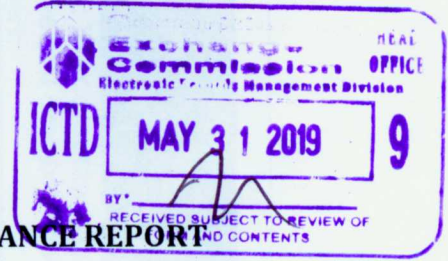




**Securities and  
Exchange  
Commission**  
PHILIPPINES

**SEC FORM - I-ACGR**



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

1. For the fiscal year ended **31 December 2018**
2. SEC Identification Number **43370**      3. BIR Tax Identification No. **000-829-097**
4. Exact name of issuer as specified in its charter *F & J Prince Holdings Corporation*
5. **Philippines**      6.  (SEC Use Only)  
Province, Country or other jurisdiction of      Industry Classification Code:  
incorporation or organization
7. **5th Floor, Citibank Center Building**  
**8741 Paseo de Roxas, Makati City**      **1226**  
Address of principal office      Postal Code
8. **(632) 892-7133**  
Issuer's telephone number, including area code
9. \_\_\_\_\_  
Former name, former address, and former fiscal year, if changed since last report.

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>The Board's Governance Responsibilities</b>			
<b>Principle 1:</b> The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
<b>Recommendation 1.1</b>			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Yes	Provide information or link/reference to a document containing information on the following:	Please see the Corporation's Annual Report for the year 2018 and Definitive Information Statement for the year 2019.
2. Board has an appropriate mix of competence and expertise.	Yes	1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors	Please see the Corporation's Annual Report for the year 2018 and Definitive Information Statement for the year 2019.
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Yes	2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance	Please see the Corporation's Annual Report for the year 2018 and Definitive Information Statement for the year 2019.
<b>Recommendation 1.2</b>			
1. Board is composed of a majority of non-executive directors.	Yes	Identify or provide link/reference to a document identifying the directors and the type of their directorships	Please see the Corporation's Annual Report for the year 2018 and Definitive Information Statement for the year 2019.
<b>Recommendation 1.3</b>			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Yes	Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.	Please see p.4 of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017.

2. Company has an orientation program for first time directors.	Yes	Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.	Please see p.4. of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017.
3. Company has relevant annual continuing training for all directors.	Yes		Please see p.4. of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017 and the Corporation's 2018 Annual Report.
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity.	Yes	Provide information on or link/reference to a document containing information on the company's board diversity policy.  Indicate gender composition of the board.	Please see p. 4 of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017. Of the Corporation's 11-member Board, 10 are male and 1 is female.
<b>Optional: Recommendation 1.4</b>			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Yes	Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.  Provide link or reference to a progress report in achieving its objectives.	Please see p.4 of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017.

Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Yes	Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.	Please see pp.4-5 of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017, as well as the Corporation's Annual Report for the year 2018, and the Corporation's Definitive Information Statement for the year 2019.
2. Corporate Secretary is a separate individual from the Compliance Officer.	Yes		Please see pp. 4-5 of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017, the Corporation's Annual Report for the year 2018, and the Corporation's Definitive Information Statement for the year 2019.
3. Corporate Secretary is not a member of the Board of Directors.	Yes		Please see pp. 4-5 of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017, the Corporation's Annual Report for the year 2018, and the Corporation's Definitive Information Statement for the year 2019.

4. Corporate Secretary attends training/s on corporate governance.	Yes	Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered	Please see pp. 4-5 of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017, the Corporation's Annual Report for the year 2018, and the Corporation's Definitive Information Statement for the year 2019.
<b>Optional: Recommendation 1.5</b>			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Yes	Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting	Please see pp. 5 of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017. Pursuant to the by-laws of the Corporation, the Corporate Secretary endeavors to send materials for board meetings in advance.
<b>Recommendation 1.6</b>			
1. Board is assisted by a Compliance Officer.	Yes	Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.	Please see p. 6 of the Corporation's Revised Manual on Corporate Governance (18 April 2017); Annual Report for the year 2018 and Definitive Information Statement for the year 2019.
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Yes		Please see p. 6 of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017, the Corporation's Annual Report for the year 2018, and the Corporation's Definitive Information Statement for the year 2019. While this rank is provided for in the said Manual, this has not yet been implemented.

3. Compliance Officer is not a member of the board.	Yes		Please see p. 6 of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017, the Corporation's Annual Report for the year 2018, and the Corporation's Definitive Information Statement for the year 2019.
4. Compliance Officer attends training/s on corporate governance.	Yes	Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered	Please see the Corporation's Annual Report for the year 2018 and Definitive Information Statement for the year 2019. For the past years, the Corporate Secretary was also the Compliance Officer as this was allowed in the Corporation's Manual on Corporate Governance prior to its revision in 2017. A Compliance Officer has thus been designated for 2018, and be designated yearly.

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

**Recommendation 2.1**

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Yes	Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)	Please see p. 7 of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017.
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**Recommendation 2.2**

1. Board oversees the development, review and approval of the company's business objectives and strategy.	Yes	Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)	Please see p. 7 of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017,
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Yes	Indicate frequency of review of business objectives and strategy	Please see p. 7 of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017,
<b>Supplement to Recommendation 2.2</b>			
1. Board has a clearly defined and updated vision, mission and core values.	Yes	Indicate or provide link/reference to a document containing the company's vision, mission and core values.  Indicate frequency of review of the vision, mission and core values.	Please see p. 7 of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017. The company's vision, mission and core values may be found in its website. Link : <a href="http://fjprince.com/our-company/mission-vision/">http://fjprince.com/our-company/mission-vision/</a>
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Yes	Provide information on or link/reference to a document containing information on the strategy execution process.	Please see p. 7 of the the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April2017,
<b>Recommendation 2.3</b>			
1. Board is headed by a competent and qualified Chairperson.	Yes	Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications	Please see p. 8 of the Corporation's revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017, the Corporation's Annual Report for the year 2018, and the Corporation's Definitive Information Statement for the year 2019.
<b>Recommendation 2.4</b>			

1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Yes	Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation	Please see p. 7 of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017.
2. Board adopts a policy on the retirement for directors and key officers.	Yes		Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation. The Corporation has made appropriations for the retirement of its directors and officers pursuant to law.
<b>Recommendation 2.5</b>			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Yes	Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.	Please see p. 7 of the Corporation's Revised Manual on Corporate Governance (18 April 2017), the Corporation's Annual Report for the year 2018 and the Corporation's Definitive Information Statement for the year 2019.
2. Board adopts a policy specifying the relationship between remuneration and performance.	Yes		Please see p. 7 of the Corporation's Revised Manual on Corporate Governance (18 April 2017), the Corporation's Annual Report for the year 2018 and the Corporation's Definitive Information Statement for the year 2019.



3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Yes		Please see p. 7 of the Corporation's Revised manual on Corporate Governance (18 April 2017), the Corporation's Annual Report for the year 2017 and the Corporation's Definitive Information Statement for the year 2019.
<b>Optional: Recommendation 2.5</b>			
1. Board approves the remuneration of senior executives.	Yes	Provide proof of board approval	Please see p. 7 of the Corporation's Revised manual on Corporate Governance (18 April 2017), Corporation's Annual Report for the year 2017 and the Corporation's Definitive Information Statement for the year 2019.
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	No	Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.	The Corporation currently does not implement any claw back provision or mechanisms on deferred bonuses. Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation. It is a holding firm.

