs.
11. Put anti-skid pads under TVs, computers and other small appliances, or secure them with Velcro or other such product.
12. Keep flammable items and household chemicals away from heat and where they are less likely to spill.
13. Secure items in the garage to reduce hazardous material spills and damage to vehicles.
14. Consult a professional for additional ways to protect your home, such as bolting the house to its foundation and other structural mitigation techniques.
15. If you work in a multi-storey building, work with your building manager or condominium board to decide how best to "quake-safe" your unit. Seek advice from professionals (building engineers, emergency preparedness authorities) if you are unsure about what to do.
16. Have an emergency kit that will sustain your employees for at least 72 hours.
17. Discuss earthquake insurance with your insurance broker. Check your coverage – it could affect your financial ability to recover losses after an earthquake.

E. During an earthquake:

1. Wherever you are when an earthquake starts, take cover immediately. Move a few steps to a nearby safe place if need be. Stay there until the shaking stops.
2. If you are indoors: "DROP, COVER AND HOLD ON".
3. Stay inside.
4. Drop under heavy furniture such as a table, desk, or any solid furniture.
5. Cover your head and torso to prevent being hit by falling objects.
6. Hold on to the object that you are under so that you remain covered. Be prepared to move with the object until the shaking has finished.
7. If you can't get under something strong, or if you are in a hallway, flatten yourself or crouch against an interior wall and protect your head and neck with your arms.
8. If you are in a shopping mall, go into the nearest store. Stay away from windows, and shelves with heavy objects.
9. If you are in the office get under a desk or table and hold on. Face away from windows.
10. If you are in a wheelchair, lock the wheels and protect the back of your head and neck.

F. If you are outdoors:

1. Stay outside.
2. Go to an open area away from buildings. The most dangerous place is near exterior walls.
3. If you are in a crowded public place, take cover where you would not be trampled.

G. If you are in a vehicle

1. Pull over to a safe place where you are not blocking the road. Keep roads clear for rescue and emergency vehicles.
2. Avoid bridges, overpasses, underpasses, buildings or anything that could collapse.
3. Stop the car and stay inside.
4. Listen to your car radio for instructions from emergency officials.
5. Do not attempt to get out of your car if downed power lines are across it. Wait to be rescued.
6. Place a HELP sign in your window if you need assistance.
7. If you are on a bus, stay in your seat until the bus stops. Take cover in a protected place. If you can't take cover, sit in a crouched position and protect your head from falling debris.
8. AVOID the following in an earthquake.
 - a. Doorways. Doors may slam shut and cause injuries.

- b. Windows, bookcases, tall furniture and light fixtures. You could be hurt by shattered glass or heavy objects.
- c. Elevators. If you are in an elevator during an earthquake, hit the button for every floor and get out as soon as you can.
- d. Downed power lines – stay at least 10 metres away to avoid injury.
- e. Coastline. Earthquakes can trigger large ocean waves called tsunamis. If you are near a coastline in a high-risk area during a strong earthquake, immediately move inland or to higher ground and remain there until officials declare the area safe.

H. After an earthquake

- 1. Stay calm. Help others if you are able.
- 2. Be prepared for aftershocks.
- 3. Listen to the radio or television for information from authorities. Follow their instructions.
- 4. Place corded telephone receivers back in their cradles; only make calls if requiring emergency services.
- 5. Put on sturdy shoes and protective clothing to help prevent injury from debris, especially broken glass.
- 6. Check the building for structural damage and other hazards. If you suspect the building is unsafe, do not re-enter.
- 7. Unplug appliances and broken lights to prevent fire starts when the power is restored.
- 8. If you have to leave your office post a message in clear view, indicating where you can be found. Do not waste food or water as supplies may be interrupted.
- 9. Do not light matches or turn on light switches until you are sure there are no gas leaks or flammable liquids spilled. Use a flashlight to check utilities and do not shut them off unless damaged. Leaking gas will smell like rotten eggs.
- 10. If your office kitchen is equipped with natural gas: Call your gas provider immediately to report any concerns or if you smell gas (rotten egg smell). Shut off gas valve if you know how. Once the gas is turned off, don't turn it back on. Only a licensed gas technician can turn the gas on safely.
- 11. If tap water is still available immediately after the earthquake, fill the containers in case the supply gets cut off. If there is no running water, there may be water in the water tank and toilet reservoir (not the bowl).
- 12. Do not flush toilets if you suspect sewer lines are broken.
- 13. Use extreme caution with hazardous materials or spills. When in doubt, inform your immediate supervisor or assistant supervisor or co-employees before leaving the building.

14. Check on your co-employees after looking after members of your own department or office. Organize rescue measures if people are trapped or call for emergency assistance if you cannot safely help them.
15. Place a HELP sign in your window if you need assistance.

I. Get an emergency kit

Disaster kits are also known as emergency kits or survival kits. The kits are prepared for disasters.

