

COVER SHEET

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S.E.C. Registration Number

C	O	N	C	E	P	C	I	O	N	I	N	D	U	S	T	R	I	A	L											
C	O	R	P	O	R	A	T	I	O	N																				

(Company's Full Name)

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M	A	K	A	T	I	C	I	T	Y																						

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

ATTY. OMAR TACCAD

Contact Person

(02) 8850-1367

Company Telephone Number

1	2
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3	1
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Month Day

Fiscal Year

I	A	C	G	R
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FORM TYPE

0	7
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1	5
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Month Day

Annual Meeting

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Secondary License Type, if Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings	
Domestic	Foreign

 Top to be accomplished by SEC Personnel concerned

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 LCU

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 CASHIER



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

GENERAL INSTRUCTIONS

A. Use of Form I-ACGR

This SEC Form shall be used as a tool to disclose Publicly-Listed Companies' compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for Publicly-Listed Companies, which follows the "comply or explain" approach, and for harmonizing the corporate governance reportorial requirements of the SEC and the Philippine Stock Exchange (PSE).

B. Preparation of Report

These general instructions are not to be filed with the report. The report shall contain the numbers and captions of all items.

The I-ACGR has four columns, arranged as follows:

RECOMMENDED CG PRACTICE/POLICY	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>Contains CG Practices/ Policies, labelled as follows:</p> <p>(1) "Recommendations" - derived from the CG Code for PLCs;</p> <p>(2) "Supplement to Recommendation" - derived from the PSE CG Guidelines for Listed Companies;</p> <p>(3) "Additional Recommendations" - CG Practices not found in the CG Code for PLCs and PSE CG Guidelines but are expected already of PLCs; and</p> <p>(4) "Optional Recommendation" - practices taken from the ASEAN Corporate Governance Scorecard</p> <p>*Items under (1) - (3) must be answered/disclosed by the PLCs following the "comply or explain" approach. Answering of items under (4) are left to the discretion of PLCs.</p>	<p>The company shall indicate compliance or non-compliance with the recommended practice.</p>	<p>The company shall provide additional information to support their compliance with the recommended CG practice</p>	<p>The PLCs shall provide the explanations for any non-compliance, pursuant to the "comply or explain" approach.</p> <p>Please note that the explanation given should describe the non-compliance and include how the overall Principle being recommended is still being achieved by the company.</p> <p>**Not Applicable" or "None" shall not be considered as sufficient explanation</p>

C. Signature and Filing of the Report

- a. Three (3) copies of a fully accomplished I-ACGR shall be filed with the Main Office of the Commission **on or before May 30 of the following year for every year that the company remains listed in the PSE;**
- b. At least one (1) complete copy of the I-ACGR shall be duly notarized and shall bear **original and manual** signatures
- c. The I-ACGR shall be signed under oath by: (1) Chairman of the Board; (2) Chief Executive Officer or President; (3) All Independent Directors; (4) Compliance Officer; and (5) Corporate Secretary.
- d. The I-ACGR shall cover all relevant information from January to December of the given year.
- e. All reports shall comply with the full disclosure requirements of the Securities Regulation Code.



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended: **December 31, 2019**
2. SEC Identification Number **A1997-13456** 3. BIR Tax Identification No. **005-029-401-000**
4. Exact name of issuer as specified in its charter **CONCEPCION INDUSTRIAL CORPORATION**
5. **PHILIPPINES**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **308 Sen. Gil Puyat Avenue, Makati City, Philippines** **1209**
Address of principal office Postal Code
8. **+632 7721819**
Issuer's telephone number, including area code
9.
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	Provide information or link/reference to a document containing information on the following:	
2. Board has an appropriate mix of competence and expertise.	Compliant	1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	<p>The information is contained in the 2019 Information Statement of the Company and the CIC Website which can be accessed at: https://www.cic.ph/download/attachment-2019-dis-cic-complete-signed/</p> <p>2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance</p> <p>The qualifications standards for directors are found in pp. 10 of</p>	

		<p>the Corporate Governance Manual ("CG Manual") which can be accessed at:</p> <p>https://www.cic.ph/download/revised-corporate-governance-manual/?wpdmdl=5452&refresh=5f28d88db12861596512397</p>	
Recommendation 1.2			
<p>1. Board is composed of a majority of non-executive directors.</p>	<p>Compliant</p>	<p>Identify or provide link/reference to a document identifying the directors and the type of their directorships</p> <p>The Board is currently composed of eight (8) directors, two (2) of whom are independent directors, three (3) are non-executive directors, and three (3) are executive directors. The names of the directors are on the CIC Website:</p> <p>https://www.cic.ph/about/#OurLeadership</p> <p>The type of directorship of the Directors are as follows:</p> <ul style="list-style-type: none"> (1) Raul Joseph A. Concepcion (Executive) (2) Renna C. Hechanova-Angeles (Executive) (3) Raul Anthony A. Concepcion (Executive) (4) Raissa C. Hechanova-Posadas (Non-Executive) 	

		<p>(5) Jose Ma. A. Concepcion III (Non-Executive)</p> <p>(6) Ma. Victoria Heminia C. Young (Non-Executive)</p> <p>(7) Cesar A. Buenaventura (Independent Director)</p> <p>(8) Alfredo E. Pascual (Independent Director)</p>	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</p> <p>CG Manual pp.6</p>	
2. Company has an orientation program for first time directors.	Compliant	<p>Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.</p>	
3. Company has relevant annual continuing training for all directors.	Compliant	<p>CG Manual pp. 6 and 12; CIC Website</p>	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	<p>Provide information on or link/reference to a document</p>	

		<p>containing information on the company's board diversity policy.</p> <p>The Company's Board Diversity Policy is contained in pp.6 of the CG Manual:</p> <p>Indicate gender composition of the board.</p> <p>The membership of the board is composed of three (3) female directors and five (5) male directors.</p>	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	<p>Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.</p> <p>CG Manual pp. 6</p> <p>Provide link or reference to a progress report in achieving its objectives.</p>	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	<p>Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.</p> <p>The Company's Corporate Secretary is Atty. Jayson L. Fernandez. He is not</p>	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		

		<p>a member of the Board and is a separate individual from the Compliance Officer. The qualifications of the Corporate Secretary can be found in the 2019 Information Statement and 2019 Annual Report which can be accessed at:</p> <p>Information Statement: https://www.cic.ph/download/attachment-2019-dis-cic-complete-signed/</p> <p>Annual Report: https://www.cic.ph/download/attachment-2019-sec-form-17a-notarized-merged-for-sub-compressed/</p> <p>The duties and functions of the Corporate Secretary are contained in pp. 22 of the CG Manual.</p>	
<p>4. Corporate Secretary attends training/s on corporate governance.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p>The Corporate Secretary attended a 4-hour Corporate Governance Seminar in 2018.</p>	

Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting The materials for board meetings are distributed at least five (5) days before the scheduled meeting by electronic mail as required under the CG Manual pp. 12	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions. The Company's Compliance Officer was Ma. Victoria A. Betita, who held it concurrently as CFO until she was replaced by Atty. Omar C. Taccad beginning October 2019. Neither of them is a member of the Board. Ms. Betita's qualifications can be found in the 2019 Information Statement:	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3. Compliance Officer is not a member of the board.	Compliant		

		<p>(https://www.cic.ph/download/attachment-2019-dis-cic-complete-signed/)</p> <p>Atty. Taccad is the Vice President for Legal, Governance and Compliance of the Company. Prior to joining the Company, he was Assistant Corporate Secretary of PLDT Communications and Energy Ventures, Inc. (formerly Pilipino Telephone Corporation) and served as Corporate Secretary or Assistant Corporate Secretary of several subsidiaries of PLDT, Inc., where he was also Head of Subsidiaries Services Division – Corporate Affairs and Legal Services Group until 2017. He obtained his Juris Doctor degree from the Ateneo de Manila University and was admitted to the Philippine Bar in 1998.</p> <p>The duties and functions of the Compliance Officer are contained in pp. 23 of the CG Manual.</p>	
<p>4. Compliance Officer attends training/s on corporate governance.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p>The Compliance Officer attended a 4-hour Corporate Governance</p>	

