

# **CONSOLIDATED CHANGES IN THE ACGR FOR 2016**

SECURITIES AND EXCHANGE COMMISSION

SEC FORM – ACGR

ANNUAL CORPORATE GOVERNANCE REPORT

## **GENERAL INSTRUCTIONS**

### **(A) Use of Form ACGR**

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

### **(B) Preparation of Report**

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

### **(C) Signature and Filing of the Report**

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


### **(D) Filing an Amendment**

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

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM – ACRG**

**ANNUAL CORPORATE GOVERNANCE REPORT**

1. Report is Filed for the Year : 2016
2. Exact Name of Registrant as Specified in its Charter: MRC Allied Inc.
3. 5/F Eurovilla 4 Bldg., 853 A. Arnaiz Ave., Legaspi Village Makati City 1223  
Address of Principal Office Postal Code
4. SEC Identification Number: 184228
5.  (SEC Use Only)  
Industry Classification Code
6. BIR Tax Identification Number: 049-000-275-291
7. (02) 846-7910  
Issuer's Telephone number, including area code
8. MRC Allied Industries Inc.  
Former name or former address, if changed from the last report

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## A. BOARD MATTERS

- 1) Board of Directors as of October 06, 2016 ASHM.

|                                                   |           |
|---------------------------------------------------|-----------|
| Number of Directors per Articles of Incorporation | SEVEN (7) |
|---------------------------------------------------|-----------|

|                                              |           |
|----------------------------------------------|-----------|
| Actual number of Directors for the year 2016 | SEVEN (7) |
|----------------------------------------------|-----------|

- (a) Composition of the Board

Complete the table with information on the Board of Directors:

| Director's Name      | Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)] | If nominee, identify the principal | Nominator in the last election (if ID, state the relationship with the nominator) | Date first elected | Date last elected (if ID, state the number of years served as ID) <sup>1</sup> | Elected when (Annual /Special Meeting) | No. of years served as director |
|----------------------|-------------------------------------------------------------------------|------------------------------------|-----------------------------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------|----------------------------------------|---------------------------------|
| Benjamin M. Bitanga  | Executive Director (ED)                                                 |                                    |                                                                                   |                    |                                                                                | Annual Meeting                         | 6                               |
| Jimmy T. Yaokasin    | Non Executive Director (NED)                                            |                                    |                                                                                   |                    |                                                                                | Annual Meeting                         | 6                               |
| Joel D. Muyco        | Independent Director (ID)                                               |                                    |                                                                                   |                    | 5 years                                                                        | Annual Meeting                         | 5                               |
| Bernard B. Rabanzo   | Non Executive Director (NED)                                            |                                    |                                                                                   |                    |                                                                                | Annual Meeting                         | 5                               |
| Edwin H. Monzon      | Non Executive Director (NED)                                            | BMB                                | No relationship                                                                   |                    |                                                                                | Annual Meeting                         | 5                               |
| Michael B. Arciso    | Independent Director (ID)                                               | BMB                                | No relationship                                                                   |                    | 3 years                                                                        | Special Meeting                        | 3                               |
| Margareth R. Mendoza | Non Executive Director                                                  |                                    |                                                                                   | June 30, 2015      | 2 years                                                                        | Annual Meeting                         | 2                               |

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

*The Board has adopted the Corporate Governance Manual of MRC which institutionalizes the principles of good corporate governance in the entire organization.*

*Among others, the following policies were essentially adopted in the Manual: (a) Policy to insure adherence to corporate principles and best practices; (b) Policy on ensuring procedural and organization control; (c) Policy on ensuring mechanisms for monitoring and evaluation Management's performance; and (d) Policy adopting a system of internal checks and balances.*

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

*The Board reviews the company vision and mission on a yearly basis. Usually it is done during its regular meeting at least one month prior to the Annual Shareholder's Meeting.*

<sup>1</sup> Reckoned from the election immediately following January 2, 2012.

(d) Directorship in Other Companies

(i) Directorship in the Company's Group<sup>2</sup>

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

| Director's Name    | Corporate Name of the Group Company | Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman. |
|--------------------|-------------------------------------|----------------------------------------------------------------------------------------------------------|
| Bernard B. Rabanzo | MENLO                               | ED, Chairman                                                                                             |
|                    | MRC Surigao Mines, Inc.             | NED                                                                                                      |
|                    | MRC Tampakan Mines Inc.             | NED                                                                                                      |
|                    |                                     |                                                                                                          |

(ii) Directorship in Other Listed Companies

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

| Director's Name | Name of Listed Company | Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman. |
|-----------------|------------------------|----------------------------------------------------------------------------------------------------------|
| N/A             |                        |                                                                                                          |
|                 |                        |                                                                                                          |
|                 |                        |                                                                                                          |

(iii) Relationship within the Company and its Group

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

| Director's Name | Name of the Significant Shareholder | Description of the relationship |
|-----------------|-------------------------------------|---------------------------------|
| N/A             |                                     |                                 |
|                 |                                     |                                 |
|                 |                                     |                                 |
|                 |                                     |                                 |

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

|                        | Guidelines | Maximum Number of Directorships in other companies |
|------------------------|------------|----------------------------------------------------|
| Executive Director     | N/A        |                                                    |
| Non-Executive Director |            |                                                    |
| CEO                    |            |                                                    |

(e) Shareholding in the Company

Complete the following table on the members of the company's Board of Directors who directly and indirectly own shares in the company:

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

| Name of Director     | Number of Direct shares | Number of Indirect shares / Through (name of record owner) | % of Capital Stock |
|----------------------|-------------------------|------------------------------------------------------------|--------------------|
| Benjamin M. Bitanga  | 1                       | 413,562                                                    | 0.0048             |
| Jimmy T. Yaokasin    | 1                       | 1                                                          | 0.00               |
| Michael B. Arciso    | 1                       | 1                                                          | 0.00               |
| Bernard B. Rabanzo   | 1,000                   | 1000                                                       | 0.00               |
| Edwin H. Monzon      | 1,000                   | 1000                                                       | 0.00               |
| Joel D. Muyco        | 1                       | 1                                                          | 0.00               |
| Margareth R. Mendoza | 1                       | 1                                                          | 0.00               |
| <b>TOTAL</b>         | <b>2,005</b>            | <b>415,566</b>                                             | <b>0.0048</b>      |

2) Chairman and CEO

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

Yes ☐

No ☒

Identify the Chair and CEO:

|                       |                     |
|-----------------------|---------------------|
| Chairman of the Board | Benjamin M. Bitanga |
| CEO/President         | Benjamin M. Bitanga |

In its Corporate Governance Manual, the company adopts and institutionalizes a system to ensure checks and balances within the Board and Management.