<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy.	Yes	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.	Please see p. 7 of the Corporation's revised Manual on Corporate Governance (18 April 2018) as well as the Nomination and Election Committee Charter. See <a href="http://fjprince.com/our-company/committees/">http://fjprince.com/our-company/committees/</a>
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Yes	Provide proof if minority shareholders have a right to nominate candidates to the board  Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Please see p. 18 of the Corporation's Revised Manual on Corporate Governance as adopted by the Board of Directors on 18 April 2017, the Corporation's Annual Report for the year 2018, and the Corporation's Definitive Information Statement for the year 2019.
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Yes		Please see the Corporation's Definitive Information Statement for the year 2019, the Corporation's by-laws, and the Corporation's Revised Manual on Corporate Governance.
4. Board nomination and election policy includes how the board shortlists candidates.	Yes		Please see the Corporation's by-laws, the Corporation's Definitive Information Statement, and the Corporation's Revised Manual on Corporate Governance.
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Yes		Please see the Corporation's by-laws, the Corporation's Definitive Information Statement, and p. 18 of the Corporation's Revised Manual on Corporate Governance.

6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Yes		Please see the Corporation's by-laws, the Corporation's Definitive Information Statement, and p. 18 of the Corporation's Revised Manual on Corporate Governance.
<b>Optional: Recommendation to 2.6</b>			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	No	Identify the professional search firm used or other external sources of candidates	The Corporation currently does not use any professional search firm or other external sources of candidates. Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.
<b>Recommendation 2.7</b>			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Yes	Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs  Identify transactions that were approved pursuant to the policy.	Please see the Corporation's Definitive Information Statement, the Corporation's Annual Report, and p. 7 of the Corporation's Revised Manual on Corporate Governance. Please see <a href="http://fjprince.com/wp-content/uploads/2015/03/Policy-on-Related-Party-Transaction.pdf">http://fjprince.com/wp-content/uploads/2015/03/Policy-on-Related-Party-Transaction.pdf</a>
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Yes		Please see the Corporation's Definitive Information Statement, the Corporation's Annual Report, and the Corporation's Revised Manual on Corporate Governance. Please see <a href="http://fjprince.com/wp-content/uploads/2015/03/Policy-on-Related-Party-Transaction.pdf">http://fjprince.com/wp-content/uploads/2015/03/Policy-on-Related-Party-Transaction.pdf</a>

<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>Yes</p>		<p>Please see the Corporation's Definitive Information Statement, the Corporation's Annual Report, and the Corporation's Revised Manual on Corporate Governance. Please see <a href="http://fjprince.com/wp-content/uploads/2015/03/Policy-on-Related-Party-Transaction.pdf">http://fjprince.com/wp-content/uploads/2015/03/Policy-on-Related-Party-Transaction.pdf</a></p>
<b>Supplement to Recommendations 2.7</b>			
<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	<p>Yes</p>	<p>Provide information on a materiality threshold for RPT disclosure and approval, if any.</p> <p>Provide information on RPT categories</p>	<p>Please see the Corporation's Code of Business Conduct and Ethics which states that " Directors, Executive Officers and Employees owe a fiduciary duty to the Company that requires them to act in the best interest of the Company. Actual and potential conflicts of interest should be avoided or otherwise identified, disclosed and explained in sufficient details to enable valid judgements to be made on their adverse impact. The persons who are conflicted should not participate in the discussion and decision on the issue n question, nor be entitled to vote on ay resolution where they are conflicted. Related party contracts should be disclosed in the annual report." The threshold on RPTs are stated under the Code's Policy on Related Party Transactions</p>

<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>Yes</p>	<p>Provide information on voting system, if any.</p>	<p>Please see p. 7, 23 and 24 of Revised Manual on Corporate Governance (2017), and Code of Business Conduct and Ethics, and Annual Report for the year 2018.</p> <p>The Board of Directors adopts the provisions of the Corporation Code on approvals involving related-party transactions.</p>
<p><b>Recommendation 2.8</b></p>			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Yes</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>Identify the Management team appointed</p>	<p>Please see the Corporation's Definitive Information Statement for the year 2019, p. 7 of the Corporation's Revised Manual on Corporate Governance, and Annual Report for the year 2018.</p>
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Yes</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p>	<p>Please see the Corporation's Definitive Information Statement for the year 2019, pp. 7-8 of the Corporation's Revised Manual on Corporate Governance, and Annual Report for the year 2018.</p>

<b>Recommendation 2.9</b>			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Yes	Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.	Please see the Corporation's Definitive Information Statement for the year 2019, the 7-8 of the Corporation's Revised Manual on Corporate Governance, and Annual Report for the year 2018.
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Yes		Please see the Corporation's Definitive Information Statement for the year 2019, pp. 7-8 of the Corporation's revised Manual on Corporate Governance, and Annual Report for the year 2018.
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	Yes	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system	Please see p. 8 of the Corporation's Revised Manual on Corporate Governance.
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Yes		Please see p. 8 of the Corporation's Revised Manual on Corporate Governance.
3. Board approves the Internal Audit Charter.	Yes	Provide reference or link to the company's Internal Audit Charter	Please see Internal Audit Charter. <b>Link:</b> <a href="http://fjprince.com/our-company/committees/">http://fjprince.com/our-company/committees/</a>

<b>Recommendation 2.11</b>			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Yes	Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.	Please see the Corporation's Definitive Information Statement for the year 2019, page 8 of the Corporation's Revised Manual on Corporate Governance, and the Corporation's Annual Report for the year 2018. <b>Link:</b> <a href="http://fjprince.com/corporate-governance/enterprise-risk-management/">http://fjprince.com/corporate-governance/enterprise-risk-management/</a>
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Yes	Provide proof of effectiveness of risk management strategies, if any.	Please see the Corporation's Definitive Information Statement for the year 2019, page 8 of the Corporation's Revised Manual on Corporate Governance, and the Corporation's Annual Report for the year 2018. <b>Link:</b> <a href="http://fjprince.com/corporate-governance/enterprise-risk-management/">http://fjprince.com/corporate-governance/enterprise-risk-management/</a>
<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	No	Provide link to the company's website where the Board Charter is disclosed.	The Board of Directors currently does not have a Board Charter in place, as it follows the Corporation's Revised Manual on Corporate Governance and by-laws in the discharge of its duties and functions. Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.

