



**GT CAPITAL**  
HOLDINGS INCORPORATED

# **Legal and Compliance Policies and Procedures Manual**

Version 2.0

-- May 2019

GT Tower  
International  
Ayala Avenue, Makati





**GT CAPITAL**  
HOLDINGS INCORPORATED

**Legal and Compliance Department**  
**Policies and Procedures Manual**

## **Release Authorization**

This document is authorized for release upon the approval of the following:

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*Head of Legal and Compliance*

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*Date*



## Version History

Version	Date Updated	Description of Changes	Updated by	Approver
0.1	23-Jan-13	Initial release of the document in electronic format for review of GT Capital	Isla Lipana & Co.	
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## 1. Introduction

The Legal and Compliance Department is in charge of managing the legal and regulatory compliance requirements of the Company. It monitors and directs the activities of the Company in relation to compliance with relevant laws, including legislative requirements, industry codes, organizational standards, as well as standards of good corporate governance.

The Company's legal and regulatory functions include, at the minimum, the following tasks:

1. Legal functions, including:
  - a. Providing advice on all legal issues within the Company
  - b. Playing a role in contract negotiations
  - c. Drafting legal documents
  - d. Educating employees on legal matters
  - e. Initiating corporate activities relating to its duties
2. Regulatory compliance functions, including:
  - a. Timely submission of regulatory requirements
  - b. Keeping updated on changes in and ensuring adherence to relevant laws, rules, and regulations
  - c. Liaising with regulators
  - d. Developing new strategies and processes in light of any changes in law, rules or regulations
  - e. Assisting in training employees on regulatory issues

This Manual is intended to help employees of the Company conform to the requirements, responsibilities, standards, and objectives for legal and regulatory compliance. Due to the diverse nature of the processes involved, implementation of internal controls and risk management guidelines is important and shall be given due consideration.

This Manual shall be read in the context of relevant laws, rules, regulations, and related internal policies. Any change in the foregoing rules, laws, regulations and internal policies shall supersede the provisions of this Manual.

Any substantive change to this Manual shall be reviewed and approved by the authorized officer/s.



## 2. Objectives

The Legal and Compliance Department shall be guided by the following objectives:

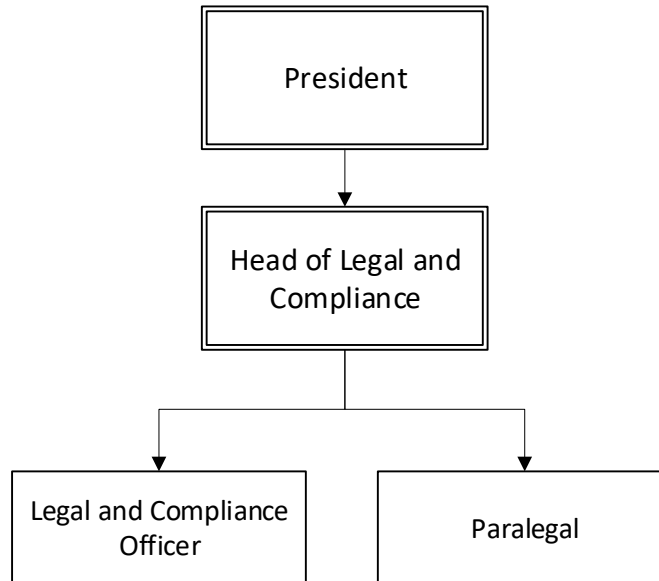
1. To ensure that the Company adheres to the legal and regulatory requirements of relevant agencies
2. To provide an accessible means of reporting actual or suspected violations of laws or regulations
3. To uphold the best interests of the Company
4. To ensure that the Company adheres to best practices in corporate governance, as far as practicable
5. To maintain good internal control systems in compliance with relevant rules, laws, regulations, and policies
6. To ensure that no aspect of any transaction entered into by the Company is contrary to any law, rule, regulation, or Company policy
7. To promote group-wide sustainability practices jointly with the Risk Department.
8. To ensure accurate and timely disclosures of material information to the general public
9. To establish a compliance program aligned with the Company's strategic objectives





### 3. Organizational Chart

The Legal and Compliance Department is headed by the Head of Legal and Compliance, who is assisted by the Legal and Compliance Officer and the Paralegal. Delineation of duties and responsibilities within the Department is presented in the diagram below:



**Figure 3-1. Legal and Compliance Department Organization Chart**





## 4. Duties and Responsibilities

This section presents the duties and responsibilities of Legal and Compliance Department personnel.

For the detailed job description, responsibilities, reporting structure, and qualification requirements, refer to the Job Descriptions maintained by the Human Resources and Administration Department.

### Head of Legal and Compliance

The Head of Legal and Compliance, who shall have, as far as practicable, the rank of at least senior vice-president, or equivalent position and stature within the Corporation, and shall not be a member of the Board, ensures that the Corporation complies with all laws, rules and regulations applicable to it; that legal services are timely and correctly provided to all the departments of the Company; that the Company is properly represented before the courts, quasi-judicial and administrative and regulatory agencies, and other pertinent government bodies; that there is proper coordination with external legal counsel with respect to matters referred to them; and that other legal and compliance and policy matters as may be referred by the Board, the President, or other members of management are handled appropriately.

The major responsibility of the Head of Legal and Compliance is to oversee and supervise:

1. Legal advice provided to other departments
2. Negotiation, drafting, and review of contracts
3. Coordination with regulators on legal, regulatory, and policy matters affecting the operations and initiatives of the Company
4. Monitoring of legal cases handled by external legal counsel
5. Development and maintenance of all governance related policies and procedures
6. Appearance before various courts and quasi-judicial and administrative agencies on matters directly affecting the Company
7. Performance of other functions reasonably germane to the foregoing responsibilities as may be assigned from time to time



### **Legal & Compliance Officer**

The Legal and Compliance Officer ensures compliance with legal and regulatory matters affecting the Company and supports the activities of the Head of Legal and Compliance.

The major responsibilities of the Legal and Compliance Officer are as follows:

1. Provide legal advice and services to all departments of the Company and support the Head of Legal and Compliance
2. Assist in negotiating, drafting, and reviewing contracts of the Company
3. Coordinate with regulators on legal, regulatory, and policy matters affecting the operations and initiatives of the Company and perform tasks necessary to ensure compliance with rules and regulations of the Securities and Exchange Commission (SEC), the Philippine Stock Exchange (PSE), the Philippine Dealing and Exchange Corporation (PDEX), and other relevant regulatory agencies
4. Assist in monitoring legal cases handled by the external legal counsel
5. Assist in the development and maintenance of all governance related policies and procedures
6. Appear before various courts and quasi-judicial and administrative agencies on matters directly affecting the Company
7. Perform other functions reasonably germane to the foregoing responsibilities as may be assigned from time to time

### **Paralegal**

The major responsibilities of the Paralegal are as follows:

1. Assist in carrying out the tasks of the Head of Legal and Compliance and the Legal and Compliance Officer
2. Conduct fact checking, investigation and research
3. Prepare and file documents with administrative, governmental and regulatory agencies
4. Coordinate and liaise with agencies such as the SEC, the Bureau of Internal Revenue (BIR), etc.
5. Perform other functions reasonably germane to the foregoing responsibilities as may be assigned from time to time



## 5. General Guidelines

### 5.1 Conflict of Interest

The Head of Legal and Compliance, Legal and Compliance Officers, and the Paralegals shall adhere to the Company's Policy on Conflict of Interest in performing their duties and responsibilities and shall act in the best interests of the Company.

### 5.2 Authorization and Approval

1. All contracts entered into by the Company shall be reviewed by a Legal and Compliance Officer and the Head of Legal and Compliance before approval by the appropriate level of management and when necessary, the Company's Board of Directors.
2. Authorized signatories shall read and understand documents duly approved by them and shall be responsible for the commitments contained therein.
3. Level and delegation of authority shall be based on the Company's Omnibus Resolution on Authorized Signatories and special resolutions approved by the Board of Directors existing at the time of execution of the documents.

### 5.3 Segregation of Duties

1. Appropriate policies, procedures, workflows, and controls shall be in place to establish adequate segregation of duties.
2. The Legal and Compliance Department shall be segregated from the following functions:
  - a. Corporate Planning and Business Development
  - b. Investor Relations
  - c. Accounting and Financial Control
  - d. Risk
  - e. Human Resources and Administration
  - f. Internal Audit
3. When management accepts incompatible duties, appropriate and sufficient mitigating controls shall exist and proper documentation shall be observed.



4. The accountability and workload of each Department staff shall be regularly reviewed and monitored by the Head of Legal and Compliance.

## **5.4 Compliance with Relevant Laws, Rules, Regulations, and Internal Policies**

1. The Company is strongly committed to conducting its business affairs with honesty, integrity, and in full compliance with all applicable laws, rules, and regulations.
2. Employees of the Company shall carry out their tasks in accordance with the applicable legal and compliance framework and generally accepted standards of sound financial and administrative practice.
3. The Company complies with all applicable laws, rules and regulations, including but not limited to the following:
  - a. Corporation Code of the Philippines
  - b. Labor Code of the Philippines
  - c. Securities Regulation Code (SRC)
  - d. Implementing Rules and Regulations of the SRC
  - e. Data Privacy Act
  - f. SEC Rulings and Memorandum Circulars
  - g. PSE Rules and Regulations
  - h. The Company's Code of Ethics
  - i. The Company's Corporate Governance Manual
4. The Legal and Compliance Department shall be consulted for additional guidance on legal matters when necessary.