- (b) Roles, Accountabilities and Deliverables

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

|                  | Chairman                          | Chief Executive Officer            |
|------------------|-----------------------------------|------------------------------------|
| Role             | Act as head of the Board          | Act as head of Management          |
| Accountabilities | Accountable for acts of the Board | Accountable for acts of Management |
| Deliverables     | Act as Presiding Officer of Board | Act as Key Officer of Management   |

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

*The plan of succession is to be decided by the Board based on the applicable provisions of the Corporate Governance Manual and consistent with the Articles and By Laws of the Company.*

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

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

*Yes. As laid down in its Corporate Governance Manual, the Company has specified the qualifications and disqualifications of the directors in such a way that there is diversity of experience and that the background of its directors will be useful/helpful to the Company.*

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

*Yes. Please see explanation above.*

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

|                  | <b>Executive</b>                                          | <b>Non-Executive</b>                                          | <b>Independent Director</b>         |
|------------------|-----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------|
| Role             | Policy & decision maker who is part of the Executive Team | Policy & decision maker who is not part of the Executive Team | Independent policy & decision maker |
| Accountabilities | Accountable for acts of the Board & the Management        | Accountable for the acts of Board                             | Accountable for the acts of Board   |
| Deliverables     | Sound board policies                                      | Sound board policies                                          | Sound board policies                |

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

*Independent directors shall hold no interests or relationships with the Company that may hinder their independence from the Corporation or Management which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The policy on independent directors is part of the Plan of Compliance institutionalized in the Corporate Governance Manual.*

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

*Yes. The Company observes the term limit of five years for independent directors. The Company currently has no policy on allowing independent directors to serve for more than this limit.*

#### 5) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)

##### (a) Resignation/Death/Removal

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

| <b>Name</b>    | <b>Position</b>      | <b>Date of Cessation</b> | <b>Reason</b> |
|----------------|----------------------|--------------------------|---------------|
| Benito Techico | Independent Director | July 18, 2013            | Resigned      |
| Javier Serrano | Director             | December 27, 2012        | Resigned      |

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

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

| <b>Procedure</b>                | <b>Process Adopted</b>                   | <b>Criteria</b>  |
|---------------------------------|------------------------------------------|------------------|
| <b>a. Selection/Appointment</b> |                                          |                  |
| (i) Executive Directors         | Election/Voting during Annual SH Meeting | Based on By Laws |
| (ii) Non-Executive Directors    | Election/Voting during Annual SH Meeting | Based on By Laws |
| (iii) Independent Directors     | Election/Voting during Annual SH Meeting | Based on By Laws |
| <b>b. Re-appointment</b>        |                                          |                  |



|                                      |                                          |                  |
|--------------------------------------|------------------------------------------|------------------|
| (i) Executive Directors              | Election/Voting during Annual SH Meeting | Based on By Laws |
| (ii) Non-Executive Directors         | Election/Voting during Annual SH Meeting | Based on By Laws |
| (iii) Independent Directors          | Election/Voting during Annual SH Meeting | Based on By Laws |
| <b>c. Permanent Disqualification</b> |                                          |                  |
| (i) Executive Directors              | Special Board Meeting                    | Based on By Laws |
| (ii) Non-Executive Directors         | Special Board Meeting                    | Based on By Laws |
| (iii) Independent Directors          | Special Board Meeting                    | Based on By Laws |
| <b>d. Temporary Disqualification</b> |                                          |                  |
| (i) Executive Directors              | Special Board Meeting                    | Based on By Laws |
| (ii) Non-Executive Directors         | Special Board Meeting                    | Based on By Laws |
| (iii) Independent Directors          | Special Board Meeting                    | Based on By Laws |
| <b>e. Removal</b>                    |                                          |                  |
| (i) Executive Directors              | Special Board Meeting                    | Based on By Laws |
| (ii) Non-Executive Directors         | Special Board Meeting                    | Based on By Laws |
| (iii) Independent Directors          | Special Board Meeting                    | Based on By Laws |
| <b>f. Re-instatement</b>             |                                          |                  |
| (i) Executive Directors              | Special Board Meeting                    | Based on By Laws |
| (ii) Non-Executive Directors         | Special Board Meeting                    | Based on By Laws |
| (iii) Independent Directors          | Special Board Meeting                    | Based on By Laws |
| <b>g. Suspension</b>                 |                                          |                  |
| (i) Executive Directors              | Special Board Meeting                    | Based on By Laws |
| (ii) Non-Executive Directors         | Special Board Meeting                    | Based on By Laws |
| (iii) Independent Directors          | Special Board Meeting                    | Based on By Laws |

Voting Result of the last Annual General Meeting held on October 06, 2016.

| Name of Director     | Votes Received |
|----------------------|----------------|
| Benjamin M. Bitanga  | 5,853,481,801  |
| Jimmy T. Yaokasin    | 5,853,481,801  |
| Joel Muyco           | 5,853,481,801  |
| Bernard B. Rabanzo   | 5,853,481,801  |
| Michael B. Arciso    | 5,853,481,801  |
| Edwin H. Monzon      | 5,853,481,801  |
| Margareth R. Mendoza | 5,853,481,801  |

6) Orientation and Education Program

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

Upon assumption of office by the new directors, the Company usually schedules an orientation program and roundtable activity so that they will be able to grasp the vision, mission and operation of the Company.

(b) State any in-house training and external courses attended by Directors and Senior Management<sup>3</sup> for the past

<sup>3</sup> Senior Management refers to the CEO and other persons having authority and responsibility for planning, directing

three (3) years: Please see explanation above.