2. Board Charter serves as a guide to the directors in the performance of their functions.	No		The Board of Directors currently does not have a Board Charter in place, as it follows the Corporation's Revised Manual on Corporate Governance and by-laws in the discharge of its duties and functions. Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.
3. Board Charter is publicly available and posted on the company's website.	No		The Board of Directors currently does not have a Board Charter in place, as it follows the Corporation's Revised Manual on Corporate Governance and by-laws in the discharge of its duties and functions. Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	Yes	Provide information on or link/reference to a document showing company's insider trading policy.	The policy may be found in the corporation's website :  <b>Link:</b> <a href="http://fjprince.com/wp-content/uploads/2015/03/final-FJP-Code-of-Conduct-and-company-policies.pdf">http://fjprince.com/wp-content/uploads/2015/03/final-FJP-Code-of-Conduct-and-company-policies.pdf</a>



<b>Optional: Principle 2</b>			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Yes	Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.	This is included in the statement of the company's policy on Related party Transactions. <b>Link:</b> <a href="http://fjprince.com/wp-content/uploads/2015/03/Policy-on-Related-Party-Transaction.pdf">http://fjprince.com/wp-content/uploads/2015/03/Policy-on-Related-Party-Transaction.pdf</a>
2. Company discloses the types of decision requiring board of directors' approval.	YES	Indicate the types of decision requiring board of directors' approval and where there are disclosed.	Please see page 8 Revised Manual on Corporate Governance. The Board adheres to the provisions of the Corporation Code and related laws and jurisprudence on the matter.
<b>Principle 3:</b> Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
<b>Recommendation 3.1</b>			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Yes	Provide information or link/reference to a document containing information on all the board committees established by the company.	Please see pp., 13-18 of the Corporation's Revised Manual on Corporate Governance,

<b>Recommendation 3.2</b>			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Yes	Provide information or link/reference to a document containing information on the Audit Committee, including its functions.  Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.	Please see pp. 14-15 of the Corporation's Revised Manual on Corporate Governance,  The Audit Committee has the responsibility of recommending to the Board of Directors the appointment and/or removal of the Corporation's external auditor.
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Yes	Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.	Please see the Corporation's Definitive Information Statement for the year 2019 and the Corporation's Annual Report for the year 2018.
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Yes	Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.	Please see the Corporation's Definitive Information Statement for the year 2019 and the Corporation's Annual Report for the year 2018.
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Yes	Provide information or link/reference to a document containing information on the Chairman of the Audit Committee	Mr. Peter L. Kawsek, Jr. is the Chairperson of the Corporation's Audit Committee, He is not the Chairman of the Board or of any other committee.
<b>Supplement to Recommendation 3.2</b>			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Yes	Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.	Please see the Corporation's Definitive Information Statement for the year 2019, the Corporation's Annual Report for the year 2018, and the Corporation's Audit Committee Charter as approved on 15 February 2017.

2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Yes	Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.	Please see the Corporation's Definitive Information Statement for the year 2019 and the Corporation's Annual Report for the year 2018.
<b>Optional: Recommendation 3.2</b>			
1. Audit Committee meet at least four times during the year.	No	Indicate the number of Audit Committee meetings during the year and provide proof	<p>Please see the Corporation's Definitive Information Statement for the year 2019 and the Corporation's Annual Report for the year 2018. In 2018, the Company's Audit Committee met on January 30, 2018 and 11 April 2018. For 2019, the Audit Committee had already met twice on January 10, 2019 and April 10, 2019.</p> <p>Taking into account the size, structure, risk profile and complexity of operations of the Corporation, full compliance with this recommendation appears inapplicable. The Committee meets as often as necessary.</p>
2. Audit Committee approves the appointment and removal of the internal auditor.	Yes	Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.	Under the Corporation's revised Manual on Corporate Governance, the Audit Committee oversees the Internal Auditor, and recommends the appointment and/or removal of the Internal Auditor.

<b>Recommendation 3.3</b>			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Yes	Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions  Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.	Please see the Corporation's Definitive Information Statement for the year 2019, the Corporation's Annual Report for the year 2018, page 16-17 of the Corporation's Revised Manual on Corporate Governance.
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Yes	Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.	Please see pp. 16-17 of Revised Manual on Corporate Governance approved on 18 April, 2017.
3. Chairman of the Corporate Governance Committee is an independent director.	No	Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.	Please see pp. 16-17 of Revised Manual on Corporate Governance approved on 18 April, 2017.
<b>Optional: Recommendation 3.3.</b>			
1. Corporate Governance Committee meet at least twice during the year.	No	Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.	This has yet to be implemented.

Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	No	Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions	<p>Due to its size, the Corporation currently does not have a Board Risk Oversight Committee. However, the Board annual review's the Corporation's risk management functions, as part of the annual review of its financial statements.</p> <p>Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.</p>
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	No	Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship	<p>Due to its size, the Corporation currently does not have a Board Risk Oversight Committee. However, the Board annual review's the Corporation's risk management functions, as part of the annual review of its financial statements.</p> <p>Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.</p>

<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	<p>No</p>	<p>Provide information or link/reference to a document containing information on the Chairman of the BROC</p>	<p>Due to its size, the Corporation currently does not have a Board Risk Oversight Committee. However, the Board annual review's the Corporation's risk management functions, as part of the annual review of its financial statements.</p> <p>Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.</p>
<p>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>No</p>	<p>Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.</p>	<p>Due to its size, the Corporation currently does not have a Board Risk Oversight Committee. However, the Board annual review's the Corporation's risk management functions, as part of the annual review of its financial statements.</p> <p>Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.</p>

<b>Recommendation 3.5</b>			
<p>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p>	<p>No</p>	<p>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</p>	<p>Due to its size, the Corporation currently does not have a Related Party Transactions Committee. However, the Board is guided by the provisions of its Revised Manual on Corporate Governance and stated Policy on Related Party Transactions on dealing with related party transactions involving the Corporation and its directors, officers, or employees, as the case may be. Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.</p>
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>No</p>	<p>Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.</p>	<p>Due to its size, the Corporation currently does not have a Related Party Transactions Committee. However, the Board is guided by the provisions of its Revised Manual on Corporate Governance and stated Policy on Related Party Transactions on dealing with related party transactions involving the Corporation and its directors, officers, or employees, as the case may be. Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.</p>

Recommendation 3.6			
<p>1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.</p>	<p>Yes</p>	<p>Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.</p>	<p>Please see the Corporation's Internal Audit Charter, Nominations and Election Charter, Compensation and Remuneration Committee Charter.  <b>LINK:</b> <a href="http://fjprince.com/our-company/committees/">http://fjprince.com/our-company/committees/</a></p>
<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	<p>Yes</p>		<p>Please see the Corporation's Internal Audit Charter, Nominations and Election Charter, Compensation and Remuneration Committee Charter.  <b>LINK:</b> <a href="http://fjprince.com/our-company/committees/">http://fjprince.com/our-company/committees/</a></p>
<p>3. Committee Charters were fully disclosed on the company's website.</p>	<p>Yes</p>	<p>Provide link to company's website where the Committee Charters are disclosed.</p>	<p>Please refer to the Corporation's website (<a href="http://www.fjprince.com">www.fjprince.com</a>).</p>



**Principle 4:** To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

**Recommendation 4.1**

<p>1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.</p>	<p>Yes</p>	<p>Provide information or link/reference to a document containing information on the process and procedure for tele-/videoconferencing board and/or committee meetings.</p> <p>Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.</p>	<p>Please see the Corporation's Definitive Information Statement for the year 2019 and the Corporation's Annual Report for the year 2018. Please see <a href="http://www.fjprince.com">www.fjprince.com</a></p>
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>Yes</p>		<p>Under the Corporation's Revised Manual on Corporate Governance, the Board of Directors is mandated to devote time and attention necessary to properly and effectively perform its duties and responsibilities. This includes active participation in board and committee meetings, review of meeting materials given by the Corporate Secretary, and asking of questions or seeking explanations on matters discussed during said meetings.</p>