## **5.5 Documents Management**

1. All documents pertaining to the transactions of the Company shall be treated as business assets.
2. All documents produced by the Company shall be its property, including the intellectual property contained therein.
3. The Company shall classify all documents based on its Information Handling Policy for the purpose of managing legal, regulatory, and compliance risks and to facilitate the efficient location, retrieval, and sharing of such documents.
4. A repository of scanned copies of documents shall be maintained to facilitate retrieval and document back-up.
5. The Company is strongly committed to conducting its business in an environmentally responsible manner and with highest regard to proper business ethics.



## 6. Processes

This section enumerates the general processes undertaken by the Legal and Compliance Department.

Contract  
Management and  
Legal Service

Compliance  
Reporting

Corporate  
Governance

Corporate  
Housekeeping

### Contract Management and Legal Service

This process involves the creation, execution, and closing-out of contracts entered into by the Company. It also involves steps taken to ensure proper negotiation, compliance, as well as documentation, and amendments to the contract. This process also includes managing any request for legal opinion or assistance from the Legal and Compliance Department.

### Compliance Reporting

This process involves the production and submission of periodic reports in compliance with the requirements set by relevant regulatory bodies (i.e., structured reporting) including the production and submission of necessary disclosures/reports, triggered by specified events, in compliance with the requirements set by relevant regulatory bodies (i.e., unstructured reporting).

### Corporate Governance

This process involves ensuring that the Company adheres to best practices on corporate governance.

### Corporate Housekeeping

This process involves document administration and conduct of various corporate activities within the scope of the Legal and Compliance Department.



## 6.1 CONTRACT MANAGEMENT AND LEGAL SERVICE

### 6.1.1 Legal Review of Documents

#### 6.1.1.1 Overview

The legal review of documents by the Legal and Compliance Department involves the process of systematically and efficiently managing the legal review of various documents of the Company in order to minimize risks associated with such documents. It also includes guidelines to improve contract terms, and manage possible issues, disputes and claims.

#### 6.1.1.2 Definition of Terms

1. Claim

A demand for money due, property, damages, or the enforcement of a right.

2. Dispute

A contested issue between parties which is settled through judicial or extrajudicial means.

3. Document

Any piece of written, printed, or electronic matter that provides information relating to a particular matter involving the Company or any of its interests (e.g. contracts, agreements, and letters).

4. Execution

Begins when final changes to the terms and conditions are incorporated into the document and ends when appropriate signatures are obtained (or if applicable, notarized) and the document is implemented.

5. Issue

Any matter of dispute in a legal or non-legal controversy.





## 6. Key stakeholders

Key stakeholders shall include, but are not necessarily limited to, the Proponent and/or appropriate senior management.

## 7. Proponent

A party requesting the Legal and Compliance Department to review any document.

### 6.1.1.3 Policies

#### Definition of Stakeholders and Roles

6.1.1.3.1 The Legal and Compliance Officer shall identify the Company's key stakeholders in relation to the document.

6.1.1.3.2 Key stakeholders may be requested to be involved during the legal review process, especially in the assessment of associated risks and the establishment of evaluation criteria for review.

#### Assessment of Level of Risk

6.1.1.3.3 The Legal and Compliance Department shall evaluate the terms of the document and consult the appropriate stakeholder/s to identify and quantify the internal and external risks associated with the document.

6.1.1.3.4 The Legal and Compliance Department shall be responsible for the proposed actions to mitigate the identified risks.

#### Definition of Document Requirements and Scope of Work

6.1.1.3.5 The Legal and Compliance Department shall work with the appropriate stakeholders to determine the appropriate document parameters and requirements, including the negotiable and non-negotiable provisions.

#### Clarification of Document Issues

6.1.1.3.6 The Legal and Compliance Department shall determine the important issues that may arise from the terms and conditions of the document.



#### Analysis and Improvement of Documents

- 6.1.1.3.7 The Legal and Compliance Department shall improve the document using data and information gathered from key stakeholders during the course of the legal review.

#### Management of Issues, Disputes, and Claims

- 6.1.1.3.8 All issues that may result in disputes, claims, or which may be reasonably expected to be subject to corrective action shall be noted by the Legal and Compliance Department.
- 6.1.1.3.9 In cases which may result in a claim, the Legal and Compliance Department shall determine the validity of the claim.
- 6.1.1.3.10 The Company may decide to settle an issue, dispute or claim through judicial or extrajudicial means, upon recommendation of the Head of the Legal and Compliance Department and approval by the President, and, if necessary, the Company's Board of Directors.

#### Management of Renewals and Terminations

- 6.1.1.3.11 If a request is made to renew or extend existing document/s, the Legal and Compliance Department shall consult with key stakeholders to ensure their agreement to the terms and conditions of the renewed or extended document/s.

### **6.1.2 Request for Drafting of Contracts or Other Documents**

#### 6.1.2.1 Overview

This involves the process of systematically and efficiently managing contract or document creation to be able to maximize the financial and operational performance, as well as effectively minimize risks associated with contracts or documents entered into by the Company. It entails proper monitoring and analysis of the whole contract or document, negotiation of terms and conditions, improvement of terms, and management of possible issues, disputes and claims.



#### 6.1.2.2 Definition of Terms

##### 1. Contract

An agreement with specific terms between two or more persons or entities in which there is a promise to give, to do, or not to do something for valuable consideration.

##### 2. Contract/Document Drafting

Begins when the request for a contract or document is received and ends when a complete draft and schedule of the contract or document is developed.

#### 6.1.2.3 Policies

##### Definition of Stakeholders and Roles

- 6.1.2.3.1 The Legal and Compliance Officer shall identify the Company's key stakeholders in relation to the contract or document.
- 6.1.2.3.2 Key stakeholders may be requested to be involved during the drafting of the contract or document, especially in the assessment of associated risks and the establishment of evaluation criteria for review.

##### Assessment of Level of Risk

- 6.1.2.3.3 The Legal and Compliance Department shall evaluate the terms of the contract or document and consult the appropriate stakeholder/s to identify and quantify the internal and external risks associated with the contract or document.
- 6.1.2.3.4 The Legal and Compliance Department shall be responsible for the proposed actions to mitigate the identified risks.
- 6.1.2.3.5 Only proposals acceptable to the key stakeholders shall be incorporated in the draft contract or document.



#### Definition of Contract Requirement and Scope of Work

- 6.1.2.3.6 The Legal and Compliance Department shall work with the appropriate stakeholders to determine the appropriate contract or document parameters and requirements, including the negotiable and non-negotiable provisions.

#### Draft Contracts and Schedules

- 6.1.2.3.7 The Legal and Compliance Department shall use a template, if available, and the requirements as determined in 6.4.4.4.3 of this section in drafting the contract or document.
- 6.1.2.3.8 All referenced schedules and exhibits shall be up-to-date and shall be attached to the draft contract or document.

#### Analysis and Improvement of Contracts or Documents

The Legal and Compliance Department shall improve the contract or document using data and information gathered from key stakeholders during the course of the drafting of the contract or document.

#### Management of Issues, Disputes, and Claims

- 6.1.2.3.9 All issues that may result in disputes, claims, or which may be reasonably expected to be subject to corrective action shall be noted by the Legal and Compliance Department.
- 6.1.2.3.10 In cases which may result in a claim, the Legal and Compliance Department shall determine the validity of the claim.
- 6.1.2.3.11 The Company may decide to settle an issue, dispute or claim through judicial or extrajudicial means, upon recommendation of the Head of the Legal and Compliance Department and approval by the President, and, if necessary, the Company's Board of Directors.



## 6.1.3 Request for Legal Opinion or Assistance

### 6.1.3.1 Overview

This involves the process of systematically and efficiently managing any request for legal opinion or assistance from the Legal and Compliance Department of the Company. It entails ensuring compliance with relevant laws and providing advice/assistance on all legal issues within the Company.

### 6.1.3.2 Definition of Terms

#### 1. External Counsel

Refers to any legal counsel not employed by the Company.

#### 2. Legal assistance

Any other request that does not fall under any other defined category.

#### 3. Legal opinion

A document containing the legal opinion issued by the Legal and Compliance Department in relation to a query made by the Proponent.

### 6.1.3.3 Policies

#### Adherence to Proper Laws and Regulations

- 6.1.3.3.1 The Legal and Compliance Department shall ensure that the Company conducts its business affairs with honesty, integrity and in full compliance with applicable laws, rules, and regulations.

#### Assessment of Level of Risk

- 6.1.3.3.2 The Legal and Compliance Department shall identify and quantify the internal and external risks associated with the query.



- 6.1.3.3.3 The Legal and Compliance Department shall be responsible for the proposed actions to mitigate the identified risks.