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

| Name of Director/Officer     | Date of Training   | Program                               | Name of Training Institution                           |
|------------------------------|--------------------|---------------------------------------|--------------------------------------------------------|
| Edwin Monzon                 | March 1, 2013      | Orientation Activity for New Director | MRC In-House                                           |
| Bernard Rabanzo              | March 1, 2013      | Orientation Activity for New Director | MRC In-House                                           |
|                              | September 23, 2014 | Training for Listed Company           | PSE Edge (Electronic Disclosure Generation Technology) |
| Margareth Mendoza            | June 1, 2015       | Orientation Activity for New Director | MRC In-House                                           |
| Atty. Jan Vincent S. Soliven | November 11, 2016  | 2016 Annual Disclosure Rules Seminar  | PSE Edge (Electronic Disclosure Generation Technology) |

## B. CODE OF BUSINESS CONDUCT & ETHICS

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

| Business Conduct & Ethics                                   | Directors           | Senior Management   | Employees           |
|-------------------------------------------------------------|---------------------|---------------------|---------------------|
| (a) Conflict of Interest                                    | Not allowed         | Not allowed         | Not allowed         |
| (b) Conduct of Business and Fair Dealings                   | Strongly encouraged | Strongly encouraged | Strongly encouraged |
| (c) Receipt of gifts from third parties                     | Not encouraged      | Not encouraged      | Not Encouraged      |
| (d) Compliance with Laws & Regulations                      | Strongly enforced   | Strongly enforced   | Strongly enforced   |
| (e) Respect for Trade Secrets/Use of Non-public Information | Strongly enforced   | Strongly enforced   | Strongly enforced   |
| (f) Use of Company Funds, Assets and Information            | Allowed/Regulated   | Allowed/Regulated   | Allowed/Regulated   |
| (g) Employment & Labor Laws & Policies                      | Strongly enforced   | Strongly enforced   | Strongly enforced   |
| (h) Disciplinary action                                     | Strongly enforced   | Strongly enforced   | Strongly enforced   |
| (i) Whistle Blower                                          | Not Allowed         | Not Allowed         | Not Allowed         |
| (j) Conflict Resolution                                     | Strongly encouraged | Strongly encouraged | Strongly encouraged |

and controlling the activities of the company.

|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|--|--|--|--|

- 2) Has the code of ethics or conduct been disseminated to all directors, senior management and employees? YES
- 3) Discuss how the company implements and monitors compliance with the code of ethics or conduct.

This is part of the Plan of Compliance which program is part of the Corporate Governance Manual. The system of rewards and incentives are being implemented to ensure such compliance.

4) Related Party Transactions

(a) Policies and Procedures

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

| Related Party Transactions                                   | Policies and Procedures                                  |
|--------------------------------------------------------------|----------------------------------------------------------|
| (1) Parent Company                                           | Policy on transparency & legal permissibility            |
| (2) Joint Ventures                                           | Policy on transparency & legal permissibility            |
| (3) Subsidiaries                                             | Policy on transparency & legal permissibility            |
| (4) Entities Under Common Control                            | Policy on transparency & legal permissibility            |
| (5) Substantial Stockholders                                 | Policy on legal permissibility & no conflict of interest |
| (6) Officers including spouse/children/siblings/parents      | Policy on legal permissibility & no conflict of interest |
| (7) Directors including spouse/children/siblings/parents     | Policy on legal permissibility & no conflict of interest |
| (8) Interlocking director relationship of Board of Directors | Policy on legal permissibility & no conflict of interest |

(b) Conflict of Interest

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

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

|                                  | Details of Conflict of Interest (Actual or Probable) Policy on legal permissibility & no conflict of interest |
|----------------------------------|---------------------------------------------------------------------------------------------------------------|
| Name of Director/s               | N/A                                                                                                           |
| Name of Officer/s                |                                                                                                               |
| Name of Significant Shareholders |                                                                                                               |

(ii) Mechanism

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

|         | Directors/Officers/Significant Shareholders |
|---------|---------------------------------------------|
| Company | Policy on legal permissibility              |
| Group   | Policy on legal permissibility              |

5) Family, Commercial and Contractual Relations

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

| Names of Related Significant Shareholders | Type of Relationship | Brief Description of the Relationship |
|-------------------------------------------|----------------------|---------------------------------------|
| N/A                                       |                      |                                       |
|                                           |                      |                                       |

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

| Names of Related Significant Shareholders | Type of Relationship | Brief Description |
|-------------------------------------------|----------------------|-------------------|
| N/A                                       |                      |                   |
|                                           |                      |                   |

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

| Name of Shareholders | % of Capital Stock affected (Parties) | Brief Description of the Transaction |
|----------------------|---------------------------------------|--------------------------------------|
| N/A                  |                                       |                                      |
|                      |                                       |                                      |

6) Alternative Dispute Resolution

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

|                                      | Alternative Dispute Resolution System |
|--------------------------------------|---------------------------------------|
| Corporation & Stockholders           | N/A                                   |
| Corporation & Third Parties          |                                       |
| Corporation & Regulatory Authorities |                                       |

**C. BOARD MEETINGS & ATTENDANCE**

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

*The Board of Directors' meeting shall be held on the second Monday of May in each year, unless such day shall be a legal holiday, when it shall be held on the next regular day following.*

- 2) Attendance of Directors for year 2016:

| Board    | Name                 | Date of Election | No. of Meetings Held during the year | No. of Meetings Attended | %     |
|----------|----------------------|------------------|--------------------------------------|--------------------------|-------|
| Chairman | Benjamin M. Bitanga  | October 6, 2016  | 8                                    | 7                        | 87.5% |
| Member   | Jimmy Tiu Yaokasin   | October 6, 2016  | 8                                    | 6                        | 75%   |
| Member   | Bernard B. Rabanzo   | October 6, 2016  | 8                                    | 8                        | 100%  |
| Member   | Edwin H. Monzon      | October 6, 2016  | 8                                    | 6                        | 75%   |
| Member   | Margareth R. Mendoza | October 6, 2016  | 8                                    | 8                        | 100   |

<sup>4</sup> Family relationship up to the fourth civil degree either by consanguinity or affinity.

|             |                   |                 |   |   |       |
|-------------|-------------------|-----------------|---|---|-------|
| Independent | Joel D. Muyco     | October 6, 2016 | 8 | 7 | 87.5% |
| Independent | Michael B. Arciso | October 6, 2016 | 8 | 5 | 62.5% |

3) Do non-executive directors have a separate meeting during the year without the presence of any executive? If yes, how many times? None

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

*YES. This is based on the articles and by laws as well as the Corporate Governance Manual.*

5) Access to Information

(a) How many days in advance are board papers<sup>5</sup> for board of directors meetings provided to the board?

*At least two weeks prior notice.*

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

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

Yes. The Corporate Secretary should be competent, efficient and possesses legal know how.

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

Yes. Legal training is part of the qualifications.