<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	<p>Yes</p>	<p>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</p>	<p>Under the Corporation's Revised Manual on Corporate Governance, the Board of Directors is mandated to devote time and attention necessary to properly and effectively perform its duties and responsibilities. This includes active participation in board and committee meetings, review of meeting materials given by the Corporate Secretary, and asking of questions or seeking explanations on matters discussed during said meetings.</p>
<p><b>Recommendation 4.2</b></p>			
<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p>	<p>Yes</p>	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies</p>	<p>Please see pp. 18 of the Corporation's Revised Manual on Corporate Governance, (2017)</p>
<p><b>Recommendation 4.3</b></p>			
<p>1. The directors notify the company's board before accepting a directorship in another company.</p>	<p>Yes</p>	<p>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</p>	<p>Please see p. 18 of the Revised Manual on Corporate Governance. (2017)</p>

Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Yes		Please see the Corporation's Definitive Information Statement for the year 2019, and the Corporation's Annual Report for the year 2018.
2. Company schedules board of directors' meetings before the start of the financial year.	No		Regular Board Meetings are called at least 2 weeks before the scheduled date.
3. Board of directors meet at least six times during the year.	No	Indicate the number of board meetings during the year and provide proof	<p>The Board of Directors held 4 meetings last 2017: 18 April 2017, 06 July 2017, 31 July 2017, 13 December 2017 and twice on 2018 on May 28, 2018 and July 26, 2018.</p> <p>Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation. The Board usually meets 4 times a year but may meet more than 4 times as may be necessary.</p> <p>Please see the Corporation's Definitive Information Statement for the year 2019, and the Corporation's Annual Report for the year 2018.</p>

4. Company requires as minimum quorum of at least 2/3 for board decisions.	No	Indicate the required minimum quorum for board decisions	Under the by-laws of the Corporation, unless the law provides for a higher number of votes, a majority of the directors shall constitute a quorum for the transaction of business at any meeting, and the act of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.
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**Principle 5:** The board should endeavor to exercise an objective and independent judgment on all corporate affairs

**Recommendation 5.1**

1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	No	Provide information or link/reference to a document containing information on the number of independent directors in the board	The Corporation currently has two (2) independent directors consistent with the requirements of the Revised Code of Corporate Governance. A majority of the directors are also non-executive directors.  Please see the Corporation's Annual Report for the year 2018, the Corporation's Definitive Information Statement for the year 2019, and the Corporation's Revised Manual on Corporate Governance.
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**Recommendation 5.2**

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Yes	Provide information or link/reference to a document containing information on the qualifications of the independent directors.	Please see the Corporation's Annual Report for the year 2018, the Corporation's Definitive Information Statement for the year 2019, and the Corporation's Revised Manual on Corporate Governance.
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<b>Supplement to Recommendation 5.2</b>			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Yes	Provide link/reference to a document containing information that directors are not constrained to vote independently.	Please see the Corporation's by-laws, Annual Report for the year 2018, the Corporation's Definitive Information Statement for the year 2019, and the Corporation's Revised Manual on Corporate Governance.
<b>Recommendation 5.3</b>			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Yes	Provide information or link/reference to a document showing the years IDs have served as such.	Please see the Corporation's Definitive Information Statement for the year 2019 and the Corporation's Annual Report for the year 2018.
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Yes	Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director	Please refer to pp. 19-20 of the Corporation's Revised Manual on Corporate Governance.
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	No	Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.	The Corporation has no intention to retain any independent director after the term limit of nine years.

Recommendation 5.4			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>No</p>	<p>Identify the company's Chairman of the Board and Chief Executive Officer</p>	<p>The Corporation's Chairman of the Board and its CEO Robert Y. Cokeng are held by the same person. The Corporation's by-laws and Revised Manual on Corporate Governance do not require the Corporation to segregate the functions of the Chairman and CEO.</p> <p>Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.</p>
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>No</p>	<p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <p>Identify the relationship of Chairman and CEO.</p>	<p>The Corporation's Chairman of the Board and its CEO are held by the same person. The Corporation's by-laws and Revised Manual on Corporate Governance do not require the Corporation to segregate the functions of the Chairman and CEO.</p> <p>Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.</p>

<b>Recommendation 5.5</b>			
<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>Yes</p>	<p>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</p> <p>Indicate if Chairman is independent.</p>	<p>The Chairman of the Board is not an independent Director. Mr. Peter Kawsek, Jr., an independent director, acts as the lead director among the independent directors.</p> <p>Please see the Corporation's Definitive Information Statement for the year 2019 and the Corporation's Annual Report for the year 2018.</p>
<b>Recommendation 5.6</b>			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>Yes</p>	<p>Provide proof of abstention, if this was the case</p>	<p>The company is aware of and adheres to the basic principles of the Corporation Code in relation to conflict of interest. The Revised Manual on Corporate Governance of the Corporation requires that a director not participate in the decision-making process if an actual or potential conflict of interest arises.</p>

**Recommendation 5.7**

<p>1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.</p>	<p>No</p>	<p>Provide proof and details of said meeting, if any.</p> <p>Provide information on the frequency and attendees of meetings.</p>	<p>The Corporation currently does not have a policy in place which requires non-executive directors to hold separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions. However, the members of the Audit Committee, who are composed of non-executive directors, meet with the external auditor and the head of the Corporation's internal audit to discuss interim and annual financial statements of the Corporation.</p> <p>Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.</p>
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2. The meetings are chaired by the lead independent director.	No		<p>The Corporation currently does not have a policy in place which requires non-executive directors to hold separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions. However, the members of the Audit Committee, who are composed of non-executive directors, meet with the external auditor and the head of the Corporation's internal audit to discuss interim and annual financial statements of the Corporation.</p> <p>Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.</p>
<b>Optional: Principle 5</b>			
1. None of the directors is a former CEO of the company in the past 2 years.	Yes	Provide name/s of company CEO for the past 2 years	Mr. Robert Cokeng is the incumbent CEO. He has been elected yearly as the CEO for the past decades.
<b>Principle 6:</b> The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
<b>Recommendation 6.1</b>			
1. Board conducts an annual self-assessment of its performance as a whole.	Yes	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees	The members of the Board of Directors conducts an annual self-assessment on its performance individually as a director, and collectively, as a Board.
2. The Chairman conducts a self-assessment of his performance.	Yes		The members of the Board of Directors had completed a self-assessment evaluation form on their evaluation individually as a director, and collectively, as a Board.

3. The individual members conduct a self-assessment of their performance.	Yes		The members of the Board of Directors had completed a self-assessment evaluation form on their evaluation individually as a director, and collectively, as a Board.
4. Each committee conducts a self-assessment of its performance.	No		<p>The Corporation currently does not provide for mechanisms on the evaluation of its committees.</p> <p>Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.</p>
5. Every three years, the assessments are supported by an external facilitator.	No	Identify the external facilitator and provide proof of use of an external facilitator.	<p>The Corporation currently does not provide for mechanisms on the evaluation of its committees.</p> <p>Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.</p>

<b>Recommendation 6.2</b>			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Yes	Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders	Please see pp. 28-31 the Corporation's 2017 Revised Manual on Corporate Governance.  The members of the Board of Directors had completed a self-assessment evaluation form on their evaluation individually as a director, and collectively, as a Board.
2. The system allows for a feedback mechanism from the shareholders.	Yes		Please see pp. 28-31 of the Corporation's Revised Manual on Corporate Governance.
<b>Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.</b>			
<b>Recommendation 7.1</b>			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Yes	Provide information on or link/reference to the company's Code of Business Conduct and Ethics.	Please refer to the Corporation's Code of Business Conduct and Ethics, available at the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).  <b>Link:</b> <a href="http://fjprince.com/corporate-governance/code-of-business-conduct-ethics/">http://fjprince.com/corporate-governance/code-of-business-conduct-ethics/</a>
2. The Code is properly disseminated to the Board, senior management and employees.	Yes	Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.	The Corporation's Code of Business Conduct is disseminated immediately to newly appointed member of the Board, senior management, and employee, as applicable.
3. The Code is disclosed and made available to the public through the company website.	Yes	Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.	Please refer to the Corporation's Code of Business Conduct and Ethics, available at the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).