Clarification of Issues

- 6.1.3.3.4 The Legal and Compliance Department shall determine the important issues in relation to the query made by the Proponent.

## **6.1.4 Monitoring of Contracts**

### **6.1.4.1 Policies**

- 6.1.4.1.1 Upon execution of a contract, the Legal and Compliance Officer shall identify the provisions which require monitoring and the department in charge of the same.
- 6.1.4.1.2 Upon his/her review and confirmation of the above, the Head of Legal and Compliance shall communicate the above in writing to the department in charge. The advice shall also state that the department in charge shall advise the Legal and Compliance Department within a reasonable time of any possible non-compliance / issues; otherwise, it shall be presumed that the Corporation's contractual obligations are being complied with.
- 6.1.4.1.3 Nevertheless, the Head of Legal and Compliance shall identify major / important provisions in the executed contracts s/he deems will require active monitoring by the Legal and Compliance Department. The Paralegal shall record the same as well as the relevant dates when advice/appropriate action should be given to/taken by the Head of Legal and Compliance and/or department in charge.



## **6.1.5 Request for Issuance of Secretary's Certificate**

- 6.1.5.1 All requests for a Secretary's Certificate shall be coursed through the Legal and Compliance Department.
- 6.1.5.2 The Legal and Compliance Department shall ensure that only resolutions approved by the Board of Directors are attested to by the Corporate Secretary.
- 6.1.5.3 The Secretary's Certificate shall indicate the date of the relevant meeting and a resolution as approved by the Board of Directors.
- 6.1.5.4 The Paralegal shall keep original copies of the issued Secretary's Certificate.





## 6.1.6 Procedures

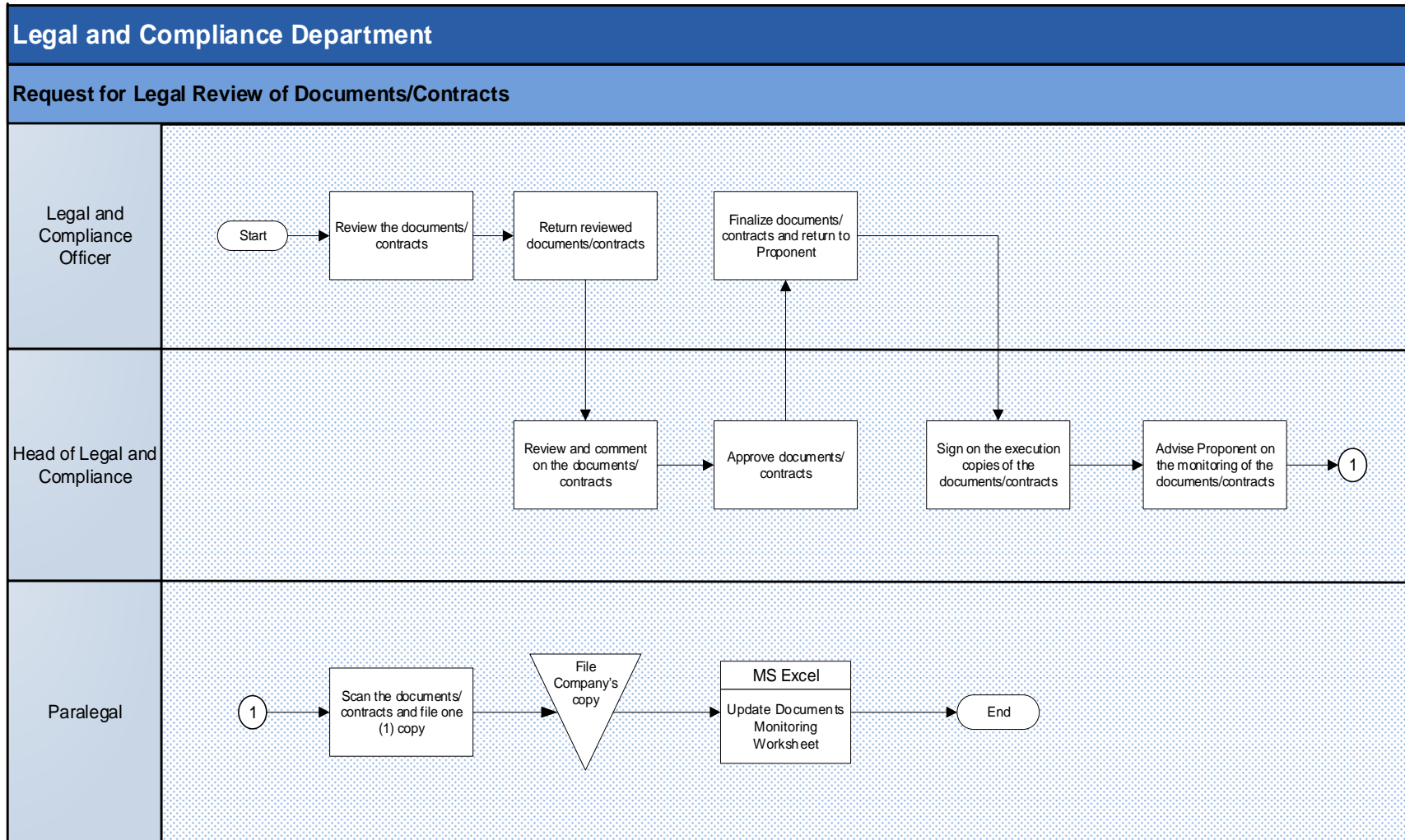


Figure 6.1-1 Request for Legal Review of Documents/Contract Process Map



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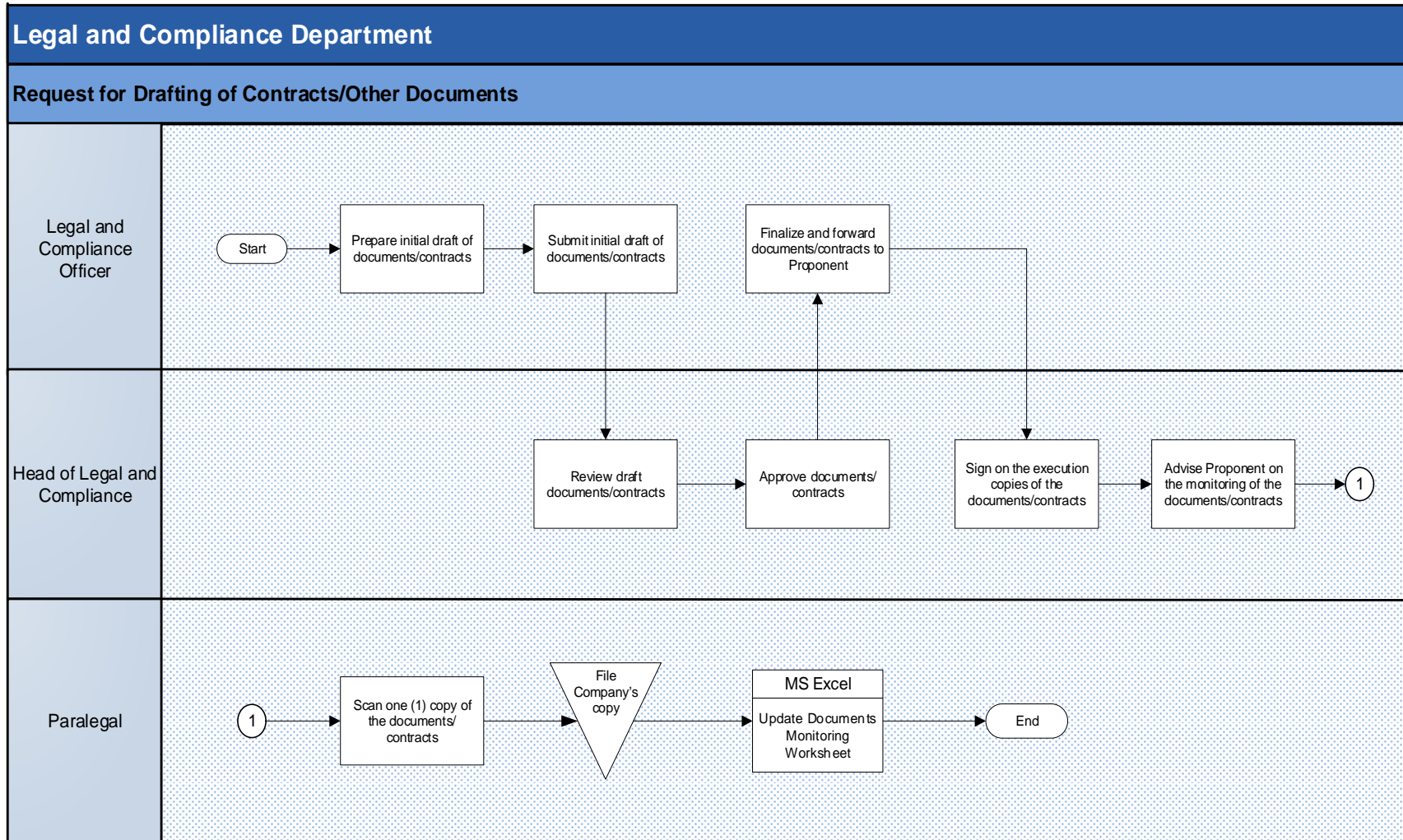