(e) Committee Procedures

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

Yes ☒

No ☐

| Committee        | Details of the procedures    |
|------------------|------------------------------|
| Executive        | Prior formal/written request |
| Audit            | Prior formal/written request |
| Nomination       | Prior formal/written request |
| Remuneration     | Prior formal/written request |
| Others (specify) |                              |

6) External Advice

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

| Procedures | Details |
|------------|---------|
| N/A        |         |
|            |         |

7) Change/s in existing policies

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

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

| Existing Policies | Changes | Reason |
|-------------------|---------|--------|
| N/A               |         |        |
|                   |         |        |

## D. REMUNERATION MATTERS

### 1) Remuneration Process

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

| Process                                           | CEO | Top 4 Highest Paid Management Officers |
|---------------------------------------------------|-----|----------------------------------------|
| (1) Fixed remuneration                            | 0   | 2,205,000.00                           |
| (2) Variable remuneration                         | 0   | 0                                      |
| (3) Per diem allowance                            | 0   | 0                                      |
| (4) Bonus                                         | 0   | 0                                      |
| (5) Stock Options and other financial instruments | 0   | 0                                      |
| (6) Others (specify)                              | 0   | 0                                      |

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

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

|                         | Remuneration Policy    | Structure of Compensation Packages | How Compensation is Calculated |
|-------------------------|------------------------|------------------------------------|--------------------------------|
| Executive Directors     | Policy on Transparency | Based on Best Industry Practices   | Based on qualifications        |
| Non-Executive Directors | Policy on Transparency | Based on Best Industry Practices   | Based on qualifications        |

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

| Remuneration Scheme | Date of Stockholders' Approval |
|---------------------|--------------------------------|
| N/A                 |                                |

### 3) Aggregate Remuneration

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

| Remuneration Item      | Executive Directors | Non-Executive Directors (other than independent directors) | Independent Directors |
|------------------------|---------------------|------------------------------------------------------------|-----------------------|
| (a) Fixed Remuneration | 2,205,000.00        | 2,310,000.00                                               | 0                     |

|                                                      |              |              |   |
|------------------------------------------------------|--------------|--------------|---|
| (b) Variable Remuneration                            | 0            | 0            | 0 |
| (c) Per diem Allowance                               | 0            | 0            | 0 |
| (d) Bonuses                                          | 0            | 0            | 0 |
| (e) Stock Options and/or other financial instruments | 0            | 0            | 0 |
| (f) Others (Specify)                                 | 0            | 0            | 0 |
| <b>Total</b>                                         | 2,205.000.00 | 2,310,000.00 | 0 |

| <b>Other Benefits</b>                   | <b>Executive Directors</b> | <b>Non-Executive Director (other than independent directors)</b> | <b>Independent Directors</b> |
|-----------------------------------------|----------------------------|------------------------------------------------------------------|------------------------------|
| 1) Advances                             | 0                          | 0                                                                | 0                            |
| 2) Credit granted                       | 0                          | 0                                                                | 0                            |
| 3) Pension Plan/s Contributions         | 0                          | 0                                                                | 0                            |
| (d) Pension Plans, Obligations incurred | 0                          | 0                                                                | 0                            |
| (e) Life Insurance Premium              | 0                          | 0                                                                | 0                            |
| (f) Hospitalization Plan                | 0                          | 0                                                                | 0                            |
| (g) Car Plan                            | 0                          | 0                                                                | 0                            |
| (h) Others (Specify)                    | 0                          | 0                                                                | 0                            |
| <b>Total</b>                            | 0                          | 0                                                                | 0                            |

#### 4) Stock Rights, Options and Warrants

##### (a) Board of Directors

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

| <b>Director's Name</b> | <b>Number of Direct Option/Rights/Warrants</b> | <b>Number of Indirect Option/Rights/Warrants</b> | <b>Number of Equivalent Shares</b> | <b>Total % from Capital Stock</b> |
|------------------------|------------------------------------------------|--------------------------------------------------|------------------------------------|-----------------------------------|
| N/A                    |                                                |                                                  |                                    |                                   |
|                        |                                                |                                                  |                                    |                                   |
|                        |                                                |                                                  |                                    |                                   |
|                        |                                                |                                                  |                                    |                                   |

##### (b) Amendments of Incentive Programs

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

| Incentive Program | Amendments | Date of Stockholders' Approval |
|-------------------|------------|--------------------------------|
| N/A               |            |                                |

#### 5) Remuneration of Management

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

| Name of Officer/Position                   | Total Remuneration |
|--------------------------------------------|--------------------|
| Jan Vincent S. Soliven/Corporate Secretary |                    |
| Cherrie Marie B. Lacsi/Treasurer           |                    |
| Bernard B. Rabanzo/Compliance Officer      |                    |
|                                            |                    |
|                                            |                    |

### E. BOARD COMMITTEES

#### 1) Number of Members, Functions and Responsibilities

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

| Committee        | No. of Members          |                              |                           | Committee Charter | Functions | Key Responsibilities | Power |
|------------------|-------------------------|------------------------------|---------------------------|-------------------|-----------|----------------------|-------|
|                  | Executive Director (ED) | Non-executive Director (NED) | Independent Director (ID) |                   |           |                      |       |
| Executive        | 2                       | 1                            | 1                         |                   |           |                      |       |
| Audit            | 1                       | 2                            | 1                         |                   |           |                      |       |
| Nomination       | 1                       | 2                            | 1                         |                   |           |                      |       |
| Remuneration     | 1                       | 2                            | 1                         |                   |           |                      |       |
| Others (specify) |                         |                              |                           |                   |           |                      |       |

#### 2) Committee Members

##### (a) Executive Committee

| Office       | Name                | Date of Appointment | No. of Meetings Held | No. of Meetings Attended | % | Length of Service in the Committee |
|--------------|---------------------|---------------------|----------------------|--------------------------|---|------------------------------------|
| Chairman     | Benjamin M. Bitanga | 10/06/2016          |                      |                          |   |                                    |
| Member (ED)  | Bernard B. Rabanzo  | 10/06/2016          |                      |                          |   |                                    |
| Member (NED) | Jimmy Tiu Yaokasin  | 10/06/2016          |                      |                          |   |                                    |
| Member (ID)  | Joel Muyco          | 10/06/2016          |                      |                          |   |                                    |
| Member       |                     |                     |                      |                          |   |                                    |



(b) Audit Committee

| Office       | Name               | Date of Appointment | No. of Meetings Held | No. of Meetings Attended | % | Length of Service in the Committee |
|--------------|--------------------|---------------------|----------------------|--------------------------|---|------------------------------------|
| Chairman     | Joel D. Muyco (ID) | October 6, 2016     |                      |                          |   |                                    |
| Member (ED)  |                    |                     |                      |                          |   |                                    |
| Member (NED) | Edwin H. Monzon    | October 6, 2016     |                      |                          |   |                                    |
| Member (ID)  | Joel Muyco         | October 6, 2016     |                      |                          |   |                                    |
| Member       | Bernard B. Rabanzo | October 6, 2016     |                      |                          |   |                                    |

Disclose the profile or qualifications of the Audit Committee members.