One of the basic preparations that the government recently announced to the world is to have survival or disaster kits in your home. These kits are commonly taken for granted by most people but what they don't realize about these kits is they will be the tools that will help them live and survive in case of emergency or when calamity strikes.

Don't wait for calamity to strike your place before you realize its significance.

J. Basic emergency kit.

A basic emergency supply kit could include the following recommended items:

- a. Water, one gallon of water per person per day for at least three days, for drinking and sanitation
- b. Food, at least a three-day supply of non-perishable food
- c. Battery-powered or hand crank radio with tone alert and extra batteries for both.
- d. Flashlight and extra batteries
- e. First aid kit (betadine, alcohol, hydrogen peroxide, gauze or bandages, plaster or duct tape etc.
- f. Whistle to signal for help
- g. Dust mask to help filter contaminated air and plastic sheeting and duct tape to shelter-in-place
- h. Moist towelettes, garbage bags and plastic ties for personal sanitation.
- i. Wrench or pliers to turn off utilities
- j. Manual can opener for food
- k. Local maps
- l. Cell phone with chargers, inverter or solar charger
- m. Cash or traveller's checks and change
- n. Important family documents such as copies of insurance policies, identification and bank account records in a waterproof, portable container.
- o. Sleeping bag or warm blanket for each person.
- p. Matches in a waterproof container
- q. Feminine supplies and personal hygiene items
- r. Mess kits, paper cups, plates, paper towels and plastic utensils
- s. Paper and pencil

Training Conducted for the Year 2014

NAME OF TRAINING	CONDUCT DATE	ACTUAL ATTENDEES
New Employee Orientation Program (First Steps)	January 8, 2014	7
	February 6, 2014	16
	March 3, 2014	18
	April 7, 2014	17
	May 6, 2014	10
	June 06, 2014	15
	July 01, 2014	14
	August 1, 2014	9
	August 4, 2014	14
	September 1, 2014	18
	October 3, 2014	14
	November 7, 2014	10
	December 1, 2014	6
Performance Management Workshop	January 16, 2014	27
	April 16, 2014	22
I Love My Job (2 Days Training)	Feb. 18-19, 2014	17
Business Writing (2 Days Training)	Feb. 10-11, 2014	25
	May 27-28, 2014	33
Work Attitude Values Enhancement Training	January 23, 2014	22
	April 2, 2014	12
	August 5, 2014	25
Communication Assertiveness	March 06-07, 2014	32
	March 20-21, 2014	22
	March 27-28, 2014	38
	April 10-11, 2014	22
	April 14-15, 2014	31
	May 15-16, 2014	40
	July 10, 2014	20
	July 11, 2014 (Pre Workshop)	10

Dealing with Difficult People	July 23, 2014	10
	August 7, 2014	20
	August 26, 2014	18
	September 9, 2014	24
	Nov. 10, 2014	35
	Nov. 12, 2014	35
Basic Supervisory Workshop	August 6, 2014	17
Smart Sheet Training	September 19, 2014	17
Effective Problem Solving and Decision Making		
	October 16-17, 2014	20
	November 4-5, 2014	25
	November 17-18, 2014	19
	November 24-25, 2014	16
	December 4-5, 2014	14

Filinvest Trainings

Executive and Management Development Programs (Taken Outside)

Trainings	Description
Executive MBA (Hong Kong and USA)	International MBA at Kellogg Hong Kong University of Science and Technology.
Construction Project Management for Engineers	This 2-day course, focused on the delivery of construction projects, will help engineers develop into the types of project managers who can deliver the outcomes that construction industry clients are demanding.

Executive and Management Development Programs (Taken Outside)

Trainings	Description
HUMAN RESOURCE MANAGEMENT Managing Your Organization's Best Assets.	This seminar is about reinventing the human resource function of every organization in order to introduce, produce and energize people through a deeper understanding of the eight Rs of effective human resource management which are Recruiting, Retooling, Routing, Retaining, Reviewing, Rewarding, Recycle and Resonating.
LEGAL Writing	A series of lectures on legal writing and drafting of various legal forms which aims to enhance our lawyers writing skills, argumentation and efficiency.

Management Training Program

Trainings	Description
Management Training	It is a 5-month training program aimed at developing the future LEADERS of Filinvest. They are assigned in different positions (existing or new positions) and different departments with rewarding and challenging career in the Company.

In-house Trainings

Trainings	Description
New Employee Orientation Program (First Steps)	This program discusses background of the company, general benefits, policies and procedures. It helps new employees to appreciate the Company's Mission, Vision and Core Values.
Work Attitude Values Enhancement Training	WAVE aims to align employee's values, mission, and vision with that of the company promoting a direction for both in achieving goals.
Basic Supervisory Workshop	This training is part of HRDs continuing program for newly hired supervisors, as well as newly promoted supervisors. The program will help them discover the basic roles and responsibilities of a leader focusing on Planning, Leading, Organizing, and Controlling (P.L.O.C.)