		Seminar on November 22, 2019 organized by the Institute of Corporate Directors (ICD). A copy of a Certification and Certificate of Participation from the ICD are attached as Annexes "A"	
Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	<p>Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)</p> <p>The Board complies with its fiduciary duties and functions which are contained in pp. 8 and 9 of the CG Manual.</p> <p>The Directors diligently attend Board and Committee meetings, participate in deliberations and ask clarificatory questions when needed, as reflected in the Minutes of the Meetings of the Board.</p>	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Provide information or link/reference to a document containing information on how the directors	

		<p>Indicate frequency of review of business objectives and strategy</p> <p>The Board is responsible for setting the business and strategic objectives of the Company as well as overseeing its implementation by senior management, which are done during the course of its regular meetings that includes a review of the financial and operational results.</p>	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>Indicate or provide link/reference to a document containing the company's vision, mission and core values.</p> <p>The Company's vision, mission and core values are found in the Company Profile of the CIC Website</p> <p>Indicate frequency of review of the vision, mission and core values.</p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	<p>Provide information on or link/reference to a document containing information on the strategy execution process.</p> <p>The Board has regular meetings during which the Company's performance is reviewed against forecast and prior periods to determine if the Company's</p>	

		performance is on track or if adjustments would have to be made.	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications</p> <p>The Company's Chairman is Mr. Raul Joseph A. Concepcion. His qualifications, academic background and work experience is contained in the 2019 Information Statement and 2019 Annual Report which can be accessed through these links:</p> <p>Information Statement: https://www.cic.ph/download/attachment-2019-dis-cic-complete-signed/</p> <p>Annual Report: https://www.cic.ph/download/attachment-2019-sec-form-17a-notarized-merged-for-sub-compressed/</p>	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Disclose and provide information or link/reference to a document containing information on the company's succession planning	

2. Board adopts a policy on the retirement for directors and key officers.	Compliant	<p>policies and programs and its implementation</p> <p>In Paragraph 2 of the CG Manual (pp. 8), the Board ensures that the Company has in place an appropriate and updated succession planning to ensure continuity of operations</p>	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.</p> <p>Minutes of Board Meeting CG Manual pp. 13 and 16 CIC Website: https://www.cic.ph/governance/</p>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	<p>Provide proof of board approval</p> <p>CG Manual pp.13 Minutes of Board Meeting</p>	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term	Compliant	<p>Provide information on or link/reference to a document containing measurable standards to align performance-based</p>	

interest, such as claw back provision and deferred bonuses.		remuneration with the long-term interest of the company. The Long-Term Share Incentive Plan is considered a measurable standard to align performance-based remuneration.	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	The nomination and election process of the Company is included in pp. 9 of the CG Manual	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	Provide proof if minority shareholders have a right to nominate candidates to the board	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Complaint	Section 11.1 (a) of the CG Manual provides voting rights of stockholders	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	

		CG Manual pp. 3; Company By-Laws Art II Sec 7, Art III Sec 3	
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Compliant	Identify the professional search firm used or other external sources of candidates The Corporate Governance and Nominations Committee is allowed to use external sources to further enhance the search for and widen the base of candidates for membership in the Board.	
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	Identify transactions that were approved pursuant to the policy.	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	The Company's policy on related party transactions, including the review and approvals processes thereof are contained in the: a) CG Manual; b) Policy on Related Party Transactions and	

		<p>c) Charter of Audit & Risk Oversight Committee</p> <p>Related Party Transactions approved are disclosed in the Company's audited Financial Statements and in the 2019 Information Statement</p>	
Supplement to Recommendations 2.7			
<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	Compliant	<p>Provide information on a materiality threshold for RPT disclosure and approval, if any.</p> <p>Provide information on RPT categories</p> <p>The Policy on Related Party Transactions defines Material RPTs as transactions with a Related Party which involves an aggregate value of at least Php500 million or 5% of the Company's total consolidated assets, whichever is less.</p>	
<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	Compliant	<p>Provide information on voting system, if any.</p> <p>The Company complies with the voting requirement provided in the Corporation Code for those types of related party transactions that require stockholders' approval (i.e., Sec. 32 on dealings of directors or officers with the corporation, Sec. 33 on contracts between corporations with interlocking directors, and Sec. 44 on management contracts; now, Secs. 31, 32 and 43, respectively,</p>	

		<p>under the Revised Corporation Code of the Philippines which took effect on February 23, 2019). The Company has established safeguards for the proper handling of related party transactions, including the review of material related party transactions by the Audit & Risk Oversight Committee which is comprised entirely of independent directors and non-executive directors.</p>	
Recommendation 2.8			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>The Board elects the officers of the Company pursuant to Section 24 of the Revised Corporation Code and Article IV of the Company's By-Laws. The Corporate Governance and Nominations Committee assists the Board in the evaluation and selection of the CEO and other positions requiring appointment by the Board.</p> <p>Identity the Management team appointed</p> <p>The Board approves the appointment of the CEO and has given the CEO the authority to define and appoint key control functions. The names and position of the officers of the</p>	

		Company may be accessed at the CIC Website and is disclosed in the 2019 Information Statement	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management. The Board, through the Corporate Governance and Nominations Committee, undertakes the evaluation of the performance of senior management as contained in pp. 8 of the CG Manual.	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant	The Company's annual performance appraisal for Management and personnel embodied in the Performance Incentives Award Policy, aligns the individual metrics to the Company's performance targets.	

Recommendation 2.10

1. Board oversees that an appropriate internal control system is in place.	Compliant	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	CG Manual pp.14; Audit & Risk Oversight Committee Charter	
3. Board approves the Internal Audit Charter.	Compliant	Provide reference or link to the company's Audit & Risk Oversight Charter https://www.cic.ph/download/charter-of-the-audit-and-risk-oversight-committee/?wpdmdl=5450&refresh=5f28d88dafc231596512397	

Recommendation 2.11

1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	CG Manual pp.15 Provide proof of effectiveness of risk management strategies, if any.	

Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	Provide link to the company's website where the Board Charter is disclosed.	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	<p>The board's roles, responsibilities and accountabilities are clearly indicated in the Company's By-Laws and the CG Manual. The applicable sections in the Company's By-Laws and CG Manual serves as a guide to the directors in the discharge of their functions and provides standards for evaluating their performance.</p> <p>https://www.cic.ph/download/revise-d-corporate-governance-manual/?wpdmdl=5452&refresh=5f28d88db12861596512397</p> <p>https://www.cic.ph/download/cic-amended-by-laws-august-8-2013/?wpdmdl=4318&refresh=5f1506f49350c1595213556</p>	
3. Board Charter is publicly available and posted on the company's website.	Compliant		
1. Board has a clear insider trading policy.	Compliant	<p>Provide information on or link/reference to a document showing company's insider trading policy.</p> <p>Policy on Insider Trading; CG Manual pp. 26; Code of Ethics</p>	

<https://www.cic.ph/governance/>

Optional: Principle 2

<p>1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.</p> <p>Policy on Conflict of Interests; CG Manual</p> <p>There has been no instance when the Company has granted any loans to directors.</p>	
<p>2. Company discloses the types of decision requiring board of directors' approval.</p>	<p>Compliant</p>	<p>Indicate the types of decision requiring board of directors' approval and where there are disclosed.</p> <p>Company's Table of Authority provides types of transactions and decisions requiring Board approval.</p>	

Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

Recommendation 3.1

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on all the board committees established by the company.</p>	
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		CG Manual pp.13 to 19; Company By-Laws Art III Sec 11 and 12, Art VI Sec 2	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	<p>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</p> <p>Audit & Risk Oversight Committee Charter; CG Manual pp.13 Company By-Laws Art VI Sec 2 CIC Website: https://www.cic.ph/governance/</p> <p>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</p> <p>The Audit & Risk Oversight Committee recommends the appointment and removal of the external auditor.</p>	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	<p>Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.</p>	

		<p>The members of the Audit Committee and their qualifications and type of directorship are provided in the Governance Section of the CIC Website and are also contained in the 2019 Information Statement and the 2019 Annual Report which can be accessed through this link:</p> <p>Information Statement: https://www.cic.ph/download/attachment-2019-dis-cic-complete-signed/</p> <p>Annual Report: https://www.cic.ph/download/attachment-2019-sec-form-17a-notarized-merged-for-sub-compressed/</p>	
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</p> <p>Information on the background, knowledge and skills of the members of the Audit & Risk Oversight Committee are contained in the 2019 Information Statement and 2019 Annual Report which can be accessed through this link:</p>	

		<p>https://www.cic.ph/download/attachment-2019-sec-form-17a-notarized-merged-for-sub-compressed/</p> <p>The requisite skills and knowledge of the member of the Audit & Risk Oversight Committee are also found in pp. 16 of the CG Manual, Art VI Sec 2 of the Company's By-Laws, and the Charter of the Audit & Risk Oversight Committee.</p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee</p> <p>The Chairman of the Audit & Risk Oversight Committee is Mr. Alfredo E. Pascual, an independent director of the Board. His academic background and work experience contained in the 2019 Information Statement and the 2019 Annual Report which can be accessed through the following links:</p> <p>Information Statement: https://www.cic.ph/download/attachment-2019-dis-cic-complete-signed/</p> <p>Annual Report: https://www.cic.ph/download/attachment-2019-sec-form-</p>	

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Supplement to Recommendation 3.2

<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p>Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.</p> <p>Audit & Risk Oversight Committee Charter</p>	
<p>2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.</p>	<p>Compliant</p>	<p>Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.</p> <p>The conduct of regular dialogues with the external auditor is contained in the Charter of the Audit & Risk Oversight Committee. Moreover, in pp.21 of the CG Manual, non-executive directors are directed to have separate periodic meetings with the external auditor without any of the executive directors present to ensure proper checks and balances are in place.</p>	
<p>Optional: Recommendation 3.2</p>			
<p>1. Audit Committee meet at least four times during the year.</p>	<p>Compliant</p>	<p>Indicate the number of Audit Committee meetings during the year and provide proof</p>	

		<p>The Audit & Risk Oversight Committee met 4 times in 2019:</p> <p>March 20, 2019 August 1, 2019 September 9, 2019 October 11, 2019</p>	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	<p>Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.</p> <p>Under pp. 14 of the CG Manual and as provided in its Charter, the Audit & Risk Oversight Committee oversees the department performing internal audit functions and recommends the appointment of the internal audit head.</p>	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	<p>Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions</p> <p>Please see:</p> <p>(a) Company By-Laws; (b) pp. 17 and 18 of the CG Manual which enumerates the functions of the Corporate Governance & Nominations Committee and its composition; and</p>	

		<p>(c) Corporate Governance and Nominations Committee Charter</p> <p>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</p> <p>The Corporate Governance & Nominations Committee pre-screens all candidates for election to the Board against the criteria provided in the By-Laws, CG Manual and other factors like appropriate skillset, experience and range of diversity aspects.</p>	
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.</p> <p>Information on the members of the Corporate Governance & Nominations Committee, their qualifications and type of directorship can be found in the Governance section of the ClC Website, and are contained in the 2019 Information Statement and 2019 Annual Report, which can be found on the following links:</p>	

		<p>Information Statement: https://www.cic.ph/download/attachment-2019-dis-cic-complete-signed/</p> <p>Annual Report: https://www.cic.ph/download/attachment-2019-sec-form-17a-notarized-merged-for-sub-compressed/</p>	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.</p> <p>The Chairman of the Corporate Governance and Audit Committee is Mr. Cesar A. Buenaventura, an independent director of the Board. His academic background and experience are provided in the 2019 Information Statement and 2019 Annual Report which can be accessed through the following links:</p> <p>Information Statement: https://www.cic.ph/download/attachment-2019-dis-cic-complete-signed/</p> <p>Annual Report: https://www.cic.ph/download/attachment-2019-sec-form-17a-notarized-merged-for-sub-compressed/</p>	

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Optional: Recommendation 3.3.

1. Corporate Governance Committee meet at least twice during the year.

Compliant

Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.

As the Corporate Governance & Audit Committee, the forerunner of the reorganized Corporate Governance & Nomination Committee, the committee had 4 meetings in 2019:

**March 20, 2019
August 1, 2019
September 9, 2019
October 11, 2019**

Recommendation 3.4

1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.

Compliant

Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions

The establishment and functions of the Audit & Risk Oversight Committee is contained in pp. 15 of the CG Manual and the Charter of the Audit & Risk Oversight Committee.

<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship</p> <p>The composition of the Audit & Risk Oversight Committee and their qualifications are contained in pp. 16 of the CG Manual and the Charter of the Audit & Risk Oversight Committee. Information on the qualifications and type of directorship of the members of the committee are contained in the 2019 Information Statement and 2019 Annual Report.</p>	
<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Chairman of the BROC</p> <p>The Chairman of the Audit & Risk Oversight Committee is Mr. Alfredo E. Pascual. He is not the Chairman of the Board or any other Board committee.</p>	
<p>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.</p>	

		<p>Information on the academic background, skills and experience of the members of the Audit & Risk Oversight Committee can be found in the 2019 Information Statement and 2019 Annual Report, which can be found in the following links:</p> <p>Information Statement: https://www.cic.ph/download/attachment-2019-dis-cic-complete-signed/</p> <p>Annual Report: https://www.cic.ph/download/attachment-2019-sec-form-17a-notarized-merged-for-sub-compressed/</p>	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	<p>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</p> <p>The Audit & Risk Oversight Committee also exercises Related Party Transaction review functions, which is contained in pp. 16 of the CG Manual and the Charter of the Audit & Risk Oversight Committee.</p>	
2. RPT Committee is composed of at least three non-executive directors, two of	Compliant	Provide information or link/reference to a document containing information on the members of the	

<p>whom should be independent, including the Chairman.</p>		<p>RPT Committee, including their qualifications and type of directorship.</p> <p>The composition of the Audit & Risk Oversight Committee and their qualifications are contained in pp. 16 of the CG Manual and the Charter of the Audit & Risk Oversight Committee. Information on the qualifications and type of directorship of the members of the committee are contained in the 2019 Information Statement and 2019 Annual Report.</p>	
Recommendation 3.6			
<p>1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.</p>	
<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	<p>Compliant</p>	<p>The Charters of all the Board Committees can be accessed through the following links:</p> <p>https://www.cic.ph/governance/</p> <p>Each of the Committee Charters provides for performance evaluation and assessment.</p>	

<p>3. Committee Charters were fully disclosed on the company's website.</p>	<p>Compliant</p>	<p>Provide link to company's website where the Committee Charters are disclosed.</p> <p>The Charters of all the Board Committees are contained in the CIC Website and can be accessed through the following links:</p> <p>https://www.cic.ph/governance/</p>	
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Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