<b>Supplement to Recommendation 7.1</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Yes	Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery	Please see the various policies of the Company available at the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Yes	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.  Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.	Please see the Corporation's Code of Ethics available at the Corporation's website ( <a href="http://www.fjprincce.com">www.fjprincce.com</a> ).
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Yes		The Board of Directors, through and including the Corporation's Compliance Officer, is responsible for monitoring compliance with the Corporation's internal policies.
<b>Disclosure and Transparency</b>			
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
<b>Recommendation 8.1</b>			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Yes	Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders	Please the Corporation's website available at <a href="http://www.fjprince.com">www.fjprince.com</a> .

Supplement to Recommendations 8.1			
<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>Yes</p>	<p>Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</p>	<p>The Corporation complies with the disclosure requirements of its annual and quarterly consolidated reports.</p> <p>Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>
<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>Yes</p>	<p>Provide link or reference to the company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"> <li>1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders;</li> <li>2. cross-holdings among company affiliates; and</li> <li>3. any imbalances between the controlling shareholders' voting power and overall equity position in the company.</li> </ol>	<p>Please see the Corporation's Annual Report for the year 2018.</p>

<b>Recommendation 8.2</b>			
<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Yes</p>	<p>Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.</p> <p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p>	<p>The Corporation complies and adopts with the SEC's disclosure requirements on any dealings by any of its directors in the Corporation's shares.</p> <p>Please see the Corporation's website available at <a href="http://www.fjprince.com">www.fjprince.com</a>.</p>
<p>2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Yes</p>		<p>The Corporation complies and adopts with the SEC's disclosure requirements on any dealings by any of its directors in the Corporation's shares.</p> <p>Please see the Corporation's website a at <a href="http://www.fjprince.com">www.fjprince.com</a>.</p>
<b>Supplement to Recommendation 8.2</b>			
<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	<p>Yes</p>	<p>Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.</p> <p>Provide link or reference to the company's Conglomerate Map.</p>	<p>Please see the Corporation's Definitive Information Statement for the year 2019, the Corporation's Annual Report for the year 2018, and the Corporation's website available at <a href="http://www.fjprince.com">www.fjprince.com</a>.</p>

<b>Recommendation 8.3</b>			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Yes	Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.	Please see the Corporation's Definitive Information Statement for the year 2019 and the Corporation's Annual Report for the year 2018.
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Yes	Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.	Please see the Corporation's Definitive Information Statement for the year 2019 and the Corporation's Annual Report for the year 2018.
<b>Recommendation 8.4</b>			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Yes	Disclose or provide link/reference to the company policy and practice for setting board remuneration	Please see the Corporation's Definitive Information Statement for the year 2019, the Corporation's Annual Report for the year 2018, the Corporation's by-laws, and page 18 of the Corporation's New Manual on Corporate Governance.
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Yes	Disclose or provide link/reference to the company policy and practice for determining executive remuneration	Please see the Corporation's Definitive Information Statement for the year 2019, the Corporation's Annual Report for the year 2018, and the Corporation's Revised Manual on Corporate Governance.

3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Yes	Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.	Please see the Corporation's Annual Report for the year 2018, pages 17 to 18, and the Corporation's website (www.fjprince.com).
<b>Recommendation 8.5</b>			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Yes	Disclose or provide reference/link to company's RPT policies  Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.	Please refer to the Corporation's Revised Manual on Corporate Governance. Under the revised Manual on Corporate Governance, a director shall not participate in the voting and/or discussions of matters involving a potential conflict of interest.
2. Company discloses material or significant RPTs reviewed and approved during the year.	Yes	Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs: <ol style="list-style-type: none"> <li>1. name of the related counterparty;</li> <li>2. relationship with the party;</li> <li>3. transaction date;</li> <li>4. type/nature of transaction;</li> <li>5. amount or contract price;</li> <li>6. terms of the transaction;</li> <li>7. rationale for entering into the transaction;</li> <li>8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and</li> <li>9. other terms and conditions</li> </ol>	Please see the Corporation's Definitive Information Statement for the year 2019 and the Corporation's Annual Report for the year 2018.
<b>Supplement to Recommendation 8.5</b>			



1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Yes	Indicate where and when directors disclose their interests in transactions or any other conflict of interests.	The Revised Manual on Corporate Governance of the Corporation as well as its stated Policy on RPTs require a director to not participate in the decision-making process if an actual or potential conflict of interest arises, and to immediately disclose the same to the Board of Directors.
<b>Optional : Recommendation 8.5</b>			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Yes	Provide link or reference where this is disclosed, if any	Information Statement for the year 2019 and the Corporation's Annual Report for the year 2018.
<b>Recommendation 8.6</b>			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Yes	Provide link or reference where this is disclosed	Please see the Corporation's website <a href="http://www.fjprince.com">www.fjprince.com</a> .
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	No	Identify independent party appointed to evaluate the fairness of the transaction price  Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.	There has been no occasion for this to apply.

<b>Supplement to Recommendation 8.6</b>			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Yes	Provide link or reference where these are disclosed.	Please see the Corporation's website <a href="http://www.fjprince.com">www.fjprince.com</a> .
<b>Recommendation 8.7</b>			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Yes	Provide link to the company's website where the Manual on Corporate Governance is posted.	Please see the Corporation's Revised Manual on Corporate Governance available at the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
2. Company's MCG is submitted to the SEC and PSE.	Yes		Please see the Corporation's Revised Manual on Corporate Governance available at the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
3. Company's MCG is posted on its company website.			Please see the Corporation's Manual on Corporate Governance available at the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
<b>Supplement to Recommendation 8.7</b>			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Yes	Provide proof of submission.	The Corporation submitted its New Manual on Corporate Governance to the SEC and PSE on 18 April 2017.
<b>Optional: Principle 8</b>			
1. Does the company's Annual Report disclose the following information:		Provide link or reference to the company's Annual Report containing the said information.	
a. Corporate Objectives	Yes		Please refer to the Corporation's Annual Report for the year 2018.
b. Financial performance indicators	Yes		Please refer the Corporation's Annual Report for the year 2018.
c. Non-financial performance indicators	Yes		Please refer to the Corporation's Annual Report for the year 2018.

d. Dividend Policy	Yes		Please refer to the Corporation's Annual Report for the year 2018.
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Yes		Please refer to the Corporation's Annual Report for the year 2018.
f. Attendance details of each director in all directors meetings held during the year	Yes		This was submitted separately.
g. Total remuneration of each member of the board of directors	Yes		Please refer to the Corporation's Annual Report for the year 2018.
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Yes	Provide link or reference to where this is contained in the Annual Report	Please refer to the Corporation's Annual Report for the year 2018.
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	No	Provide link or reference to where this is contained in the Annual Report	No information on this item is disclosed in the Corporation's Annual Report for the year 2018. Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.