The Audit Committee shall be composed of at least three (3) members of the Board one (1) of whom shall be an independent director. Each member shall have adequate understanding at least or competence at most of the company's financial management systems and environment.

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

Audit Committees are responsible to check all financial reports against its compliance with both the internal financial management handbook and pertinent accounting standards, including regulatory requirements; Pre-approve audit plans, scope and frequency one (1) month before the conduct of external audit also they are responsible for coordinating, monitoring and facilitating compliance with existing laws, rules and regulation.

(c) Nomination Committee

| Office       | Name                   | Date of Appointment | No. of Meetings Held | No. of Meetings Attended | % | Length of Service in the Committee |
|--------------|------------------------|---------------------|----------------------|--------------------------|---|------------------------------------|
| Chairman     | Michael B. Arciso (ID) | October 6, 2016     |                      |                          |   |                                    |
| Member (ED)  | Benjamin M. Bitanga    | October 6, 2016     |                      |                          |   |                                    |
| Member (NED) | Jimmy Tiu Yaokasin     | October 6, 2016     |                      |                          |   |                                    |
| Member (ID)  |                        |                     |                      |                          |   |                                    |
| Member       |                        |                     |                      |                          |   |                                    |

(d) Remuneration Committee

| Office       | Name                | Date of Appointment | No. of Meetings Held | No. of Meetings Attended | % | Length of Service in the Committee |
|--------------|---------------------|---------------------|----------------------|--------------------------|---|------------------------------------|
| Chairman     | Benjamin M. Bitanga | October 6, 2016     |                      |                          |   |                                    |
| Member (ED)  |                     |                     |                      |                          |   |                                    |
| Member (NED) | Jimmy T. Yaokasin   | October 6, 2016     |                      |                          |   |                                    |
| Member (ID)  | Michael B. Arciso   | October 6, 2016     |                      |                          |   |                                    |
| Member       |                     |                     |                      |                          |   |                                    |

(e) Others (Specify)

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

| Office      | Name | Date of Appointment | No. of Meetings Held | No. of Meetings Attended | % | Length of Service in the Committee |
|-------------|------|---------------------|----------------------|--------------------------|---|------------------------------------|
| Chairman    | N/A  |                     |                      |                          |   |                                    |
| Member (ED) |      |                     |                      |                          |   |                                    |

|              |  |  |  |  |  |  |
|--------------|--|--|--|--|--|--|
| Member (NED) |  |  |  |  |  |  |
| Member (ID)  |  |  |  |  |  |  |
| Member       |  |  |  |  |  |  |

### 3) Changes in Committee Members

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

| Name of Committee | Name              | Reason                        |
|-------------------|-------------------|-------------------------------|
| Executive         |                   |                               |
| Audit             |                   |                               |
| Nomination        | Michael B. Arciso | Resignation of Benito Techico |
| Remuneration      | Michael B. Arciso | Resignation of Benito Techico |
| Others (specify)  |                   |                               |

### 4) Work Done and Issues

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

| Name of Committee | Work Done                                  | Issues Addressed |
|-------------------|--------------------------------------------|------------------|
| Executive         | Implement Executive & Management Policies  | N/A              |
| Audit             | Implement Audit Policies                   | N/A              |
| Nomination        | Implement Evaluation & Monitoring Policies | N/A              |
| Remuneration      | Implement Evaluation & Monitoring Policies | N/A              |
| Others (specify)  |                                            |                  |

### 5) Committee Program

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

| Name of Committee | Planned Programs                                                                    | Issues to be Addressed |
|-------------------|-------------------------------------------------------------------------------------|------------------------|
| Executive         | Propose mechanisms for the Board's oversight over executive and operational matters | Transparency issues    |
| Audit             | Propose mechanisms for the Board's oversight over audit matters                     | Budget issues          |
| Nomination        | Propose mechanisms for the Board's oversight over nomination matters                | Regulatory issues      |
| Remuneration      | Propose mechanisms for the Board's oversight over remuneration matters              | Budget issues          |
| Others (specify)  |                                                                                     |                        |

## F. RISK MANAGEMENT SYSTEM

### 1) Disclose the following:

#### (a) Overall risk management philosophy of the company;

The Company adopts a policy of proactive approach to risk management. It adheres to the policy of regularly identifying and monitoring compliance risks.

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

*The Board regularly reviews and evaluates risk management systems and policies.*

- (c) Period covered by the review; *Review is usually annual, unless a special review is warranted.*

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

*Review is usually annual, unless a special review is warranted.*

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

## 2) Risk Policy

- (a) Company

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

| Risk Exposure    | Risk Management Policy                | Objective                                             |
|------------------|---------------------------------------|-------------------------------------------------------|
| Internal auditor | Policy on regular monitoring of risks | To achieve minimum negative risk impact on management |
| External auditor |                                       |                                                       |

- (b) Group

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

| Risk Exposure | Risk Management Policy | Objective |
|---------------|------------------------|-----------|
| Same as above |                        |           |
|               |                        |           |
|               |                        |           |

- (c) Minority Shareholders

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

| Risk to Minority Shareholders |
|-------------------------------|
| N/A                           |
|                               |
|                               |

## 3) Control System Set Up

- (a) Company

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

| Risk Exposure                        | Risk Assessment<br>(Monitoring and Measurement Process) | Risk Management and Control<br>(Structures, Procedures, Actions Taken)                                   |
|--------------------------------------|---------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| Information Technology-Related Risks | Information Technology Monitoring System                | Information Technology monitoring System is strictly being implemented and monitored by the company on a |

|                              |                  |                                                               |
|------------------------------|------------------|---------------------------------------------------------------|
|                              |                  | regular basis.                                                |
| Force Majeure- Related Risks | Insurance System | Set up a solid and reliable insurance system for the company. |
|                              |                  |                                                               |

(b) Group

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

| <b>Risk Exposure</b>          | <b>Risk Assessment<br/>(Monitoring and Measurement Process)</b> | <b>Risk Management and Control<br/>(Structures, Procedures, Actions Taken)</b> |
|-------------------------------|-----------------------------------------------------------------|--------------------------------------------------------------------------------|
| Fraud- Related Risks          | Internal Audit System Monitoring                                | Internal audit system is strictly being implemented & monitored regularly      |
| Force Majeure – Related Risks | Insurance System                                                | Regular Review/ internal Audit                                                 |
|                               |                                                                 |                                                                                |

(c) Committee

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

| <b>Committee/Unit</b> | <b>Control Mechanism</b> | <b>Details of its Functions</b> |
|-----------------------|--------------------------|---------------------------------|
| Audit Committee       | Risk Management Programs | Internal Audit                  |
|                       |                          |                                 |

## G. INTERNAL AUDIT AND CONTROL

### 1) Internal Control System

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

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

In view of the small size of the company's organization and the limited volume and non- complexity of its transactions, having a full-time, independent Internal Auditor is presently not required. The Corporation shall lodge the internal audit function with the Treasurer of the Corporation who will have the rank of at least the Vice President. The Treasurer may have an additional role as Internal Auditor, through whom the Board, senior management and stockholders shall be provided with reasonable assurance that its key organizational and procedural controls are effective, appropriate, and complied with.