Recommendation 4.1

<p>1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.</p> <p>A process for tele/videoconferencing board/committee meetings is contained in Art III Sec 9 of the Company's By-Laws and pp. 12 of the CG Manual which can be accessed through the following links:</p> <p>CG Manual: https://www.cic.ph/download/revise-d-corporate-governance-</p>	
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		<p>manual/?wpdmdl=5452&refresh=5f28d88db12861596512397</p> <p>By-Laws: https://www.cic.ph/download/cic-amended-by-laws-august-8-2013/?wpdmdl=4318&refresh=5f1506f49350c1595213556</p> <p>Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.</p> <p>The attendance of the directors to Board and Stockholders meetings are indicated in the Secretary's Certificate attached hereto as Annex "B"</p>	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	Meeting materials are sent to the members prior to the meetings of the board or committee to enable them to review the materials before the meeting as contained in pp. 12 of the CG Manual.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors	

		<p>Questions raised and clarification and explanation sought by directors are indicated in the Minutes of the Meetings of the Board of Directors.</p>	
Recommendation 4.2			
<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p>	<p>Compliant</p>	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies</p> <p>The topic on concurrent directorships is contained in pp. 13 of the CG Manual. Information on the directorships of the Company's directors in other corporations are contained in the 2019 Annual Report and the 2019 Information Statement, which can be accessed through the following links:</p> <p>Information Statement: https://www.cic.ph/download/attachment-2019-dis-cic-complete-signed/</p> <p>Annual Report: https://www.cic.ph/download/attachment-2019-sec-form-</p>	

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Recommendation 4.3

1. The directors notify the company's board before accepting a directorship in another company.	Compliant	<p>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</p> <p>The directors are required under Clause 2.10 of the CG Manual to notify the Board before accepting directorship in another corporation.</p> <p>The Board has not received any written notification as described in this section in 2019.</p>	
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Optional: Recommendation 4.4

1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	The list of directorships of the executive directors is contained in the 2019 Information Statement.	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	At the start of each year, a schedule of meetings of the Board for the ensuing year is circulated (with prior consultation with the directors on their schedule).	
3. Board of directors meet at least six times during the year.	Compliant	<p>Indicate the number of board meetings during the year and provide proof</p> <p>The board held meetings on the following dates in 2019:</p>	

		<p>The Board had the following meetings in 2019:</p> <p>February 6, 2019 April 3, 2019 July 10, 2019 (Regular Board) July 10, 2019 (Organizational Meeting) September 9, 2019 October 14, 2019</p>	
<p>4. Company requires as minimum quorum of at least 2/3 for board decisions.</p>	<p>Non-Compliant</p>	<p>Indicate the required minimum quorum for board decisions</p>	<p>The quorum requirement in the By-Laws is consistent with the Revised Corporation Code which provides that at least a majority of the number of directors as fixed in the articles of incorporation shall constitute a quorum, and every decision of at least a majority of the directors present in a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the board.</p> <p>At least 2/3 of the members of the board were present in all the meetings of the board in 2019, and all matters decided upon during these meetings were based on the votes of at least 2/3 of the total board membership.</p>
<p>Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs</p>			

Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	Provide information or link/reference to a document containing information on the number of independent directors in the board Clause 1.2 of the CG Manual states that the Board shall be composed of majority of non-executive directors, including 3 independent directors.	
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Provide information or link/reference to a document containing information on the qualifications of the independent directors. The profile of each independent director is provided in the CIC Website and the qualifications of the independent directors are contained in the 2019 Information Statement	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	Provide link/reference to a document containing information that directors are not constrained to vote independently. The Company is not a party to any agreement or other arrangement that constrains the ability of the directors to vote independently	

Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Provide information or link/reference to a document showing the years IDs have served as such. No independent director has served a cumulative term of nine years. The tenure of each independent director is provided in the 2019 Information Statement.	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director Clause 4.2 of the CG Manual states that independent directors shall serve a maximum cumulative term of 9 years.	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting. No independent director has ever served for a cumulative term of nine years.	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Non-Compliant	Identify the company's Chairman of the Board and Chief Executive Officer	The board has elected the Chairman in concurrent capacity as President & CEO in their judgment that he can best serve the

			<p>interest of the Company and the stakeholders during its nascent years as a publicly listed enterprise.</p> <p>However, there are structures in place that ensure the board gets the benefit of independent views and exercises independent judgement and decision making on all corporate affairs: (a) the duties and responsibilities of the Chairman and the President are clearly defined, (b) the independent directors and non-executive directors constitute 5 out of 8 of the board membership, (c) the board has elected a Lead Independent Director, (d) the membership of the board committees is limited to independent directors and non-executive directors, with the exception of the Corporate Governance & Nominations Committee, and (e) the company has policies and procedures established to manage conflict of interest situations.</p>
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <p>The roles and responsibilities of the Chairman and the CEO are contained in Art IV Sec 2 and 4 of the By Laws and pp.21 to 22 of the CG Manual which can be accessed through the following links:</p>	

		Identify the relationship of Chairman and CEO.	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	<p>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</p> <p>Indicate if Chairman is independent.</p> <p>The Chairman is not an independent director.</p> <p>The CG Manual, at Section 4.3, provides that if the Chairman of the Board is not an independent director or if the position of Chairman of the Board and CEO are held by one person, the directors shall designate a Lead Director among the independent directors.</p>	
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	<p>Provide proof of abstention, if this was the case</p> <p>Abstentions by individual directors, if there are any, on matters acted upon by the board are recorded in the Minutes of Board Meetings.</p>	
Recommendation 5.7			

1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Compliant	Provide proof and details of said meeting, if any.	Meetings of the Audit & Risk Oversight Committee is chaired by an independent director
2. The meetings are chaired by the lead independent director.	Non-Compliant	The Audit & Risk Oversight Committee, which is composed of two non-executive directors and two independent directors, one of whom acts as its chair, has separate meetings with external auditors and the head of internal audit. The CFO is present only to answer questions as deemed appropriate and necessary by the Committee members.	
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	Provide name/s of company CEO for the past 2 years Mr. Raul Joseph A. Concepcion has been the CEO of the Company for the past 2 years.	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees The CG Manual provides for an annual evaluation of its performance	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		

4. Each committee conducts a self-assessment of its performance.	Compliant	<p>as a collective body in Clause 2.2 (c) on pp.8;</p> <p>The Charters of each Board Committee also provides for periodic assessments</p>	
5. Every three years, the assessments are supported by an external facilitator.	Compliant	<p>Identify the external facilitator and provide proof of use of an external facilitator.</p> <p>Clause 2.2 (c) of the CG Manual requires the Board assessment process to be supported by an external facilitator every three years.</p>	

Recommendation 6.2

1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	<p>Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders</p>	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<p>The criteria for evaluation of the Board, the Committees and senior management are contained in Clauses 2.2 (c) and (d) of the CG Manual.</p>	

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

Recommendation 7.1

<p>1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company's Code of Business Conduct and Ethics.</p> <p>The Company's Code of Ethics is available through the CIC Website and may be accessed at: https://www.cic.ph/governance/</p>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>Compliant</p>	<p>Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.</p> <p>The Code of Ethics is disseminated to the board, senior management and employees online through the Company's website and intranet system, it is also included in the annual corporate governance training program for employees and orientation program for new employees.</p>	
<p>3. The Code is disclosed and made available to the public through the company website.</p>	<p>Compliant</p>	<p>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.</p> <p>CIC Website: https://www.cic.ph/governance/</p>	

Supplement to Recommendation 7.1

<p>1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery</p> <p>The policy and procedure for curbing and penalizing bribery is contained in the Code of Ethics and the Policy on Whistleblowing, which can be accessed through the following links:</p> <p>https://www.cic.ph/governance/</p>	
Recommendation 7.2			
<p>1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.</p>	<p>Compliant</p>	<p>Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.</p>	
<p>2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.</p>	<p>Compliant</p>	<p>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</p> <p>All senior executives and employees are required to complete the Annual Ethics Training through an online course and submit Conflict of Interest Declaration by the first quarter of each year.</p>	
Disclosure and Transparency			

Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

Recommendation 8.1

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders</p> <p>The Company has a Policy on Disclosures to ensure timely, accurate and fair disclosure of material information.</p>	
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Supplement to Recommendations 8.1

<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>Compliant</p>	<p>Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</p> <p>The Company disclosed its financial results for the year ended December 31, 2018 on April 15, 2019:</p> <p>Interim (quarterly) results were disclosed within 45 days form the end of the reporting period and uploaded on the CIC Website on May 10, 2019, August 13, 2019 and November 11, 2019.</p>	
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<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>Compliant</p>	<p>Provide link or reference to the company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"> 1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders; 2. cross-holdings among company affiliates; and 3. any imbalances between the controlling shareholders' voting power and overall equity position in the company. <p>The Company's 2019 Annual Report can be accessed through the following link: https://www.cic.ph/download/attachment-2019-sec-form-17a-notarized-merged-for-sub-compressed/</p>	
Recommendation 8.2			
<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.</p>	
<p>2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Compliant</p>	<p>The Policy on Insider Trading, which requires directors and officers to disclose their dealings in CIC shares, can be accessed through the following link:</p>	

		https://www.cic.ph/governance/ Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction. Dealings of directors involving CIC shares are disclosed to the PSE on PSE Disclosure Form 13-1	
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders. Changes in beneficial ownership reports are filed with the PSE. All such reports of the Company are found in the PSE website.	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended. Information on the academic qualifications, share ownership,	

		<p>memberships in other boards, other executive positions, professional experiences and expertise of the directors are contained in the Information Statement distributed to the shareholders each year and posted in the CIC Website.</p>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	Compliant	<p>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>Information on the academic qualifications, share ownership, memberships in other boards, other executive positions, professional experiences and expertise of the key officers are contained in the Information Statement distributed to the shareholders each year and posted in the CIC Website.</p>	
Recommendation 8.4			
<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	Compliant	<p>Disclose or provide link/reference to the company policy and practice for setting board remuneration</p> <p>Clause 2.12 of the CG Manual sets the policy and practice on remuneration of directors and key executive officers</p>	

<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	<p>Compliant</p>	<p>Disclose or provide link/reference to the company policy and practice for determining executive remuneration</p> <p>Clause 2.12 of the CG Manual sets the policy and practice on remuneration of directors and key executive officers</p>	
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>Non-Compliant</p>	<p>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</p>	<p>The Company does not disclose remuneration on an individual basis but discloses the aggregate compensation of the President & CEO and four most highly compensated executive officers in accordance with applicable regulations, for security reasons.</p>
<p>Recommendation 8.5</p>			
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>Disclose or provide reference/link to company's RPT policies</p> <p>The Company's Policy on Related Party Transactions can be accessed through the following link:</p> <p>https://www.cic.ph/governance/</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p>Yes, director/s with conflict of interest abstains from board discussions on conflicted transactions in strict</p>	

		compliance with the Policy on Conflict of Interest	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> 1. name of the related counterparty; 2. relationship with the party; 3. transaction date; 4. type/nature of transaction; 5. amount or contract price; 6. terms of the transaction; 7. rationale for entering into the transaction; 8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and 9. other terms and conditions <p>Relevant information on significant RPTs are disclosed in the 2019 Annual Report</p>	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p>Under the Policy on Conflict of Interest, directors disclose their</p>	

		interests in transactions or any conflict of interest on or before January 31 of each year.	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	Provide link or reference where this is disclosed, if any The Company's Corporate Governance policies mandates that RPTs are fair and at arms' length, as contained in the Policy on Related Party Transactions and the Code of Ethics.	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	Provide link or reference where this is disclosed The Company is required to disclose material information under Clause 6 of the CG Manual and the Policy on Disclosures. Disclosures are made to the SEC and PSE on SEC Form 17-C. Below is a link to such disclosures: https://www.cic.ph/disclosure/	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	Identify independent party appointed to evaluate the fairness of the transaction price	

		<p>Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.</p> <p>Acquisitions and disposals in 2019 were in the ordinary course of business. There was no instance during the year involving a significant asset where an independent third party needed to evaluate the transaction price.</p> <p>In the event there would be such a transaction the Board will decide whether there is a need to engage an independent third party to evaluate the fairness of the transaction price. At any rate, the transaction price is usually based on fair market value.</p>	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	<p>Provide link or reference where these are disclosed.</p> <p>https://www.cic.ph/disclosure/</p>	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Provide link to the company's website where the Manual on Corporate Governance is posted.	

2. Company's MCG is submitted to the SEC and PSE.	Compliant	https://www.cic.ph/download/revise-d-corporate-governance-manual/?wpdmdl=5452&refresh=5f28d88db12861596512397	
3. Company's MCG is posted on its company website.	Compliant	https://www.cic.ph/download/revise-d-corporate-governance-manual/?wpdmdl=5452&refresh=5f28d88db12861596512397	
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	Provide proof of submission. The Company's Corporate Governance Manual can be accessed through the following link: https://www.cic.ph/download/revise-d-corporate-governance-manual/?wpdmdl=5452&refresh=5f28d88db12861596512397	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		Provide link or reference to the company's Annual Report containing the said information. https://www.cic.ph/download/attachment-2019-sec-form-17a-notarized-merged-for-sub-compressed/	
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant	See Part II of the Annual Report	
c. Non-financial performance indicators	Compliant	See Part II of the Annual Report	

d. Dividend Policy	Compliant	See Part II item 5 (3) of the Annual Report	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	See Part III of the Annual Report	
f. Attendance details of each director in all directors meetings held during the year	Non-Compliant		The Annual Report discusses the meetings conducted but the attendance of the directors is not included.
g. Total remuneration of each member of the board of directors	Non-Compliant		Directors are not remunerated but only receive reasonable per diems.
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	Provide link or reference to where this is contained in the Annual Report https://www.cic.ph/download/attachment-2019-sec-form-17a-notarized-merged-for-sub-compressed/	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	Provide link or reference to where this is contained in the Annual Report https://www.cic.ph/download/attachment-2019-sec-form-17a-notarized-merged-for-sub-compressed/	
4. The Annual Report/Annual CG Report contains a statement from the board of	Compliant	Provide link or reference to where this is contained in the Annual Report	

directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.		https://www.cic.ph/download/attachment-2019-sec-form-17a-notarized-merged-for-sub-compressed/	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Provide link or reference to where these are contained in the Annual Report https://www.cic.ph/download/attachment-2019-sec-form-17a-notarized-merged-for-sub-compressed/	
Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor. The process for approving and recommending the appointment, reappointment, removal and fees of the external auditor is contained in Clause 7.2 of the CG Manual and the Charter of the Audit & Risk Oversight Committee.	