4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	No	Provide link or reference to where this is contained in the Annual Report	No information on this item is disclosed in the Corporation's Annual Report for the year 2018. Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Yes	Provide link or reference to where these are contained in the Annual Report	Please refer to the Corporation's Annual Report for the year 2018.

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

**Recommendation 9.1**

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Yes	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.	Please refer to the Corporation's New Manual on Corporate Governance, the Corporation's Definitive Information Statement for the year 2019, and the Corporation's Annual Report for the year 2018.
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Yes	Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.	The Corporation's stockholders owning or representing a majority (50% +1) of the outstanding capital stock of the Corporation are required to ratify the appointment, removal and fees of the external auditor.

3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Yes	Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.	Please refer to the Corporation's New Manual on Corporate Governance, the Corporation's Definitive Information Statement for the year 2019, and the Corporation's Annual Report for the year 2018.
<b>Supplement to Recommendation 9.1</b>			
1. Company has a policy of rotating the lead audit partner every five years.	Yes	Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years.	Please refer to the Corporation's New Manual on Corporate Governance, the Corporation's Definitive Information Statement for the year 2019, and the Corporation's Annual Report for the year 2018.
<b>Recommendation 9.2</b>			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> <li>i. assessing the integrity and independence of external auditors;</li> <li>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</li> <li>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</li> </ul>	Yes	Provide link/reference to the company's Audit Committee Charter	<p>Please refer to the Corporation's Audit Committee Charter available at the Corporation's website (www.fjprince.com).</p> <p><b>Link:</b> <a href="http://fjprince.com/our-company/committees/">http://fjprince.com/our-company/committees/</a></p>

<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	<p>Yes</p>	<p>Provide link/reference to the company's Audit Committee Charter</p>	<p>Please refer to the Corporation's Audit Committee Charter available at the Corporation's website (<a href="http://www.fjprince.com">www.fjprince.com</a>).</p>
<p><b>Supplement to Recommendations 9.2</b></p>			
<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>	<p>Yes</p>	<p>Provide link/reference to the company's Audit Committee Charter</p>	<p>Please refer to the Corporation's Audit Committee Charter available at the Corporation's website (<a href="http://www.fjprince.com">www.fjprince.com</a>).</p>
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>		<p>Provide link/reference to the company's Audit Committee Charter</p>	<p>Please refer to the Corporation's Audit Committee Charter available at the Corporation's website (<a href="http://www.fjprince.com">www.fjprince.com</a>).</p>
<p><b>Recommendation 9.3</b></p>			
<p>1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.</p>	<p>Yes</p>	<p>Disclose the nature of non-audit services performed by the external auditor, if any.</p>	<p>The external auditor of the Corporation currently does not perform any non-audit services.</p>

2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Yes	Provide link or reference to guidelines or policies on non-audit services	Please refer to the Corporation's Revised Manual on Corporate Governance.
<b>Supplement to Recommendation 9.3</b>			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Yes	Provide information on audit and non-audit fees paid.	The external auditor of the Corporation currently does not perform any non-audit services. Thus, there are no non-audit fees paid by the Corporation.
<b>Additional Recommendation to Principle 9</b>			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Yes	Provide information on company's external auditor, such as: <ol style="list-style-type: none"> <li>1. Name of the audit engagement partner;</li> <li>2. Accreditation number;</li> <li>3. Date Accredited;</li> <li>4. Expiry date of accreditation; and</li> <li>5. Name, address, contact number of the audit firm.</li> </ol>	The Corporation's current external auditor is SGV Jhoanna Feliza C. Go is the handling partner assigned to the Corporation.

2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	No	Provide information on the following: 1. Date it was subjected to SOAR inspection, if subjected; 2. Name of the Audit firm; and 3. Members of the engagement team inspected by the SEC.	To the best of its knowledge, the Corporation is not aware that its external auditor agreed to be subject to the SOAR inspection program conducted by the SEC. Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
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**Principle 10:** The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

**Recommendation 10.1**

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	No	Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.	The Corporation currently has not adopted a policy on disclosure of non-financial information, including EESG issues. Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
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2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	No	Provide link to Sustainability Report, if any. Disclose the standards used.	The Corporation currently has not adopted a policy on disclosure of non-financial information, including EESG issues. Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
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**Principle 11:** The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.



<b>Recommendation 11.1</b>			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	No	Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any.	Please refer to the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ). Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
<b>Supplemental to Principle 11</b>			
1. Company has a website disclosing up-to-date information on the following:		Provide link to company website	
a. Financial statements/reports (latest quarterly)	Yes		Please refer to the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
b. Materials provided in briefings to analysts and media	Yes		Please refer to the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
c. Downloadable annual report	Yes		Please refer to the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
d. Notice of ASM and/or SSM	Yes		Please refer to the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
e. Minutes of ASM and/or SSM	Yes		Please refer to the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
f. Company's Articles of Incorporation and By-Laws	Yes		Please refer to the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).

**Additional Recommendation to Principle 11**

1. Company complies with SEC-prescribed website template.	Yes		Please refer to the Corporation's website ( <a href="http://www.fjprincce.com">www.fjprincce.com</a> ).
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**Internal Control System and Risk Management Framework**

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

**Recommendation 12.1**

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>Yes</p>	<p>List quality service programs for the internal audit functions.</p> <p>Indicate frequency of review of the internal control system</p>	<p>The Audit and Risk Committee of the Corporation is responsible for overseeing senior management in establishing and maintaining an adequate, effective and efficient internal control network. It ensures that systems and processes are designed to provide assurance in areas including reporting, monitoring, compliance with laws, regulations and internal policies, efficiency and effectiveness of operations, and safeguarding of assets. Through the Internal Auditor, the Corporation monitors and evaluates the adequacy and effectiveness of the Corporation's internal control system, integrity of financial reporting, and security of physical and information assets.</p>
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Yes</p>	<p>Identify international framework used for Enterprise Risk Management</p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> <li>1. Company's risk management procedures and processes</li> <li>2. Key risks the company is currently facing</li> <li>3. How the company manages the key risks</li> </ol> <p>Indicate frequency of review of the enterprise risk management framework.</p>	<p>The Board annual reviews the Corporation's enterprise risk management functions (ERM) as part of the annual review of its financial statements. The Corporation's ERM functions are aligned with the M&amp;C Group's ERM policies.</p> <p>Please refer to the Corporation's Definitive Information Statement for year 2019, the Corporation's New Manual on Corporate Governance, the Corporation's Annual Report for the year 2018, and Corporation's website (<a href="http://www.fjprince.com">www.fjprince.com</a>).</p>

**Supplement to Recommendations 12.1**

<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	<p>Yes</p>	<p>Provide information on or link/reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p> <p>Indicate frequency of review.</p>	<p>Please refer to the Corporation's Definitive Information Statement for year 2019, the Corporation's Revised Manual on Corporate Governance, the Corporation's Annual Report for the year 2018, and Corporation's website (<a href="http://www.fjprince.com">www.fjprince.com</a>). Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.</p>
<p><b>Optional: Recommendation 12.1</b></p>			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>	<p>No</p>	<p>Provide information on IT governance process</p>	<p>The Corporation currently has not adopted or implemented a governance process on IT issues. Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.</p>
<p><b>Recommendation 12.2</b></p>			
<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p>	<p>Yes</p>	<p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p>	<p>The Corporation current has an in-house personnel and/or officer charged with internal audit functions or processes.</p>
<p><b>Recommendation 12.3</b></p>			