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

By means of regular monitoring and evaluating the adequacy and effectiveness of our company's internal control system we develop a transparent financial management system that will ensure the integrity of internal control activities through step-by-step procedures and policies handbook that will be used by the entire organization.

(c) Period covered by the review; Internal control system reviewed regularly.

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

Internal control system is strictly being implemented & monitored regularly.

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

## 2) Internal Audit

### (a) Role, Scope and Internal Audit Function

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

| Role                                                                                                                                                                                             | Scope                                                                                                                                                                                                                                                                                                                                                                                                                          | Indicate whether In-house or Outsource Internal Audit Function | Name of Chief Internal Auditor/Auditing Firm | Reporting process |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------|-------------------|
| Internal audit assist the Board and/or its audit committee in discharging its governance responsibilities by delivering an objective evaluation of existing risk and internal control framework. | The scope and particulars of a system of effective organizational and procedural controls shall be based on the following factors: the nature and complexity of business and business culture; the volume, size and complexity of transactions; the degree of risk; the degree of centralization and delegation of authority; the extent and effectiveness of information technology; and the extent of regulatory compliance. | Internal Audit Function                                        | Reyes Tacandong & Company                    | Quarterly         |
|                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                |                                              |                   |

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

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

The Internal Auditor shall report to the Audit Committee. Yes, Internal Auditor have direct and unfettered access to the board of directors and the audit committee as well to all records, properties and personnel.

(d) Resignation, Re-assignment and Reasons

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

| Name of Audit Staff | Reason |
|---------------------|--------|
| N/A                 |        |
|                     |        |

|  |  |
|--|--|
|  |  |
|--|--|

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

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

|                               |  |
|-------------------------------|--|
| <b>Progress Against Plans</b> |  |
| <b>Issues<sup>6</sup></b>     |  |
| <b>Findings<sup>7</sup></b>   |  |
| <b>Examination Trends</b>     |  |

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

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

(f) Audit Control Policies and Procedures

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

| <b>Policies &amp; Procedures</b> | <b>Implementation</b> |
|----------------------------------|-----------------------|
| N/A                              |                       |

(g) Mechanisms and Safeguards

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

| <b>Auditors<br/>(Internal and External)</b> | <b>Financial Analysts</b> | <b>Investment Banks</b> | <b>Rating Agencies</b> |
|---------------------------------------------|---------------------------|-------------------------|------------------------|
|                                             |                           |                         |                        |
|                                             |                           |                         |                        |

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

This Corporate Governance Report shall be available for inspection by any stockholder of MRC at reasonable hours on business days. All directors, executives, division and department heads are tasked to ensure the thorough dissemination of this Report to all employees and related parties, and to likewise enjoin compliance in the process. An adequate number of printed copies of this report must be reproduced under the supervision of HRD, with minimum of at least one (1) hard copy of the Report per department.

## H. ROLE OF STAKEHOLDERS

<sup>6</sup> "Issues" are compliance matters that arise from adopting different interpretations.

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

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

|                                            | Policy                                                                                      | Activities                                                                            |
|--------------------------------------------|---------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| Customers' welfare                         | Handled by our customer service officers                                                    | Feedback system                                                                       |
| Supplier/contractor selection practice     | Competitive bidding/Comparison by the quotation submitted by the respective supplier        | Request Quotation from Suppliers                                                      |
| Environmentally friendly value-chain       | Paperless transmission                                                                      |                                                                                       |
| Community interaction                      | Continuous dealing with indigenous people/Respect and recognize rights of indigenous people | Interaction with indigenous people affected with mining and other related activities. |
| Anti-corruption programmes and procedures? | Prohibition on bribery.                                                                     |                                                                                       |
| Safeguarding creditors' rights             |                                                                                             |                                                                                       |

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

- 3) Performance-enhancing mechanisms for employee participation.

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

Intellicare healthcard.

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

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

Annual teambuilding, planning activities.

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

Annual bonus based on performance evaluation.

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

## I. DISCLOSURE AND TRANSPARENCY

- 1) Ownership Structure

- (a) Holding 5% shareholding or more

| Shareholder               | Number of Shares | Percent | Beneficial Owner |
|---------------------------|------------------|---------|------------------|
| Menlo Capital Corporation | 4,387,673,722    | 51.54%  |                  |
|                           |                  |         |                  |

| Name of Senior Management | Number of Direct shares | Number of Indirect shares / Through (name of record owner) | % of Capital Stock |
|---------------------------|-------------------------|------------------------------------------------------------|--------------------|
| Benjamin M. Bitanga       | 1                       | 412,562                                                    | 0.0048             |
|                           |                         |                                                            |                    |
|                           |                         |                                                            |                    |
| <b>TOTAL</b>              | <b>1</b>                | <b>412,562</b>                                             | <b>0.0048</b>      |

2) Does the Annual Report disclose the following:

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

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

3) External Auditor's

| Name of auditor           | Audit Fee  | Non-audit Fee |
|---------------------------|------------|---------------|
| Reyes Tacandong & Company | 350,000.00 |               |
|                           |            |               |

4) Medium of Communication

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

The mode/s of communication that the company used are the following by landline, cellphone, e-mail, fax, parcels.