<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	<p>Compliant</p>	<p>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</p> <p>The appointment of Isla Lipana & Co as the external auditor was approved by the stockholders representing at least a majority of the company's outstanding capital stock.</p>	
<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.</p> <p>There was no change in external auditors in 2019 as the Company retained Isla Lipana & Co. However, under Clause 7.2 of the CG Manual the reasons for any removal or change in the external auditors are to be disclosed to the regulators and the public through the Company's website</p>	
Supplement to Recommendation 9.1			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years.</p>	

<https://www.cic.ph/download/attachment-2019-sec-form-17a-notarized-merged-for-sub-compressed/>

Recommendation 9.2

<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	<p>Compliant</p>	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>Section 6 of the Charter of the Audit & Risk Oversight Committee</p>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	<p>Compliant</p>	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>Sec. 6.5 of the Charter of the Audit & Risk Oversight Committee</p>	

Supplement to Recommendations 9.2

<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>	<p>Compliant</p>	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>Section 6.5 of the Audit & Risk Oversight Committee Charter</p>	
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2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Provide link/reference to the company's Audit Committee Charter Section 6.5.2 of the Audit & Risk Oversight Committee Charter	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	Disclose the nature of non-audit services performed by the external auditor, if any. Part II Item 8 of the Annual Report	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	Provide link or reference to guidelines or policies on non-audit services See 6.5.2 of the Audit & Risk Oversight Committee Charter	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	Provide information on audit and non-audit fees paid. See Part II Item 8 of the Annual Report	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	Provide information on company's external auditor, such as: 1. Name of the audit engagement partner: Cherrylin M. Javier	

governance (EESG) issues of its business, which underpin sustainability.		The Board is required to have a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of EESG issues which underpin sustainability under Clause 8.2 of the CG Manual.	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Provide link to Sustainability Report, if any. Disclose the standards used. The Sustainability Report was attached as an annex to the Annual Report that is posted in the Company's website: https://www.cic.ph/download/attachment-2019-sec-form-17a-notarized-merged-for-sub-compressed/	

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

Recommendation 11.1

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any. https://www.cic.ph/	
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Supplemental to Principle 11

1. Company has a website disclosing up-to-date information on the following:		Provide link to company website https://www.cic.ph/	
a. Financial statements/reports (latest quarterly)	Compliant	See Governance	
b. Materials provided in briefings to analysts and media	Compliant	See Investor Relations	
c. Downloadable annual report	Compliant	See Governance	
d. Notice of ASM and/or SSM	Compliant	See Disclosures	
e. Minutes of ASM and/or SSM	Compliant	See Governance / Disclosures	
f. Company's Articles of Incorporation and By-Laws	Compliant	See Governance	
1. Company complies with SEC-prescribed website template.	Compliant		
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	List quality service programs for the internal audit functions. a. Design Effectiveness Audit b. Operating Effectiveness Audit c. Compliance Audit	

		<p>d. Ad Hoc Investigation</p> <p>Indicate frequency of review of the internal control system</p> <p>Annual</p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Compliant</p>	<p>Identify international framework used for Enterprise Risk Management</p> <p>COSO ERM Framework</p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> 1. Company's risk management procedures and processes <ul style="list-style-type: none"> a. Control environment b. Risk assessment c. Control Activities d. Information and Communication e. Monitoring 2. Key risks the company is currently facing <p>The Company has identified the types of risks that it usually faces and, on an annual basis, the Internal Audit team together with the Audit & Risk Oversight Committee come up with a focus area and the audits for that year will revolve around that chosen focus area.</p> 	

		<p>2. Accreditation number; 0055-AR-4</p> <p>3. Date Accredited; 04 September 2019</p> <p>4. Expiry date of accreditation; 04 September 2022</p> <p>5. Name, address, contact number of the audit firm: Isla Lipana & Co. Philamlife Tower, 8767 Paseo de Roxas, Makati City</p>	
<p>2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).</p>	Compliant	<p>Provide information on the following:</p> <ol style="list-style-type: none"> 1. Date it was subjected to SOAR inspection, if subjected; 2. Name of the Audit firm; and 3. Members of the engagement team inspected by the SEC. <p>Isla Lipana & Co agreed to be subjected to SOAR but has not yet been selected for review.</p>	
<p>Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.</p>			
<p>Recommendation 10.1</p>			
<p>1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and</p>	Compliant	<p>Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.</p>	

		<p>3. How the company manages the key risks CIC ERM Framework and regular audits</p> <p>Indicate frequency of review of the enterprise risk management framework.</p> <p>Annual and as necessary</p>	
Supplement to Recommendations 12.1			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p> <p>The Company's commitment to compliance with laws and regulations is enshrined in the Code of Ethics which mandates the Board to ensure faithful compliance by the Company with all applicable laws, regulations and best business practices. This is embodied in the Company's Ethics Program which is made of two parts: the first is the Code of Ethics which is the core of the program; while the second part is the Ethics Training. Employees are required to undergo ethics training during on-boarding and annually which is designed to help them gain familiarity with the Code of Ethics,</p>	

		<p>gain the tools for ethical decision making, and learn about resources available in case they have questions or concerns.</p> <p>Indicate frequency of review.</p> <p>Ethics training is reviewed and revised annually.</p>	
Optional: Recommendation 12.1			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>	Compliant	<p>Provide information on IT governance process</p> <p>The Company has an Information Security Policy that includes governance framework and processes pertaining to, among others, information security, disaster recovery, information control, incident management, and network security.</p>	
<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p>	Compliant	<p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p> <p>The Company has an in-house Internal Audit team.</p>	
Recommendation 12.3			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	Compliant	<p>Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a</p>	

		document containing his/her responsibilities. The Company's Chief Audit Executive is Ms. Ma. Victoria A. Betita, who is also the Chief Finance Officer. The CAE leads the internal audit team, evaluates the adequacy and effectiveness of the Company's internal control system, Corporate governance and risk management.	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third-party service provider.	Compliant	The Chief Audit Executive is the internal audit head that oversees internal audit activities and evaluates the adequacy and effectiveness of the Company's internal control system.	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Not applicable	Identify qualified independent executive or senior management personnel, if applicable.	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Provide information on company's risk management function. The Company has a Risk Management and Assurance Group that is both responsible for Risk Management as well as Internal Audit.	

Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	<p>Identify source of external technical support, if any.</p> <p>Consultants specializing on specific risk areas (e.g., brokers for insurance related matters; subject matter experts for tax, business process, etc.).</p>	
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	<p>Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.</p> <p>The Chief Risk Officer is Ms. Ma. Victoria A. Betita, who is tasked with establishing the Company's risk management policy, strategies and initiatives.</p>	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	<p>Ms. Ma. Victoria A. Betita is also the Company's Chief Finance Officer and Chief Audit Executive. She started working for the Company in 2001 as CFO of its biggest subsidiary, CCAC. She left the Company and returned in 2011 as its CFO.</p> <p>Ms. Betita obtained her Bachelor of Science in Management Engineering at the Ateneo de Manila University and a Masters in Business</p>	

		Management from the Asia Institute of Management.	
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	Provide link to CEO and CAE's attestation The Company and its affiliates comply with the provisions of SOX Section 302.	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed. CG Manual pp. 28-30	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Provide link to company's website https://www.cic.ph/?s=manual The basic shareholders rights are indicated in the Company's By-Laws and CG Manual, while all matters or actions that will require the vote of the stockholders will be submitted in a meeting with voting procedures, requirements and method of counting of votes indicated in required reports submitted to the SEC and PSE and disclosed accordingly.	

Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant		
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	<p>Provide information on all classes of shares, including their voting rights if any.</p> <p>The Company's capital stock is comprised of common shares only.</p>	
3. Board has an effective, secure, and efficient voting system.	Compliant	<p>Provide link to voting procedure. Indicate if voting is by poll or show of hands.</p> <p>Voting is by poll.</p> <p>2019 Information Statement; https://www.cic.ph/download/information-statement-3/?wpdmcl=4208&refresh=5cdbc1574edc61557905751</p>	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	<p>Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any.</p> <p>The Company complies with the Revised Corporation Code which allows cumulative voting and enables minority shareholder representation in the Board and supermajority or at least two thirds votes for fundamental corporate actions. No single stockholder owns two thirds of the</p>	

		outstanding capital stock, hence, the minority stockholders votes are indispensable to achieve supermajority voting requirement.	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution) Company By-Laws Art II Sec 2 No special meeting of the stockholders was called and convened in 2019.	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	Provide information or link/reference to the policies on treatment of minority shareholders CG Manual pp. 28-30	
7. Company has a transparent and specific dividend policy.	Compliant	Provide information on or link/reference to the company's dividend Policy. CIC Website: https://www.cic.ph/download/a2-2018-ir-kit/?wpdmdl=4223&refresh=5cda6c9c2af691557818524 Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-	