1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	No	Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.	Please refer to the Corporation's Definitive Information Statement for the year 2019, the Corporation's Annual Report for the year 2018, and the Corporation's Revised Manual on Corporate Governance.
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.			Please refer to the Corporation's New Manual on Corporate Governance and the Corporation's Audit Committee Charter.
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.		Identify qualified independent executive or senior management personnel, if applicable.	Please refer to the Corporation's Definitive Information Statement for the year 2019, the Corporation's Annual Report for the year 2018, the Corporation's New Manual on Corporate Governance, and the Corporation's Audit Committee Charter.
<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Yes	Provide information on company's risk management function.	The Board annual reviews the Corporation's risk management functions, as part of the annual review of its financial statements. Please refer to the Corporation's Definitive Information Statement for year 2019, the Corporation's New Manual on Corporate Governance, the Corporation's Annual Report for the year 2018, and Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
<b>Supplement to Recommendation 12.4</b>			

1. Company seeks external technical support in risk management when such competence is not available internally.	No	Identify source of external technical support, if any.	The Corporation currently does not require assistance of external technical support in risk management. Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
<b>Recommendation 12.5</b>			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	No	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.	The Corporation does not have a Chief Risk Officer. Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	No		The Corporation does not have a Chief Risk Officer. Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
<b>Additional Recommendation to Principle 12</b>			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	No	Provide link to CEO and CAE's attestation	Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.

### Cultivating a Synergic Relationship with Shareholders

**Principle 13:** The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

#### Recommendation 13.1

1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Yes	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.	Please see the Corporation's Revised Manual on Corporate Governance.  <b>Link:</b> <a href="http://fjprince.com/corporate-governance/">http://fjprince.com/corporate-governance/</a>
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Yes	Provide link to company's website	Please see the Corporation's Revised Manual on Corporate Governance and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).

#### Supplement to Recommendation 13.1

1. Company's common share has one vote for one share.	Yes		Please see the Corporation's by-laws and the Corporation's Revised Manual on Corporate Governance.
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Yes	Provide information on all classes of shares, including their voting rights if any.	The Corporation only has common shares and adopts the principle of "one share, one vote". There are two classes: Class A which is issued solely to Filipino citizens and Class B which may be issued to Filipino citizens or to aliens alike.
3. Board has an effective, secure, and efficient voting system.	Yes	Provide link to voting procedure. Indicate if voting is by poll or show of hands.	Please see the Corporation's By-laws and the Corporation's Definitive Information Statement for the year 2019.

<p>4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.</p>	<p>Yes</p>	<p>Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any.</p>	<p>The Corporation observes the supermajority shareholder vote requirements under the Corporation Code for the approval of major or significant corporate acts. Please see the Corporation's By-Laws, the Corporation's Definitive Information Statement for the year 2019, and the Corporation's website (<a href="http://www.fjprince.com">www.fjprince.com</a>).</p>
<p>5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	<p>Yes</p>	<p>Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)</p>	<p>Please see the Corporation's By-laws, the Corporation's Annual Report for the year 2018, the Corporation's Definitive Information Statement for the year 2019, the Company's Revised Manual on Corporate Governance, and the Corporation's website (<a href="http://www.fjprince.com">www.fjprince.com</a>).</p>
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Yes</p>	<p>Provide information or link/reference to the policies on treatment of minority shareholders</p>	<p>Please see the Corporation's by-laws, the Corporation's Annual Report for the year 2018, the Corporation's Definitive Information Statement for the year 2019, the Company's New Manual on Corporate Governance, and the Corporation's website (<a href="http://www.fjprince.com">www.fjprince.com</a>).</p>



7. Company has a transparent and specific dividend policy.	Yes	<p>Provide information on or link/reference to the company's dividend Policy.</p> <p>Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration</p>	Please refer to the Corporation's By-laws, the Corporation's Annual Report for the year 2018, the Corporation's Definitive Information Statement for the year 2019, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ). The company has been declaring dividends. Dividends of P0.20 per share were declared and paid in 2017, 2016 and 2015.
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	No	Identify the independent party that counted/validated the votes at the ASM, if any.	The Corporation has appointed its stock and transfer agent to count and/or validate the votes at the Annual Shareholders' Meeting.
<b>Recommendation 13.2</b>			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	No	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p>	<p>The Corporation's by-laws requires notices to be sent to stockholders at least 15 days before the date of annual meetings, and at least 7 days for any other stockholders' meeting. Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.</p> <p>Please see the Corporation's Definitive Information Statement for the year 2019, and the Corporation's website (<a href="http://www.fjprince.com">www.fjprince.com</a>).</p>

<b>Supplemental to Recommendation 13.2</b>			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:		Provide link or reference to the company's notice of Annual Shareholders' Meeting	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Yes		Please see the Corporation's Definitive Information Statement for the year 2019, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
b. Auditors seeking appointment/re-appointment	Yes		Please see the Corporation's Definitive Information Statement for the year 2019, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
c. Proxy documents	No		The Corporation currently does not solicit proxies in connection with its Annual Stockholders' Meeting. Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
<b>Optional: Recommendation 13.2</b>			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Yes	Provide link or reference to the rationale for the agenda items	Please see the Corporation's Definitive Information Statement for the year 2019, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
<b>Recommendation 13.3</b>			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Yes	Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.	Please see the Corporation's Definitive Information Statement for the year 2019, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).

<p>2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.</p>	<p>Yes</p>	<p>Provide link to minutes of meeting in the company website.</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Indicate also if the voting on resolutions was by poll.</p> <p>Include whether there was opportunity to ask question and the answers given, if any</p>	<p>Please see the Corporation's website (<a href="http://www.fjprince.com">www.fjprince.com</a>)</p>
<p><b>Supplement to Recommendation 13.3</b></p>			
<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>	<p>Yes</p>	<p>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting</p>	<p>Please see the Corporation's website (<a href="http://www.fjprince.com">www.fjprince.com</a>). The Corporation's external auditor is present for the conduct of its Annual Shareholder's Meetings.</p>
<p><b>Recommendation 13.4</b></p>			
<p>1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p>	<p>Yes</p>	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes</p>	<p>As alternative dispute resolution is provided by law, the company adheres to sound practices on settling disputes amicably in accordance with current alternative dispute resolution procedures.</p>
<p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p>	<p>No</p>	<p>Provide link/reference to where it is found in the Manual on Corporate Governance</p>	<p>Please see the Corporation's Revised Manual on Corporate Governance and the Corporation's website (<a href="http://www.fjprince.com">www.fjprince.com</a>). This recommendation will be addressed.</p>

<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	No	Disclose the contact details of the officer/office responsible for investor relations, such as: 1. Name of the person 2. Telephone number 3. Fax number 4. E-mail address	Please see Corporation's website: <a href="http://www.fjprince.com">www.fjprince.com</a> . Investor Relations inquiries may be addressed to the company's Corporate Secretary.  The Corporation has not established an Investor Relations Office. Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.
2. IRO is present at every shareholder's meeting.	Yes	Indicate if the IRO was present during the ASM.	The Corporate Secretary who acts as the company's Investor Relations officer is present at all shareholders meetings. The Corporation has not established an Investor Relations Office. Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Yes	Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.	The Corporation adopts a one share, one vote policy. Thus, minority is adequately represented in shareholder actions. Please see the Corporation's By-laws and Revised Manual on Corporate Governance.