5) Date of release of audited financial report: April 15, 2016

6) Company Website : mrcallied.com

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

|                     |     |
|---------------------|-----|
| Business operations | Yes |
|---------------------|-----|



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

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

## 7) Disclosure of RPT

| RPT | Relationship | Nature | Value |
|-----|--------------|--------|-------|
| N/A |              |        |       |
|     |              |        |       |

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

## J. RIGHTS OF STOCKHOLDERS

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

#### (a) Quorum

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

|                        |                                                                                                       |
|------------------------|-------------------------------------------------------------------------------------------------------|
| <b>Quorum Required</b> | <i>Majority of the stock of the company issued and outstanding represented in person or by proxy.</i> |
|------------------------|-------------------------------------------------------------------------------------------------------|

#### (b) System Used to Approve Corporate Acts

Explain the system used to approve corporate acts.

|                    |                                                                                                                                                                                              |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>System Used</b> | <i>By vote of the Board of Directors and stockholders.</i>                                                                                                                                   |
| <b>Description</b> | <i>The approval of the Board of Directors will be made in regular or special meeting. The approval of the corporate acts by the stockholders is made during annual stockholders meeting.</i> |

#### (c) Stockholders' Rights

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

| <b>Stockholders' Rights under The Corporation Code</b> | <b>Stockholders' Rights <u>not</u> in The Corporation Code</b> |
|--------------------------------------------------------|----------------------------------------------------------------|
| N/A                                                    |                                                                |
|                                                        |                                                                |

## Dividends

| Declaration Date | Record Date | Payment Date |
|------------------|-------------|--------------|
| NA               |             |              |

### (d) Stockholders' Participation

1. State, if any, the measures adopted to promote stockholder participation in the Annual/Special Stockholders' Meeting, including the procedure on how stockholders and other parties interested may communicate directly with the Chairman of the Board, individual directors or board committees. Include in the discussion the steps the Board has taken to solicit and understand the views of the stockholders as well as procedures for putting forward proposals at stockholders' meetings.

| Measures Adopted | Communication Procedure |
|------------------|-------------------------|
| NA               |                         |
|                  |                         |

2. State the company policy of asking shareholders to actively participate in corporate decisions regarding:
  - a. Amendments to the company's constitution:

Amendments of the company's constitution may be amended or repealed at any regular meeting of the stockholders or special meeting duly called for that purpose by at least majority of the outstanding capital stock and majority of the members of the Board.

Authorization of additional shares :

If the authorized capital stock will be increased in order to issue additional shares the Articles of Incorporation will be amended at any regular meeting of the stockholders or special meeting duly called for that purpose by at least majority of the outstanding capital stock and majority of the members of the Board. If the Articles of Incorporation need not be amended the issuance of additional shares will be made through the approval of the Board of Directors.

- b. Transfer of all or substantially all assets, which in effect results in the sale of the company;

The shareholders shall have appraisal right or right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 82 of the Corporation Code of the Philippines.

3. Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up? Yes
  - a. Date of sending out notices: February 6, 2013
  - b. Date of the Annual/Special Stockholders' Meeting: February 28, 2013
4. State, if any, questions and answers during the Annual/Special Stockholders' Meeting. None
5. Result of Annual/Special Stockholders' Meeting's Resolutions : held on September 18, 2014 ASHM.

| Resolution                                                                                                                                                          | Approving              | Dissenting | Abstaining |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------|------------|
| During the stockholders' meeting held earlier today, the following matters were approved and confirmed unanimously by the stockholders present during said meeting: | 51.58% of stockholders | N/A        | N/A        |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                          |     |     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-----|-----|
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                          |     |     |
| <p>1. The minutes of the previous meeting of the stockholders held on 30 June 2016 at the Manila Polo Club, McKinley Road, Forbes Park, Makati City was approved and confirmed;</p> <p>2. The Management Report prepared by the Board of Director was approved and confirmed;</p> <p>3. The 2015 Audited Financial Statement of the Corporation was approved and confirmed;</p> <p>4. The acts, proceedings, transactions, and agreements, authorized by and entered into by the Board of Directors and officers of the corporation, for and on behalf of the Corporation from the last annual stockholders' meeting to date were also approved, confirmed and ratified;</p> <p>5. The firm Reyes Tacandong &amp; Company was appointed as external auditors of the Corporation;</p> <p>6. The following were nominated and elected as members of the Board of Directors of the Company:<br/>Benjamin M. Bitanga, Jimmy Tiu Yaokasin, Bernard B. Rabanzo, Atty. Margareth P. Reyes-Mendoza, Edwin Monzon, Atty. Michael B. Arciso (Independent Director) and Engr. Joel Muyco (Independent Director);</p> <p>7. The approval of the following:<br/>a.) The amendments of Article I of Articles of Incorporation to change the company name from MRC Allied</p> | 68.7620% of stockholders | N/A | N/A |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |  |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|
| Inc. to MRC Inc.;<br><br>b.) Amendment of Article III of the Articles of Incorporation, to change company's 8 <sup>th</sup> Floor Asian Star Bldg., Asean Drive Filinvest Corporate Center Alabang Muntinlupa City;<br><br>c.) Amendment of Article VII of the Articles of Incorporation to increase in Authorized Capital Stock from PHP1,500,000,000.00 up to PHP5,000,000,000.00 and<br><br>d.) Acquisition of Renewable Power Generating Facilities through its own or its subsidiary. |  |  |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|

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

(e) Modifications

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

| Modifications | Reason for Modification |
|---------------|-------------------------|
| N/A           |                         |
|               |                         |
|               |                         |

(f) Stockholders' Attendance

(i) Details of Attendance in the Annual/Special Stockholders' Meeting Held: on 18 September 2014.

There are three attendance sheet prepared during the Annual Stockholders Meeting First, attendance for Stockholders, second is attendance for Securities, and the last one is the attendance for the Guest. Annual Stockholders Meeting was held at Manila Polo Club, McKinley Road Forbes Park Makati City last September 18, 2014.

| Type of Meeting | Names of Board members / Officers present              | Date of Meeting  | Voting Procedure (by poll, show of hands, etc.) | % of SH Attending in Person | % of SH in Proxy | Total % of SH attendance |
|-----------------|--------------------------------------------------------|------------------|-------------------------------------------------|-----------------------------|------------------|--------------------------|
| Annual          | Benjamin M. Bitanga<br>Jimmy T. Yaokasin<br>Joel Muyco | October 06, 2016 | By poll                                         | 2.2860%                     | 66.4760%         | 68.7620%                 |

|         |                                                                        |                  |                  |  |  |  |
|---------|------------------------------------------------------------------------|------------------|------------------|--|--|--|
|         | Bernard B.<br>Rabanzo<br>Edwin H.<br>Monzon<br>Margareth R.<br>Mendoza |                  |                  |  |  |  |
| Special | Michael B. Arciso                                                      | July 18,<br>2013 | Show of<br>hands |  |  |  |