Figure 6.1-2 Request for Drafting of Contracts/Other Documents Process Map

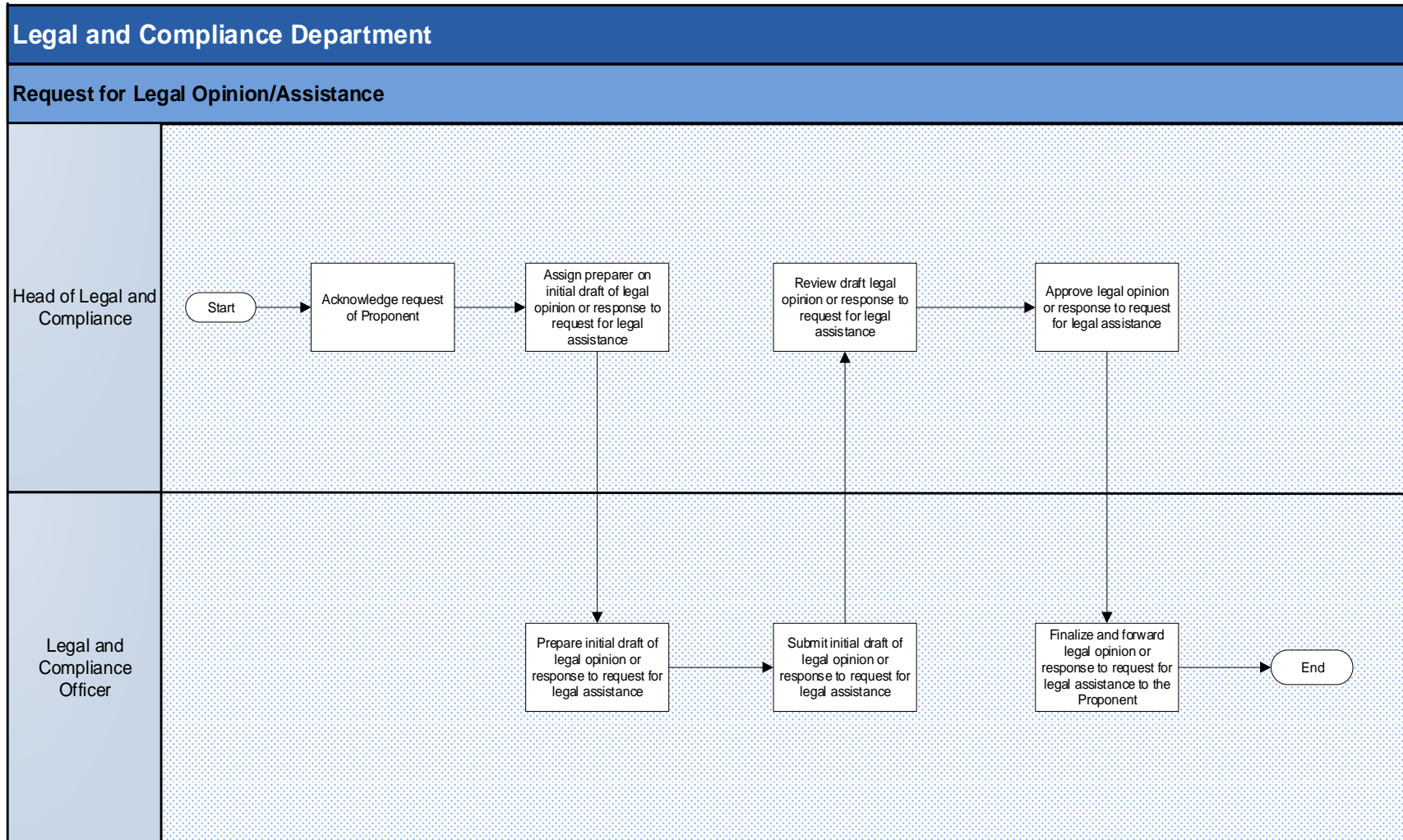


Figure 6.1-3 Request for Legal Opinion/Assistance Process Map

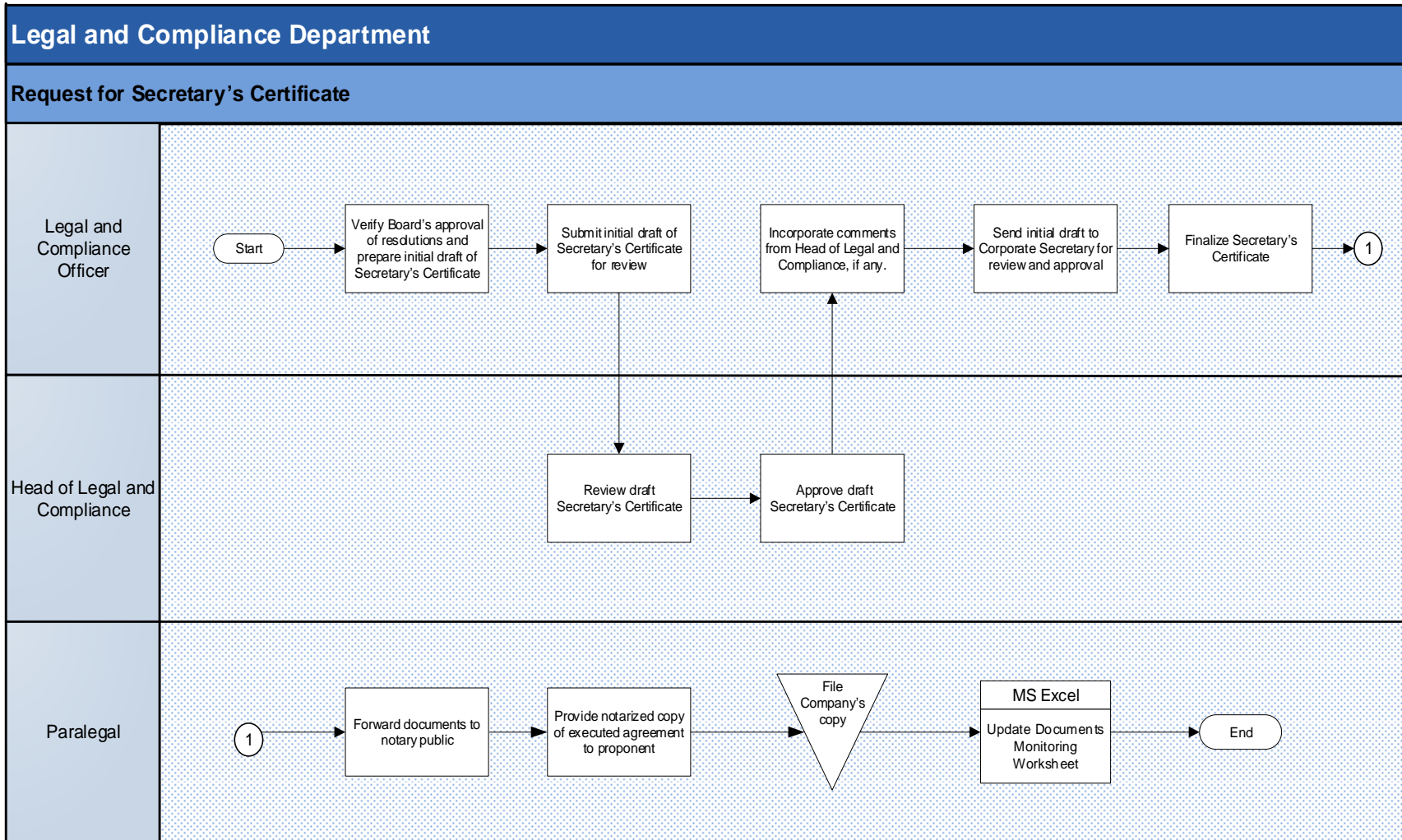


Figure 6.1-4 Request for Secretary's Certificate Process Map



PROCEDURE FOR REQUEST FOR LEGAL REVIEW OF DOCUMENTS/CONTRACT BY THE LEGAL AND COMPLIANCE DEPARTMENT		
Process	Person Responsible	Timeline
<p>1. Request for legal review of documents by sending an e-mail request to any Legal and Compliance Officer and copy furnish <a href="mailto:gtcaplegal@gtcapital.com.ph">gtcaplegal@gtcapital.com.ph</a> containing the following information:</p> <ul style="list-style-type: none"><li>i. A background of the nature of the documents/contracts;</li><li>ii. An attachment of the documents/contracts to be reviewed, preferably editable word file; and</li><li>iii. The deadline for the initial review of the documents/contracts, if shorter than:<ul style="list-style-type: none"><li>a) Ten (10) business days for new documents/contracts; or</li><li>b) Five (5) business days for renewal of documents/contracts.</li></ul></li></ul>	Proponent	
<p>2. Review the documents/contracts to ensure that the stipulations contained therein are complete, reasonable, and appropriate in such a manner that all stipulations are in line with the understanding of the all parties involved as explained by the key stakeholders. Thereafter, return the reviewed documents/contracts to the Head of the Legal and Compliance.</p>	Legal and Compliance Officer	Day 1-7 for new documents/contracts; Day 1-3 for renewal of documents/contracts
<p>3. Review and comment on the documents/contracts.</p>	Head of Legal and Compliance	Day 8-10 for new documents/contracts; Day 4-5 for renewal of documents/contracts