		<p>dividends, indicate if the company paid the dividends within 60 days from declaration</p> <p>Relevant information on dividends are disclosed in the Annual Report</p>	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	<p>Identify the independent party that counted/validated the votes at the ASM, if any.</p> <p>Isla Lipana & Co.</p>	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out</p> <p>The Notice and Agenda of the Annual Stockholders Meeting scheduled on July 10, 2019 was released at least 28 days before the meeting.</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Directors do not receive any compensation as members of the Board; they only receive per diems.</p>	

		<p>There was no approval of remuneration of Directors and Officers. Information on remuneration was provided in the Information Statement (Directors' per diem and the remuneration of the top 5 executives as a group).</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p> <p>https://www.cic.ph/download/attachment-2019-dis-cic-complete-signed/?wpdmdl=4551&refresh=5f2ba669b11d31596696169</p>	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:		<p>Provide link or reference to the company's notice of Annual Shareholders' Meeting</p> <p>https://www.cic.ph/download/attachment-2019-dis-cic-complete-signed/</p>	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	<p>2019 Information Statement</p> <p>https://www.cic.ph/download/attachment-2019-dis-cic-complete-signed/</p>	
b. Auditors seeking appointment/re-appointment	Compliant	<p>2019 Information Statement</p> <p>https://www.cic.ph/download/attachment-2019-dis-cic-complete-signed/</p>	

c. Proxy documents	Compliant	2019 Information Statement https://www.cic.ph/download/attachment-2019-dis-cic-complete-signed/	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Provide link or reference to the rationale for the agenda items The rationale for agenda items for the annual stockholders meeting is indicated in Part I (D) of the 2019 Information Statement.	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM. The Results of the Annual Stockholders Meeting in 2019 was disclosed in SEC Form 17C and filed with the SEC and PSE	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	Provide link to minutes of meeting in the company website. Minutes of the Annual Stockholders Meeting on July 10, 2019 was uploaded in the Company's Website	

<https://www.cic.ph/download/minutes-of-the-2019-asm-july-10-2019/?wpdmdl=5451&refresh=5f28d88db21e71596512397>

Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.

(a) Approval of the Minutes of the Meeting of the Stockholders held on July 11, 2018

**345,560,433 shares
representing 84.84% of the
outstanding capital stock,
cast in favor of the approval**

(b) Approval of Audited Financial Statements for the fiscal year ended December 31, 2018

**345,560,433 shares
representing 84.84% of the
outstanding capital stock,
cast in favor of the approval**

(c) Election of Directors

**345,560,433 votes were cast in
favor of each of the nominees
for directors**

		<p>(d) Appointment of External Auditors</p> <p>345,560,433 shares representing 84.84% of the outstanding capital stock, cast in favor of the appointment of Isla Lipana & Co. as external auditors.</p> <p>(e) Amendment of the Articles of Incorporation</p> <p>345,560,433 shares representing 84.84% of the outstanding capital stock, cast in favor of the approval of the amendment of the sixth article of the Articles of Incorporation</p> <p>(f) Ratification of Actions of the Board and Management</p> <p>345,560,433 shares representing 84.84% of the outstanding capital stock, cast in favor of the approval of the actions of the Board and Management during the period from July 11, 2018 up to the date of the 2019 Annual Stockholders Meeting.</p> <p>Indicate also if the voting on resolutions was by poll.</p>	
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		<p>Voting was by poll</p> <p>Include whether there was opportunity to ask question and the answers given, if any</p> <p>The shareholders present were afforded an opportunity to ask questions as indicated in the Minutes of the ASM in the link below:</p> <p>https://www.cic.ph/download/minutes-of-the-2019-asm-july-10-2019/?wpdmdl=5451&refresh=5f28d88db21e71596512397</p>	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	<p>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting</p> <p>Isla Lipana & Co., the Company's independent auditors, were present during the ASM in 2019. There was no special meeting of the stockholders called during 2019.</p>	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes</p> <p>The Company complies with, abides and is guided by the policy set forth</p>	

	<p>in Republic Act No. 9285, otherwise known as the "Alternative Dispute Resolution Act of 2004", in handling conflicts or differences between the Company and its stockholders as well as third parties in that:</p> <ol style="list-style-type: none"> 1. The Company promotes party autonomy in the resolution of disputes or the freedom of the parties to make its own arrangements, together with the counter-party, to resolve their disputes. 2. The Company resorts to Alternative Dispute Resolution (ADR) as an important means to achieve speedy and impartial justice and declog court dockets. 3. The Company considers ADR as an efficient tool and an alternative procedure for the resolution of appropriate cases. 4. The Company considers and explores with the other party or parties involved mutually acceptable alternative means or procedures for resolving such dispute that are provided by law prior to resorting to court action, to the extent that such is feasible and will not prejudice the rights and interests of the Company. 	
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<p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>Provide link/reference to where it is found in the Manual on Corporate Governance</p> <p>Under Section 11.2 of the CG Manual, the Company is required to observe applicable laws and regulations in resolving intra-corporate disputes with stockholders, including the applicable rules on alternative dispute mechanisms to resolve such disputes in an amicable and effective manner.</p>	
<p>Recommendation 13.5</p>			
<p>1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.</p>	<p>Compliant</p>	<p>Disclose the contact details of the officer/office responsible for investor relations, such as:</p> <ol style="list-style-type: none"> 1. Name of the person 2. Telephone number 3. Fax number 4. E-mail address <p>Grace Z. Velasco Vice President, Investor Relations and Corporate Planning Direct Line: +63-2-850-1367 loc. 461 Mobile: +63-998-959-0344 Email: grace.velasco@cic.ph</p>	
<p>2. IRO is present at every shareholder's meeting.</p>	<p>Compliant</p>	<p>Indicate if the IRO was present during the ASM.</p> <p>The IRO was present during the ASM</p>	

Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	Provide information on how anti-takeover measures or similar devices were avoided by the board, if any. The Articles of Incorporation and By-Laws do not contain any anti-takeover measures or similar measures that may entrench ineffective management or existing controlling shareholder group.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	Indicate the company's public float. Public ownership is at 30.61%	

Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM CG Manual	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.		Disclose the process and procedure for secure electronic voting in absentia, if any.	

Duties to Stakeholders

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

Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation	Compliant	Identify the company's shareholder and provide information or reference	

<p>between them and the company in creating wealth, growth and sustainability.</p>		<p>to a document containing information on the company's policies and programs for its stakeholders.</p> <p>The Company's duties to its stakeholders can be found in its CG Manual, the Code of Ethics and the CIC Website: Governance</p>	
Recommendation 14.2			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>Compliant</p>	<p>Identify policies and programs for the protection and fair treatment of company's stakeholders</p> <p>Code of Ethics</p>	
Recommendation 14.3			
<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>Compliant</p>	<p>Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.</p> <p>Stakeholders may communicate their concerns to any of the following:</p> <p>Chief Finance Officer at: victoria.beita@cic.ph</p> <p>Investor Relations Officer at : grace.velasco@cic.ph</p> <p>Chief Governance Officer at: omar.taccad@cic.ph</p>	

		<p>Provide information on whistleblowing policy, practices and procedures for stakeholders</p> <p>The Company has a Policy on Whistleblowing that encourages reporting of any violation of corporate governance rules and stakeholders may communicate their concerns through any of the following means:</p> <p>a) Website at: https://proactivehotline.punongbayan-arraulo.com/report/concepcion</p> <p>b) Face to face with the Ethics and Compliance Officer</p> <p>c) Dedicated hotline number</p>	
Supplement to Recommendation 14.3			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	<p>Compliant</p>	<p>Provide information on the alternative dispute resolution system established by the company.</p> <p>Under Section 11.2 of the CG Manual, the Company is required to observe applicable laws and regulations in resolving intra-corporate disputes with stockholders, including the applicable rules on alternative dispute mechanisms to resolve such</p>	