2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	No	Indicate the company's public float.	The proportion of the Corporation's outstanding shares that are considered public float is slightly less than 30% (i.e. 26%). Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.
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**Optional: Principle 13**

1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Yes	Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM	Please see the Corporation's New Manual on Corporate Governance and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	No	Disclose the process and procedure for secure electronic voting in absentia, if any.	The Corporation has not adopted a policy to secure electronic voting in absentia at the Annual Shareholders' Meeting. Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.

**Duties to Stakeholders**

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

**Recommendation 14.1**

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Yes	Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.	Please see the Corporation's Definitive Information Statement for the year 2019, the Corporation's Annual Report for the year 2018, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
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<b>Recommendation 14.2</b>			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Yes	Identify policies and programs for the protection and fair treatment of company's stakeholders	The Corporation adopts a one share, one vote policy. Please refer to the Corporation's New Manual on Corporate Governance and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
<b>Recommendation 14.3</b>			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Yes	Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.  Provide information on whistleblowing policy, practices and procedures for stakeholders	The Corporation may communicate its grievances to its Compliance Officer or Corporate Secretary. Please see the Corporation's Definitive Information Statement for the year 2019, the Corporation's Revised Manual on Corporate Governance, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
<b>Supplement to Recommendation 14.3</b>			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Yes	Provide information on the alternative dispute resolution system established by the company.	The Corporation, through its Board of Directors, shall establish an alternative dispute resolution system that can amicably settle conflicts or differences between the Corporation and its stockholders, and the Corporation and third parties, including regulatory authorities.

<b>Additional Recommendations to Principle 14</b>			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Yes	Disclose any requests for exemption by the company and the reason for the request.	Please see the Corporation's Annual Report for the year 2018, the Corporation's Revised Manual on Corporate Governance and Definitive Information Statement for the year 2019, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
2. Company respects intellectual property rights.	Yes	Provide specific instances, if any.	Please refer to the Company's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
<b>Optional: Principle 14</b>			
1. Company discloses its policies and practices that address customers' welfare	No	Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.	Please refer to the Company's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ). Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
2. Company discloses its policies and practices that address supplier/contractor selection procedures	No	Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.	Please refer to the Company's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ). Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.

**Principle 15:** A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

**Recommendation 15.1**

1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	No	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.	Please refer to the Corporation's Definitive Information Statement for the year 2019, the Corporation's Annual Report for the year 2018, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ). Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation being a holding firm.
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**Supplement to Recommendation 15.1**

1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	No	Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.	The Corporation does not have any ESOP. Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.
2. Company has policies and practices on health, safety and welfare of its employees.	Yes	Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.	Please refer to the Corporation's Definitive Information Statement for the year 2019, the Corporation's Annual Report for the year 2018, the Corporation's New Manual on Corporate Governance, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ). Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.



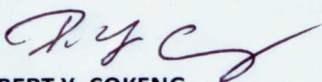
3. Company has policies and practices on training and development of its employees.	Yes	Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended.	Please refer to the Corporation's Definitive Information Statement for the year 2019, the Corporation's Annual Report for the year 2018, the Corporation's New Manual on Corporate Governance, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ). Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
<b>Recommendation 15.2</b>			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Yes	Identify or provide link/reference to the company's policies, programs and practices on anti-corruption	Please refer to the Corporation's Revised Manual on Corporate Governance, Code of Business Conduct, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Yes	Identify how the board disseminated the policy and program to employees across the organization	Please refer to the Corporation's Revised Manual on Corporate Governance, Code of Business Conduct, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
<b>Supplement to Recommendation 15.2</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Yes	Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices.  Include any finding of violations of the company policy.	Please refer to the Corporation's Revised Manual on Corporate Governance, Code of Business Conduct, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).

<b>Recommendation 15.3</b>			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Yes	<p>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees.</p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.</p> <p>Provide contact details to report any illegal or unethical behavior.</p>	Please refer to the Corporation's Revised Manual on Corporate Governance, Code of Business Conduct, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Yes		Please refer to the Corporation's Revised Manual on Corporate Governance, Code of Business Conduct, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Yes	Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.	Please refer to the Corporation's New Manual on Corporate Governance, Code of Business Conduct, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
<b>Principle 16:</b> The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
<b>Recommendation 16.1</b>			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Yes	Provide information or reference to a document containing information on the company's community involvement and environment-related programs.	Please refer to the Corporation's Revised Manual on Corporate Governance, the Corporation's Definitive Information Statement for the year 2019, the Corporation's Annual Report for the year 2018, and the Corporation's website.

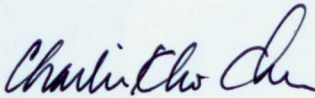
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Yes	Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.	Please refer to the Corporation's Revised Manual on Corporate Governance, the Corporation's Definitive Information Statement for the year 2019, the Corporation's Annual Report for the year 2018, and the Corporation's website ( <a href="http://www.fjprince.com">www.fjprince.com</a> ).
2. Company exerts effort to interact positively with the communities in which it operates	Yes	Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.	Please refer to the Corporation's Revised Manual on Corporate Governance, the Corporation's Definitive Information Statement for the year 2019, the Corporation's Annual Report for the year 2018, and the Corporation's website


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

**SIGNATURES**

  
**ROBERT Y. COKENG**  
 Chairman and President

  
**PETER L. KAWSEK, JR.**  
 Independent Director

  
**CHARLIE K. CHUA**  
 Independent Director

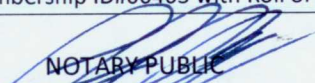
  
**PONCIANO K. MATHAY**  
 Senior Vice-President and Compliance Officer

  
**FINA BERNADETTE D.C. TANTUICO**  
 Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ day of **MAY 30 2019** 2019, affiant(s) exhibiting to me their Community Tax Certificate Nos. as follows:

NAME	COMMUNITY TAX CERTIFICATE NO.	DATE/PLACE OF ISSUE
Robert Y. Cokeng	04194261	January 31, 2019 / Makati City
Peter L. Kawsek, Jr.	07221453	January 10, 2019 / Mandaluyong City
Charlie K. Chua	Passport No. EC4396658	June 12, 2015 / DFA – NCR East
Ponciano K. Mathay	Passport No. EC5121488	August 29, 2015 / DFA - Manila
Fina Bernadette D.C. Tantuico	Integrated Bar of the Philippines (IBP) Lifetime Membership ID#00463 with Roll of Attorney No. 35636 issued by IBP	

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 Book No. I ;  
 Series of 2019.

  
 NOTARY PUBLIC  
**ATTY. THOMAS J.F. DE CASTRO**  
 Notary Public for Makati City  
 Appt. No. M-171 until December 31, 2020  
 7th Floor Citibank Center Paseo de Roxas Makati City  
 IBP No. 056547, 12/11/18 Makati Chapter  
 PTR No. 7338121, 1/4/19 Makati City  
 Roll No. 57068  
 MCLC Compliance No. VI-0018244; valid  
 from 04/15/19 until 04/14/2022