PROCEDURE FOR REQUEST FOR LEGAL REVIEW OF DOCUMENTS/CONTRACT BY THE LEGAL AND COMPLIANCE DEPARTMENT		
Process	Person Responsible	Timeline
4. Finalize and send the reviewed documents/contracts to the Proponent, copying as well <a href="mailto:gtcaplegal@gtcapital.com.ph">gtcaplegal@gtcapital.com.ph</a>	Legal and Compliance Officer	Day 10 for new documents/contracts; Day 5 for renewal of documents/contracts
5. Send further comments on the reviewed documents/contracts to the Legal and Compliance Department within three (3) business days from receipt of comments.	Proponent	Day 11-13 for revised documents/contracts; Day 6-8 for renewal of documents/contracts
6. Finalize the documents/contracts once no further comments are pending. Depending on the document, the Proponent and/or the Head of Legal and Compliance may initial execution copies of the document/s.	Proponent, Legal and Compliance Officer, and Head of Legal and Compliance	Day 14 for revised documents/contracts; Day 9 for renewal of documents/contracts
7. Advise the department in charge as regards monitoring of the contract/document.	Head of Legal and Compliance	
8. Scan and file one copy of the signed documents/contracts and record the advice on monitoring of the contract as well as the relevant dates on when advice/appropriate action should be given to/taken by the Head of Legal and Compliance and/or department in charge.	Paralegal	





PROCEDURE FOR REQUEST FOR DRAFTING OF CONTRACTS OR OTHER DOCUMENTS FROM THE LEGAL AND COMPLIANCE DEPARTMENT		
Process	Person Responsible	Timeline
<p>1. Request the Legal and Compliance Department to draft contracts/documents by sending an e-mail to any Legal and Compliance Officer copying <a href="mailto:gtcaplegal@gtcapital.com.ph">gtcaplegal@gtcapital.com.ph</a> containing the following information:</p> <ul style="list-style-type: none"><li>i. The background and nature of the transaction subject of the contracts/documents;</li><li>ii. An attachment of related contracts/documents, if any; and</li><li>iii. The deadline for the initial draft of contracts/documents, if shorter than:<ul style="list-style-type: none"><li>a) Ten (10) business days for contracts/documents without a template; or</li><li>b) Five (5) business days for contracts/documents with a template.</li></ul></li></ul>	Proponent	
<p>2. Draft the contracts/documents to ensure that the stipulations contained therein are complete, reasonable and appropriate in such a manner that all stipulations are in line with the understanding of the all parties involved as explained by the key stakeholders. Thereafter, send the draft contracts/documents to the Head of Legal and Compliance for review and comments.</p>	Legal and Compliance Officer	Day 1-7 for contracts/documents without a template; Day 1-3 for contracts/documents with a template
<p>3. Review and comment on the documents/contracts.</p>	Head of Legal and Compliance	Day 8-10 for contracts/documents without a template; Day 4-5 for contracts/documents with a template



**PROCEDURE FOR REQUEST FOR DRAFTING OF CONTRACTS OR OTHER DOCUMENTS FROM  
THE LEGAL AND COMPLIANCE DEPARTMENT**

Process	Person Responsible	Timeline
4. Finalize and send the initially reviewed drafts of the documents/contracts to the Proponent, copying as well <a href="mailto:gtcaplegal@gtcapital.com.ph">gtcaplegal@gtcapital.com.ph</a>	Legal and Compliance Officer	Day 10 for contracts/documents without a template; Day 5 for contracts/documents with a template
5. Send further comments on the reviewed documents/contracts to the Legal and Compliance Department within three (3) business days from receipt of comments.	Proponent	Day 11-13 for revised reviewed contracts/documents without a template; Day 6-8 for revised reviewed contracts/documents with a template
6. Finalize the documents/contracts once no further comments are pending. Depending on the document, the Proponent and/or the Head of Legal and Compliance may initial execution copies of the document/s.	Proponent, Legal and Compliance Officer, and Head of Legal and Compliance	Day 14 for new documents/contracts; Day 9 for renewal of documents/contracts
7. Advise the department in charge as regards monitoring of the contract/document.	Head of Legal and Compliance	
8. Scan and file one copy of the signed documents/contracts and record the advice on monitoring of the contract as well as the relevant dates on when advice/appropriate action should be given to/taken by the Head of Legal and Compliance and/or department in charge.	Paralegal	



PROCEDURE FOR REQUEST FOR LEGAL OPINION OR ASSISTANCE FROM THE LEGAL AND COMPLIANCE DEPARTMENT		
Process	Person Responsible	Timeline
<p>1. Request for a legal opinion or for legal assistance from the Legal and Compliance Department by sending an e-mail to any Legal and Compliance Officer copying <a href="mailto:gtpcaplegal@gtcapital.com.ph">gtpcaplegal@gtcapital.com.ph</a> containing the following information:</p> <ul style="list-style-type: none"><li>i. The factual background of the query or any relevant information;</li><li>ii. An attachment of related document/s, if any; and</li><li>iii. The deadline if shorter than:<ul style="list-style-type: none"><li>a) Ten (10) business days for legal opinion; or</li><li>b) Five (5) business days for legal assistance.</li></ul></li></ul>	Proponent	
<p>2. Acknowledge receipt of the request of the Proponent and assign a Legal and Compliance Officer to prepare the initial draft of the legal opinion or response to the request for legal assistance, or, if necessary, refer the same to external counsel.</p>	Head of Legal and Compliance	Day 1 for requests for legal opinion or requests for legal assistance
<p>3. Prepare the initial draft of the legal opinion or response to the request for legal assistance. Thereafter, send the draft legal opinion to the Head of Legal and Compliance for review and comments.</p>	Legal and Compliance Officer	Day 1-7 for requests for legal opinion; Day 1-3 for requests for legal assistance
<p>4. Review and comment on the draft legal opinion.</p>	Head of Legal and Compliance	Day 8-10 for requests for legal opinion; Day 4-5 for requests for legal assistance
<p>5. Incorporate comments, if any, of the Head of Legal and Compliance and send the legal opinion or response to the Proponent copying <a href="mailto:gtpcaplegal@gtcapital.com.ph">gtpcaplegal@gtcapital.com.ph</a>.</p>	Legal and Compliance Officer	Day 10 for requests for legal opinion; Day 5 for requests for legal assistance



PROCEDURE FOR REQUEST FOR SECRETARY'S CERTIFICATE FROM THE LEGAL AND COMPLIANCE DEPARTMENT	
Process	Person Responsible
1. Request for the issuance of secretary's certificate/s by sending an e-mail request to assigned Legal and Compliance Officer copying <a href="mailto:gtpalegal@gtcapital.com.ph">gtpalegal@gtcapital.com.ph</a> containing the following information: <ul style="list-style-type: none"><li>i. A background of the nature of the secretary's certificate/s;</li><li>ii. An attachment of related document/s, if any, including a template certificate, if available;</li><li>iii. The deadline for the secretary's certificate/s, if less than five (5) business days from request; and</li><li>iv. Any special instructions.</li></ul>	Proponent
2. Prepare the initial draft of the secretary's certificate/s and submit to the Head of Legal and Compliance for review.	Legal and Compliance Officer
3. Review the draft secretary's certificate, and if in order, approve.	Head of Legal and Compliance
4. Incorporate the comments of the Head of Legal and Compliance, if any, and send the same via e-mail to the Corporate Secretary and facilitate transmittal of a hardcopy, if so requested.	Legal and Compliance Officer
5. Review the draft secretary's certificate, and if in order, approve.	Corporate Secretary
6. Finalize the Secretary's Certificate.	Legal and Compliance Officer
7. Transmit the Secretary's Certificate to the Corporate Secretary for sign-off. Once signed, have the same notarized.	Paralegal
8. Once the secretary's certificate/s has been notarized, release to the Proponent. One copy of the secretary's certificate/s will be retained by the Legal and Compliance Department for filing.	Paralegal



## **CONTROL FEATURES**

The Head of Legal and Compliance and Corporate Secretary review and approve the Secretary's Certificate prior to issuance.



## 6.2 STRUCTURED COMPLIANCE REPORTING

### 6.2.1 Overview

The SRC, its implementing rules and regulations, relevant SEC circulars, PSE and PDEX rules set the requirements to regulate the securities market, including listed entities and their securities, in order to protect the investing public, who rely on the information in disclosures/reports to make their investment decisions.

This section of the Manual pertains to the scheduled submission of disclosures and/or reports regularly required by relevant regulatory bodies such as the PSE, SEC, and PDEX.