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

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

(g) Proxy Voting Policies

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

|                                     | Company's Policies                                                                                                                                                                                                                                                                                                                                                                                            |
|-------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Execution and acceptance of proxies | The proxy form should be signed and dated by the stockholder of record and shall designate or name the proxy authorized to vote all shares registered in the stockholder's name.                                                                                                                                                                                                                              |
| Notary                              | The company does not require that the proxy forms executed in the Philippines be notarized before a Notary Public. However, with respect to shares owned and registered in the name of a corporation or other juridical entity the corresponding Secretary's Certificate authorizing the execution of proxy or designating the authorized representative of the corporate shareholder must be duly notarized. |
| Submission of Proxy                 | Proxy forms must be received by the Corporate Secretary of the company at the latter's principal office address at 5 <sup>th</sup> Floor Eurovilla 4 Building, 853 Arnaiz Ave., Makati City. The proxy forms must be received by the Corporate Secretary not later than the time and date indicated in the notices sent to stockholders.                                                                      |
| Several Proxies                     | The company has no express prohibition on the execution of several proxies.                                                                                                                                                                                                                                                                                                                                   |
| Validity of Proxy                   | The proxy shall be valid unless the same is withdrawn through a written notice delivered to the Corporate Secretary at least 5 days before the annual stockholders meeting.                                                                                                                                                                                                                                   |
| Proxies executed abroad             | The company has no specific requirement as regards proxies executed abroad by individual stockholders. Nevertheless, the said proxies will be validated and will undergo scrutiny particularly the signature of the stockholder.                                                                                                                                                                              |

|                     |                                                                                                                                                                                                           |
|---------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                     | With respect to foreign based corporate shareholders, the company will require that the Secretary's Certificate executed abroad must be duly notarized or authenticated by Philippine consular officials. |
| Invalidated Proxy   | The shares covered by the proxy will not be entitled to vote except if the registered stockholder personally attends the annual stockholder's meeting and vote his or her shares.                         |
| Validation of Proxy | The signatures in the proxy forms will be compared with those in existing records of the company and/or Stock and Transfer Agent.                                                                         |
| Violation of Proxy  | The shares covered by the proxy will not be entitled to vote except if the registered stockholder personally attends the annual stockholders meeting and vote on his or her shares.                       |

(h) Sending of Notices

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

| Policies                                                                     | Procedure                                                                                                                                                              |
|------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| All of the Stockholders are entitled to notice and vote at the said meeting. | Notices of Annual/Special Stockholders Meeting are sent through personal delivery or by mail in the address left by the stockholder with the secretary of the company. |
|                                                                              |                                                                                                                                                                        |

(i) Definitive Information Statements and Management Report :

|                                                                                                                                                                        |                                                                                                                                                                                             |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials</b>                                          | The number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials are those on the list of top 100 shareholders as of record date. |
| <b>Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners</b> | The actual date of distribution of Definitive Information Statement and other reports was held last September 14, 2016.                                                                     |
| <b>Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders</b>                                  | Same as above                                                                                                                                                                               |
| <b>State whether CD format or hard copies were distributed</b>                                                                                                         | The material distributed was in a CD Format.                                                                                                                                                |
| <b>If yes, indicate whether requesting stockholders were provided hard copies</b>                                                                                      |                                                                                                                                                                                             |

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

|                                                                                                                                                                             |     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| Each resolution to be taken up deals with only one item.                                                                                                                    | Yes |
| Profiles of directors (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) nominated for election/re-election. | Yes |

|                                                                           |                                                                                                                                                                                             |
|---------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The auditors to be appointed or re-appointed.                             | Yes                                                                                                                                                                                         |
| An explanation of the dividend policy, if any dividend is to be declared. | No, because there is no dividends to be declared                                                                                                                                            |
| The amount payable for final dividends.                                   | N/A                                                                                                                                                                                         |
| Documents required for proxy vote.                                        | A proxy form signed and dated by stockholder of record . There must be present, either in person or proxy , the owners of the majority of the outstanding capital stock of the Corporation. |

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

## 2) Treatment of Minority Stockholders

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

| Policies | Implementation |
|----------|----------------|
| N/A      |                |
|          |                |

(b) Do minority stockholders have a right to nominate candidates for board of directors? No

## K. INVESTORS RELATIONS PROGRAM

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

The company strictly implements the policy of transparency through regular disclosures filed with the Philippine Stock Exchange (PSE) and Securities and Exchange Commission (SEC) through the company's Compliance Officer.

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

The investor relations program of the company is through the purchase of the company's shares of stock. The company utilizes every available modes of communication to promote prospective investment in the company to its existing shareholders and the public. This is done by the company's Compliance Officer whose contact details are as follows:

Telephone No. 846-7910  
 Telefax – 519-8945  
 E-mail - renz.rabanzo@mrcallied.com

|                | Details |
|----------------|---------|
| (1) Objectives |         |

|                                 |  |
|---------------------------------|--|
| (2) Principles                  |  |
| (3) Modes of Communications     |  |
| (4) Investors Relations Officer |  |

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

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

#### L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

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

| Initiative | Beneficiary |
|------------|-------------|
| N/A        |             |
|            |             |

#### M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL

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

|                      | Process | Criteria |
|----------------------|---------|----------|
| Board of Directors   | N/A     |          |
| Board Committees     |         |          |
| Individual Directors |         |          |
| CEO/President        |         |          |

#### N. INTERNAL BREACHES AND SANCTIONS


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

| Violations | Sanctions |
|------------|-----------|
| N/A        |           |
|            |           |

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 \_\_\_\_\_, 20\_\_.



SIGNATURES

  
**CARLOS JOSE P. GATMAITAN**  
Chairman of the Board  
TIN 160-264-576

  
**ATTY. GLADYS N. NALDA**  
President/Chief Executive Officer  
TIN 937-171-734

  
**ATTY. MICHAEL B. ARCISO**  
Independent Director  
TIN 239-786-092

  
**ZENaida Y. MONSADA**  
Independent Director  
TIN 111-287-463


  
**BERNARD B. RABANZO**  
Compliance Officer  
TIN 165-995-731

MAY 29 2017

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, affiant(s) exhibiting to me their Tax Identification Number, as follows:

NOTARY PUBLIC

Doc No. 48  
Page No. 11  
Book No. 570  
Series of 2017

  
**RUBEN T. M. RAMIREZ**  
NOTARY PUBLIC  
UNTIL DEC. 31, 2017  
S.O. NO. 1052369 / 11-28-17 - Appointment # M-4  
ROLL NO. 28947 / MLE-4 NO. 0906324 / 6-19-17  
PTR NO. MKT. 5909882 / 1-3-17 MAKATI CITY  
2734 MA. AURORA ST. MAKATI CITY