In-house Trainings

Trainings	Description
Smartsheet Training	This training aims to help employees (especially those who are assigned in the Project Groups) on the creation, maintenance and update of smartsheet trackers that is required in their respective projects.
Dealing with Difficult People	This program aims to identify the different types of difficult behavior manifested in the workplace, and match the most appropriate management style to address each type of difficult behavior.
5S + S	This training program aims to improve the quality of work life through a clean, organized and safe workplace using a team-based approach

Management Development Programs

Trainings	Description
Enhanced Business Writing	<p>This is a 2-day Workshop discusses topics below:</p> <ul style="list-style-type: none">- Nature of Business Writing- Review of Grammar and Composition- Business Writing Guidelines- Pitfalls of Business Writing- Developing Ideas Logically- Business Writing (Internal and External)- Writing, Improving/Revising, Editing, your reports- Different Business Reports

Management Development Programs

Trainings	Description
Communication Assertiveness	<p>This 2-day seminar helps the participants to:</p> <ul style="list-style-type: none">-Undergo self-assessment to determine their level as leaders / communicators in the organization and adapt accordingly to the existing workplace culture.-Differentiate the three types of behaviors in communicating passive, aggressive and assertive and improve their emotional and adversity quotients in dealing with different behaviors in the organization.-Understand and discern the benefits / advantages of communicating assertively across hierarchies and imbibe the best practices in the common pursuit of set agenda in the organization.-Improve confidence level when dealing with difficult challenges, tasks and behaviors; and thus, execute their roles effectively in motivating, transforming, coaching, counseling and inspiring their workforce to achieve improved productivity.-Apply all the learning insights in the work setting simulated from the various slices of life pooled from challenging situations and behaviors that happened in the work setting.

Management Development Programs

Trainings	Description
<p data-bbox="241 792 856 885">Effective Problem Solving and Decision Making Strategies</p>	<p data-bbox="982 358 1942 431">This 2-day training program, helps participants, and achieve the ff:</p> <ul data-bbox="993 472 1957 1300" style="list-style-type: none">- Assess own problem solving and decision making competencies, reflect and adjust their styles and techniques in handling problems and challenges by using the correct approaches for selecting better options and wise decisions.- Define the common Building Blocks of Problem Solving and Decision Making and the Skills Sets they represent when used appropriately leads to a Continuous Stream of Good Solution / Decisions.- Identify blinders and acquire mastery to overcome obstacles in problem solving and accurate decision making, use creativity to meet the challenges effectively and understand how to select and implement the best alternative options.- Discover and craft their preferred and customized problem-solving and decision-making styles and understand the benefits and limitations, and learn how to apply a variety of problem-solving and decision-making strategies in the work-setting.

END

FILINVEST LAND, INC.

SECRETARY'S CERTIFICATE

I, **ELMA CHRISTINE R. LEOGARDO**, of legal age, Filipino, and with office address at the 6th Floor, Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila, after having been duly sworn in accordance with law, hereby certify:

1. I am the Corporate Secretary of **FILINVEST LAND, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at the Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila.

2. At its organizational meeting, the Board of Directors of the Corporation delegated to the Executive Committee all its powers except those expressly reserved to the Board of Directors by the Corporation Code of the Philippines.

3. At the meeting of the Executive Committee held on 16 December 2015, at which meeting a quorum was present and acting throughout, the following resolution was unanimously approved and adopted:

"RESOLVED That the Board of Directors, through the Executive Committee, of Filinvest Land, Inc. (the "Corporation") hereby approves, confirms and ratifies the Corporation's Consolidated Annual Corporate Governance Report for the year 2015 and the information contained therein which are true and corrects to the best of the Corporation's knowledge and based on available records of the Corporation."

4. The foregoing resolution has not been revoked, amended, nor in any manner modified, and accordingly, the same may be relied upon until written notice to the contrary is issued by the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 8th day of January 2016 in Mandaluyong City, Metro Manila.



ELMA CHRISTINE R. LEOGARDO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 8th day of January 2016, in Mandaluyong City, Metro Manila, affiant exhibiting to me her Driver's License ID No. N26-13-020722, bearing her photograph and signature, issued by the Land Transportation Office, and valid until 26 October 2018.

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Page No. 8 ;
Book No. 2 ;
Series of 2016.

JOVEN G. SEVILLANO
NOTARY PUBLIC
COMMISSION NO. 0285-15
UNTIL DECEMBER 31, 2016
ROLL NO. 53970
IBP LIFETIME NO. 011302 RIZAL
PTR NO. 2599878 ; 1-4-16 ; MANDALUYONG
MCLE COMPLIANCE NO. IV-0014990 23 APRIL 2013
METRO MART COMPLEX, MANDALUYONG CITY