### 6.2.2 Policies

6.2.2.1 The Paralegal shall prepare prior to the 15<sup>th</sup> day of December of a given year a table ("the Disclosure Monitoring Table") containing the following information:

- a. Structured reports to be submitted by the Company for the following year on a per month basis;
- b. The actual date/deadline for submission and forms to be used for the identified structured reports following the relevant rules; and
- c. The regulators to which the reports shall be submitted.

The Disclosure Monitoring Table shall be reviewed by the Legal and Compliance Officer, approved by the Head of Legal and Compliance, and monitored by the Paralegal and the Legal and Compliance Officer.

6.2.2.2 The Company shall file with the SEC and submit to the PSE and PDEX the following periodic reports:

- a. Attendance of directors in board meetings;
- b. SEC Form 17-A;
- c. SEC Form 17-Q;
- d. SEC Form Integrated Annual Corporate Governance Report (I-ACGR);
- e. Other periodic reports as may be required by the SEC.



- 6.2.2.3 The Company shall submit to the PSE the following periodic reports:
- a. Monthly Report on the Number of Shareholders;
  - b. Monthly Foreign Ownership Report;
  - c. Quarterly Top 100 Report, which shall also be submitted to PDEx;
  - d. Quarterly Public Ownership Report, which shall also be submitted to PDEx; and
  - e. Other periodic reports as may be required by the PSE.
- 6.2.2.4 The Company shall submit to PDEx a report on record dates of its fixed-income instruments in accordance with the terms of their issuance, and other periodic reports as may be required by PDEx.
- 6.2.2.5 The Company shall obtain financial and non-financial information for the purpose of completing its structured reports from the departments concerned, its subsidiaries, and the Stock Transfer Agent.
- 6.2.2.6 The Accounting and Financial Control Department and the Corporate Planning and Business Development Department shall be in charge in preparing and finalizing SEC Form 17-A and 17-Q. Submission to the SEC, PSE, and PDEx shall be coursed through the Legal and Compliance Department.
- 6.2.2.7 The Paralegal shall record the actual date of submission of the structured reports.





## 6.2.3 Procedures

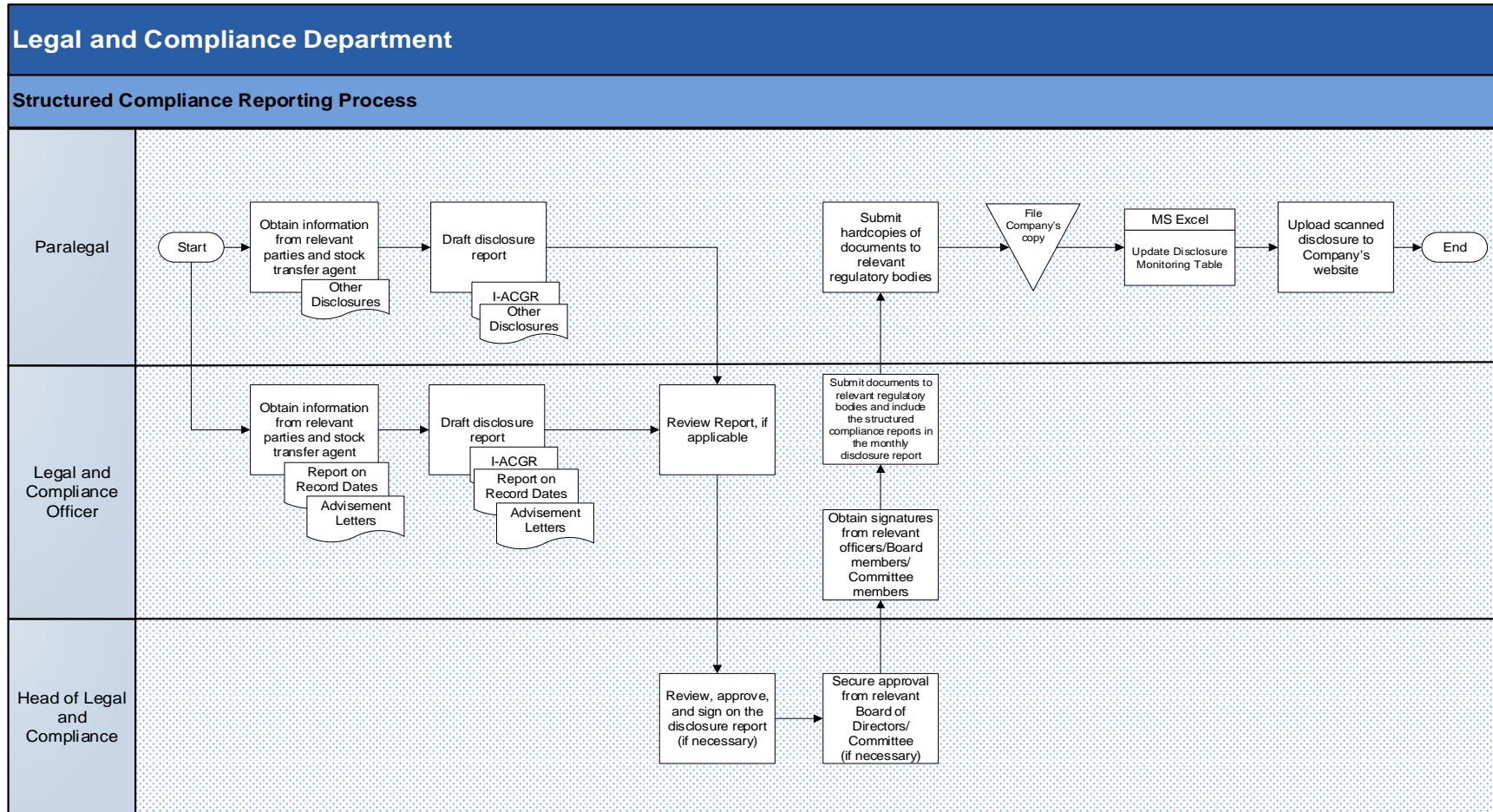


Figure 6.2-1. Structured Compliance Reporting Process Map



<b>Structured Compliance Reporting Process</b>	
<b>Process Narratives</b>	<b>Person Responsible</b>
1. Refer to the Disclosure Monitoring Table for the schedule of submission of reports, as specified by the regulatory bodies for a given calendar year.	Paralegal/ Legal and Compliance Officer
2. Obtain substantial and material information from the relevant departments, subsidiaries, and stock transfer agent.	For Report on Record Dates and Advisement letters, I-ACGR and other such reports as may be deemed necessary the Legal and Compliance Officer  For other disclosures, the Paralegal
3. Draft disclosure/report.	For I-ACGR, the Paralegal and Legal and Compliance Officer  For Report on Record Dates and Advisement letters and other such reports as may be deemed necessary, the Legal and Compliance Officer  For other disclosures, the Paralegal with the aid of other relevant departments
4. Review and if needed, comment on the draft report. Otherwise, approve and sign the disclosure/report.	Legal and Compliance Officer (for some of the Paralegal's disclosures)  Head of Legal and Compliance
5. Revise report based on comments received from reviewers, if any. Finalize report.	Paralegal / Legal and Compliance Officer
6. Secure approval from the relevant Board Committees and/or the Board of Directors.	Head of Legal and Compliance
7. Obtain signatures of relevant officers/ Board of Directors/ Committee members.	Legal and Compliance Officer



### Structured Compliance Reporting Process

Process Narratives	Person Responsible
8. Submit documents to relevant regulatory body and include the structured disclosure reports of the preceding months as part of the monthly disclosure report to be submitted to the Head of Legal and Compliance and Chief Audit Executive every first week of the month.	Legal and Compliance Officer for PSE Edge and PDEx / Paralegal for hardcopies
9. Scan documents and update Disclosure Monitoring Table. File Company's copy.	Paralegal
10. Upload scanned disclosure report to the Company's website.	Paralegal

### CONTROL FEATURES

Disclosure/report is reviewed by the Head of Legal and Compliance and other Senior Executives concerned to ensure accuracy and propriety of information contained therein prior to submission to relevant regulatory body.



## 6.3 UNSTRUCTURED COMPLIANCE REPORTING

### 6.3.1 Overview

As a publicly listed entity, the Company is required to comply with the reportorial requirements imposed by regulatory agencies such as the SEC, PSE, and PDEx. Unstructured compliance reporting pertains to unscheduled disclosures triggered by events that may reasonably affect investor's decision to trade the Company's securities as well as those unscheduled disclosures that have no fixed deadline, but must nevertheless be filed or submitted within a certain period to comply with corporate governance requirements (e.g., directors' attendance in corporate governance seminars).

This portion of the Manual explains disclosure requirements for material non-public information to ensure fair and timely dissemination of information to the investing public. A comprehensive enumeration of events prompting immediate disclosure is set forth in the respective Disclosure Rules of the PSE, PDEx, and also in SRC Rule 17-C.

Disclosure of covered events need to be disclosed to the public immediately and/or based on the prescribed time and form mandated by the regulatory bodies.