		<p>disputes in an amicable and effective manner.</p> <p>To date there has been no dispute between the Company and key stakeholders that would require the adoption of an alternative dispute mechanism. However, agreements and partnerships have defined clauses on alternative dispute resolutions through arbitration.</p>	
Additional Recommendations to Principle 14			
<p>1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.</p>	Compliant	<p>Disclose any requests for exemption by the company and the reason for the request.</p> <p>No such request for exemption was made by the Company</p>	
<p>2. Company respects intellectual property rights.</p>	Compliant	<p>Provide specific instances, if any.</p> <p>Licensing Agreements with its partners eg. Carrier and Midea on the use of their intellectual property rights</p> <p>All software used by the Company are duly licensed</p>	
Optional: Principle 14			

1. Company discloses its policies and practices that address customers' welfare	Compliant	Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same. CIC website: https://www.cic.ph/governance/	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same. CIC Website: https://www.cic.ph/governance/	

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

Recommendation 15.1

1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation. CIC Website: https://www.cic.ph/governance/ ; Code of Ethics; Policy on Whistleblowing; Policy on Conflict of Interest	
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Supplement to Recommendation 15.1

1. Company has a reward/compensation policy that accounts for the performance	Compliant	Disclose if company has in place a merit-based performance incentive mechanism such as an employee	
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<p>of the company beyond short-term financial measures.</p>		<p>stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.</p> <p>The Company has a policy on annual merit increase and performance incentive awards that are tied-up to employees' performance assessment. The Company also established a Long-Term Share Incentives Plan which is a merit-based performance incentive mechanism.</p>	
<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>Compliant</p>	<p>Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</p> <p>The Company has an Environment Health and Safety Policy, procedures, programs and standards which reflect and are consistent with health, environmental protection and workers safety requirements under the laws.</p>	
<p>3. Company has policies and practices on training and development of its employees.</p>	<p>Compliant</p>	<p>Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended.</p>	

		Training Policy which includes the requirement for orientation courses for new employees, as well as soft skills, hard skills and technical skills development programs.	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	Identify or provide link/reference to the company's policies, programs and practices on anti-corruption Code of Ethics; Policy on Corrupt Payments	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Identify how the board disseminated the policy and program to employees across the organization Policies and programs are posted on the Company's intranet and disseminated through emails. Annual trainings are conducted online and by the Human Resource Group.	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices. Code of Ethics; Policy on Corrupt Payments; Code of Conduct	

		Include any finding of violations of the company policy.	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	<p>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees.</p> <p>Policy on Whistleblowing</p> <p>Any unethical behavior is reported via:</p> <p>a) Website at: https://proactivehotline.punongbayan-arraulo.com/report/concepcion</p> <p>b) Face to face with the Ethics and Compliance Officer</p> <p>c) Dedicated hotline number</p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.</p> <p>Provide contact details to report any illegal or unethical behavior.</p>	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	Policy on Whistleblowing	

<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compliant</p>	<p>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <p>The Chief Executive Officer regularly reports on the Ethics Programs of the Company, which includes those reported under the Policy on Whistleblowing.</p>	
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Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

Recommendation 16.1

<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</p> <p>Environment Health and Safety Policy;</p> <p>Annual CSR programs eg tree planting and repainting of schools were the Company operates.</p> <p>In response to the COVID-19 pandemic this 2020, the Company donated airconditioning units, washing machines and other electrical appliances to government institutions and agencies for use in</p>	
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		health facilities combatting the outbreak. In addition, the Company, through its wholly-owned subsidiary, developed a community-based emergency response online platform that connects individuals or groups with communities needing assistance during a crisis which the Company has utilized as an active response to the COVID-19 outbreak by allowing verified organizations to request urgent needs and donors to view and respond to such requests in real time.	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development. Environment Health and Safety Policy	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates. Environment Health and Safety Policy; Annual CSR programs eg tree planting and repainting of schools were the Company operates.	

July 7, 2020

CERTIFICATION

This attests that the Institute of Corporate Directors (ICD) annually organizes training sessions in connection with corporate governance that have been approved by the country's regulators such as the SEC and GCG.

This also attests that the training session "Advanced Corporate Governance Training" that was organized and exclusively conducted by the Institute of Corporate Directors for RFM Corporation and Concepcion Industrial Corporation last November 22, 2020 at Manila Golf and Country Club, Forbes Park in Makati City was attended by the following from Concepcion Industrial Corporation:

1. Mr. Omar Taccad
2. Ms. Victoria A. Betita

This certification is being issued to the above-listed concerned upon their request for whatever legal purpose it may serve.


Mary Rose G. Anatalio
Director - Board Services
Institute of Corporate Directors

Pursuant to the requirements of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant, Concepcion Industrial Corporation, in the City of Muntinlupa this ____ day of _____, 2020.

By:



RAUL JOSEPH A. CONCEPCION
Chairman of the Board and President & CEO



CESAR A. BUENAVENTURA
Independent Director



OMAR C. TACCAD
Compliance Officer



ALFREDO E. PASCUAL
Independent Director



JAYSON L. FERNANDEZ
Corporate Secretary

SUBSCRIBED AND SWORN TO, before me this 27 day of AUG 27 2020, affiants exhibiting to me their validly executed government IDs as follows:

Name	Competent Evidence of Identification	Valid Until
Raul Joseph A. Concepcion	Passport No. P6306423A	03-05-2028
Cesar A. Buenaventura	Tax Identification No. 121-507-656	
Alfredo E. Pascual	Tax Identification No. 148-805-249	
Jayson L. Fernandez	Driver's License No. N01-88-83452	01-07-2021
Omar C. Taccad	Driver's License No D06-86-020909	11-28-2023

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Book No. 267
Series of 2020

PATRICIO L. BONCAYAO, JR.
NOTARY PUBLIC
2ND FLOOR, KLC (FORMERLY ANCESTRY)
BLDG., ROTONDA/ALABANG, MUNT. CITY
MCLE COMPLIANCE NO. VI-0008192
ISSUED ON 04-23-18
VALID UNTIL 4-14-22
BP LIFETIME NO. 019651-11-06-15
PASAY CITY
PTR # 3734266-01-02-20
MC-20-004, MUNTINLUPA CITY
UNTIL 12-31-21
TIN 137-734-581
ROLL # 33796
TEL NO. 800-70-11



July 7, 2020

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2. Ms. Victoria A. Betita

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Mary Rose G. Anatalio
Director - Board Services
Institute of Corporate Directors

21 July 2020

SECURITIES AND EXCHANGE COMMISSIONG/F Secretariat Building
PICC Complex, Roxas Boulevard
Pasay CityAttention: **ATTY. RACHEL ESTHER J. GUMPANG-REMALANTE**
Officer-In-Charge
Corporate Governance & Finance Department

Gentlemen:

Concepcion Industrial Corporation, in compliance with SEC Memorandum Circular No. 24 Series of 2019, respectfully submits the attendance of the Directors at the Board Meetings held in the year 2019, as follows:

Board	Name	No. of Meetings Held	No. of Meetings Attended	%
Chairman	Raul Joseph A. Concepcion	6	6	100
Member	Renna H. Angeles	6	4	66
Member	Raissa H. Posadas	6	4	66
Member	Marie Victoria C. Young	6	4	66
Member	Jose Ma. A. Concepcion III	6	4	66
Member	Raul Anthony A. Concepcion	6	6	100
Independent Director	Cesar A. Buenaventura	6	6	100
Independent Director	Alfredo E. Pascual*	3	2	66
Independent Director	Melito S. Salazar, Jr.**	1	1	100

*Elected at the Annual Stockholders' Meeting held on July 10, 2019

**Passed away on February 16, 2019

Yours sincerely,


JAYSON L. FERNANDEZ
Corporate Secretary