### 6.3.2 Policies

- 6.3.2.1 The Company shall establish and implement internal controls to ensure that its officers, staff, and any other person privy to material non-public information comply with the SRC, its implementing rules and regulations, the Disclosure Rules of the PSE, PDEx Rules, and Company policy.
- 6.3.2.2 Officers and staff shall not communicate any material non-public information about the Company to any person, unless the Company has disclosed such information to the PSE and PDEx, other than:
  - a. A person who is bound by duty to maintain trust and confidence to the Company such as but not limited to its Board of Directors, officers & employees, auditors, legal counsels, investment bankers, financial advisers; and
  - b. A person who agrees in writing to maintain in strict confidence the disclosed material information and not to take advantage of it for personal gain.



6.3.2.3 The Company shall disclose to the PSE any material information or corporate act, development or event, within ten (10) minutes from the receipt of such information or occurrence of said act, development or event and copy furnish said disclosures once published on PSE Edge. Disclosure shall be made to the PSE prior to its release to the news media. The company shall also file an accomplished SEC Form 17-C covering the material information within five (5) calendar days after the occurrence of the event. This rule shall not apply when:

- a. The activity or development is still considered soft information; or
- b. The disclosure of the information would violate any relevant laws, rules, or regulations.

6.3.2.4 The Company shall make prompt disclosure if the information meets any of the following standards:

- a. Where the information is necessary to enable the Company and the public to appraise their position or standing, or any Component Company's position and standing, such as, but not limited to, those relating to the Company's financial condition, prospects, development projects, contracts entered into in the ordinary course of business or otherwise, mergers and acquisitions, dealings with employees, suppliers, customers and others, as well as information concerning a significant change in ownership of the Company's securities owned by insiders or those representing control of the Company; or
- b. Where such information is necessary to avoid the creation of a false market for its securities; or
- c. Where such information may materially affect market activity and the price of its securities.

6.3.2.5 Should the act, development or event occur during trading hours such as a halt is deemed necessary, the Company shall request a halt in the trading of its shares to ensure that the investing public has equal access to the information. If the said act, development or event occurs after trading hours and such occurrence was not disclosed prior to the pre-open period of the next trading day, the Company shall request a halt in the trading of its shares.

- a. In both cases, the trading halt shall be lifted by the PSE one (1) hour after the information has been disseminated to enable the investing public to process the information.



- b. If the information is disseminated within one (1) hour or less prior to the close of the market, the trading halt shall be lifted by the PSE on the subsequent trading day.

6.3.2.6 The Company shall likewise adopt and abide by the existing Disclosure Rules of the PSE as regards other unstructured reports including, but not limited to:

- a. Events Mandating Prompt Disclosure
- b. Clarifications of Non-Public Material
- c. Substantial Acquisitions and Reverse Takeovers
- d. Dividend Declarations
- e. Stockholders' Meetings
- f. Amendments to the Articles of Incorporation
- g. Acquisitions of Outstanding Shares and Sale of Treasury Shares
- h. Acquisitions by the Issuer's Subsidiaries, Affiliates and Other
- i. Pending Releases of Shares Held Under Voluntary Lock-up
- j. Changes of Stock Transfer Agent
- k. Company and Analysts'/Investors' Briefings



### 6.3.3 Procedures

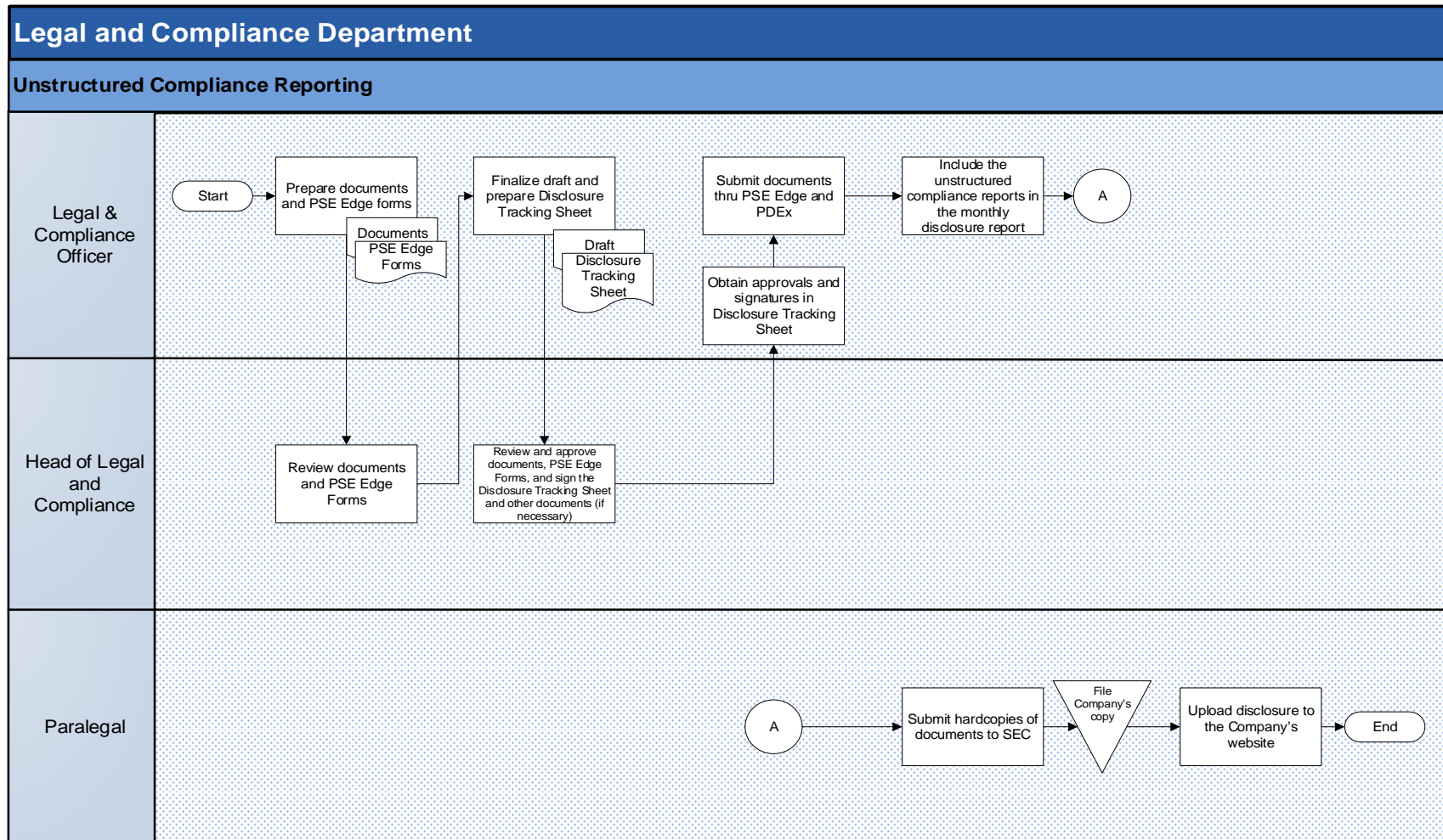


Figure 6.3-1 Unstructured Compliance Reporting Process Map





<b>Unstructured Compliance Reporting Process</b>	
<b>Process Narratives</b>	<b>Responsible Person</b>
1. Prepare documents and PSE Edge forms upon the occurrence of an event mandating disclosure.	Legal and Compliance Officer
2. Review documents and forms.	Head of Legal and Compliance
3. Prepare one (1) draft for each approving Senior Executive for his or her review/approval along with an accomplished Disclosure Tracking Sheet (attached as Annex Q).	Legal and Compliance Officer
4. In the event of comments or revisions, revise the draft to incorporate the comments/revisions of the Head of Legal and Compliance and/or Senior Executive concerned and route the revised draft with a new Disclosure Tracking Sheet for sign-off on the final version.	Legal and Compliance Officer
5. Review and/or approve documents and PSE Edge forms and sign Disclosure Tracking Sheet.	Head of Legal and Compliance, President, Chief Financial Officer, Head of Investor Relations, and other Department Heads (when necessary)
6. Sign on the document prior to submission to relevant regulatory body, if required.	Head of Legal and Compliance / Senior Executive concerned
7. Submit documents to relevant regulatory bodies. If submission is required by PSE, document uploaded to PSE Edge must be the scanned copy of the document received by the SEC. The submission and notification to the PDEX may be made concurrently with the notification via email to the Investor Relations Department.	Legal and Compliance Officer for PSE Edge and PDEX / Paralegal for SEC
8. Include the unstructured compliance reports in the monthly disclosure report, to be submitted to the Head and to the Chief Audit Executive every first week of the month.	Legal and Compliance Officer
9. File Disclosure Tracking Sheet with attached final version of the documents and PSE Edge forms. Upload disclosure to the Company's Website.	Paralegal





## **CONTROL FEATURES**

Disclosure/report is reviewed by the Head of Legal and Compliance and relevant Senior Executives to ensure accuracy and propriety of information contained therein prior to submission to relevant regulatory body.



## 6.4 CORPORATE GOVERNANCE

### 6.4.1 Overview

To increase investor confidence and public trust, the Company shall periodically monitor its compliance with corporate governance best practices.

This portion of the Manual is divided into two parts: (a) governance policies; and (b) governance activities.

Governance policies include specific rules on the composition, duties and responsibilities of the Board of Directors, the equitable treatment of shareholders, conflict of interest, related party transactions, role of stakeholders, insider trading, and blackout rule.

Governance activities pertain to the practices conducted periodically and aimed at guiding the Company in improving corporate governance. These activities include (a) Composition duties and responsibilities of the BOD, preparation and accomplishment of required scorecards relating to corporate governance; (b) preparation and accomplishment of corporate governance reports; (c) annual continuing training for directors and covered officers; (d) director, board, and committee self-assessments; and (e) performance assessment of the President.

### 6.4.2 Definition of Terms

1. Code of Corporate Governance for Publicly-Listed Companies

The prevailing SEC-issued regulation that provides guidance on the application of the different good governance policies in the Philippines.

2. Governance

Refers to consistent management, cohesive policies, guidance, processes and decision-rights for a given area of responsibility.

3. ASEAN Corporate Governance Scorecard (ACGS)

The prevailing assessment template based on publicly available information and benchmarked against international best practices, created by the ASEAN Capital Markets Forum.

4. Annual Continuing Training

A program conducted by SEC-accredited training providers and organized by the Company for its directors, key officers and other invitees.



## 6.4.3 Governance Policies

### 6.4.3.1 SHAREHOLDER PARTICIPATION

6.4.3.1.1 Shareholders shall be allowed to participate in, and shall be sufficiently informed of decisions concerning fundamental corporate changes. These include, but are not limited to, the following:

- a. Amendments to the statutes, or articles of incorporation or similar governing documents of the company
- b. Extraordinary transactions, including the transfer of all or substantially all of the Company's assets that in effect result in the sale of the Company

6.4.3.1.2 Shareholders shall have the right to participate effectively and vote in all shareholder meetings and be informed of the rules, including voting procedures (e.g., electronic voting) that govern shareholder meetings.

6.4.3.1.3 Shareholders shall have the opportunity to raise questions to the board on matters involving the annual external audit, items on the agenda of shareholder meetings, and proposed resolutions, among others, subject to reasonable limitations.

6.4.3.1.4 Shareholders shall be allowed to vote either in person or in absentia. Equal effect shall be given to votes whether cast in person or in absentia.

6.4.3.1.5 Shareholders shall be given sufficient and timely information concerning the date, location, and agenda of shareholder meetings, including the details on issues to be decided during the meeting.

### 6.4.3.2 EQUITABLE TREATMENT OF SHAREHOLDERS

6.4.3.2.1 The Company shall adopt and observe the basic principle of "one vote per one common share".

6.4.3.2.2 The Company shall disclose any current practice that may lead to awarding disproportionate voting rights to select shareholders. These include, among others, shareholders' agreements, voting caps, and multiple voting rights for certain shares.



6.4.3.2.3 The Company shall prohibit any loan or assistance to any related party. Any exceptions to this rule shall be duly justified. Moreover, such loan or assistance shall only be provided on an arms' length basis, under terms and conditions that do not deviate from those of the market, and do not jeopardize the best interest of the Company.

6.4.3.2.4 The Company shall adopt a policy of prohibiting the grant of any special financial assistance to entities other than to wholly-owned subsidiaries.

6.4.3.2.5 Shareholders shall be treated equally and fairly on share repurchases.

#### 6.4.3.3 CONFLICT OF INTEREST

6.4.3.3.1 Conflicts of interest shall be avoided to the extent practicable.

6.4.3.3.2 If a conflict of interest cannot be avoided, the conflicted officer shall disclose the same to the President or to the Board of Directors, in the case of the President.

#### 6.4.3.4 RELATED PARTY TRANSACTIONS

All related party transactions that fall under the threshold as provided in the Manual on Corporate Governance shall be submitted to the Corporate Governance and Related Party Transactions Committee for evaluation and approval.

#### 6.4.3.5 DISCLOSURE AND TRANSPARENCY

The Company shall adhere to the principle of transparency and shall commit to a regime of open disclosure in line with the general demands of corporate governance and the relevant rules and regulations to uphold best governance practices.

#### 6.4.3.6 ROLE OF STAKEHOLDERS

6.4.3.6.1 The Company shall duly acknowledge the duties it owes to other parties that may not have equity stakes in it and shall respect, defend, and promote the rights of all stakeholders.

6.4.3.6.2 The Company shall actively support the government and its private sector partners in promoting a good governance regime, which makes no room for corruption and bribery.



- 6.4.3.6.3 The Company shall respect the rights of creditors, who have interests that the law safeguards.
- 6.4.3.6.4 The Company shall uphold all laws concerning the proper and fair treatment of all its external stakeholders, particularly its consumers, creditors, the government, and the local communities where the Company operates. Violations of such laws, as well as violations of the country's commercial and competition laws, shall be considered a serious offense. Those in the Company found to be responsible for such violations shall be dealt with in line with its Code of Discipline.
- 6.4.3.6.5 The Company shall uphold all laws concerning the proper and fair treatment of its officers and employees.
- 6.4.3.6.6 The Company shall strike a proper balance between purely short-term financial performance and longer-term over-all corporate performance. This is underpinned and secured by several non-financial factors including, but not limited to, the loyalty and commitment of all external and internal stakeholders to the health, sustainability, and strength of the Company.

## 6.4.4 Governance Activities

The Company shall adopt, as far as practicable, international corporate governance best practices.

Towards this end, the Legal and Compliance Department shall propose on a yearly basis corporate governance initiatives to be adopted by the Company, for the approval of the Corporate Governance Committees and the Board of Directors.

### 6.4.4.1 GENERAL POLICIES

- 6.4.4.1.1 The Legal and Compliance Department shall monitor the adherence of the Company to the Code of Corporate Governance for Publicly-Listed Companies as well as the rules and regulations of the relevant regulatory agencies.
- 6.4.4.1.2 If there are any violations, the Legal and Compliance Department shall report the matter to the Board of Directors and shall also recommend the appropriate disciplinary action to be imposed on the responsible parties. The Legal and Compliance Department shall adopt measures to prevent the recurrence of violations identified.



6.4.4.1.2 The Legal and Compliance Officer and/or Head of Legal and Compliance shall appear before the SEC when summoned in relation to the compliance with the Code of Corporate Governance for Publicly-Listed Companies.

**6.4.4.2 ACCOMPLISHMENT OF ACGS**

6.4.4.2.1 The Legal and Compliance Department shall accomplish the ACGS in coordination with other relevant departments and publish the same on the Company's website as early as possible.

6.4.4.2.2 As far as practicable, the Legal and Compliance Officer and Head of Legal and Compliance shall attend workshops/seminars intended to guide the Company in the accomplishment of the ACGS.

**6.4.4.3 PREPARATION OF I-ACGR**

Please refer to procedure under Structured Compliance Reporting.

**6.4.4.4 CORPORATE GOVERNANCE REPORT**

The Legal and Compliance Department shall prepare a report on the Company's corporate governance to be incorporated in the Annual Report of the Company, which is to be released by the Investor Relations and Corporate Communications Department during the Annual Stockholders' Meeting.

**6.4.4.5 IN-HOUSE CORPORATE GOVERNANCE SEMINAR**

6.4.4.5.1 The Legal and Compliance Department shall ensure compliance of the Company's directors and covered officers with the relevant rules of the SEC on annual continuing training and education, which shall be organized in coordination with the Office of the President and Human Resources and Administration Department.

6.4.4.5.2 Attendance of directors and covered officers shall be disclosed no later than 10 calendar days from completion of the same.



#### **6.4.4.6 BOARD, DIRECTORS AND COMMITTEES SELF-ASSESSMENT**

- 6.4.4.6.1 In accordance with best practices on corporate governance, the Legal and Compliance Department shall facilitate the annual self-assessment of directors, committees and the Board, allowing the Company to assess the efficiency of the Board's processes and the value it creates for the Company.
- 6.4.4.6.2 The accomplished self-assessment questionnaires shall be submitted to the Head of Legal and Compliance and the results shall be collated and tabulated by the Legal and Compliance Officer.
- 6.4.4.6.3 A report on the results of the self-assessment shall be prepared by the Legal and Compliance Department and submitted to the President, the appropriate members of management, relevant committees, and the Board of Directors.
- 6.4.4.6.4 The Legal and Compliance Department shall not make any personal attribution to the responses in the self-assessment questionnaires and maintain confidentiality at all times.

#### **6.4.4.7 PERFORMANCE ASSESSMENT OF THE PRESIDENT**

- 6.4.4.7.1 In accordance with best practices on corporate governance, the Legal and Compliance Department shall facilitate the annual assessment of the President, which shall be released during the annual meeting of the non-executive directors.
- 6.4.4.7.2 The accomplished assessment forms shall be submitted to the Head of Legal and Compliance and the results shall be collated and tabulated by the Legal and Compliance Officer.
- 6.4.4.7.3 A report on the results of the self-assessment shall be prepared by the Legal and Compliance Department and submitted to the President, the appropriate members of management, relevant committees, and the Board of Directors.
- 6.4.4.7.4 The Legal and Compliance Department shall not make any personal attribution to the responses in the assessment forms and maintain confidentiality at all times.



## 6.4.5 Procedures

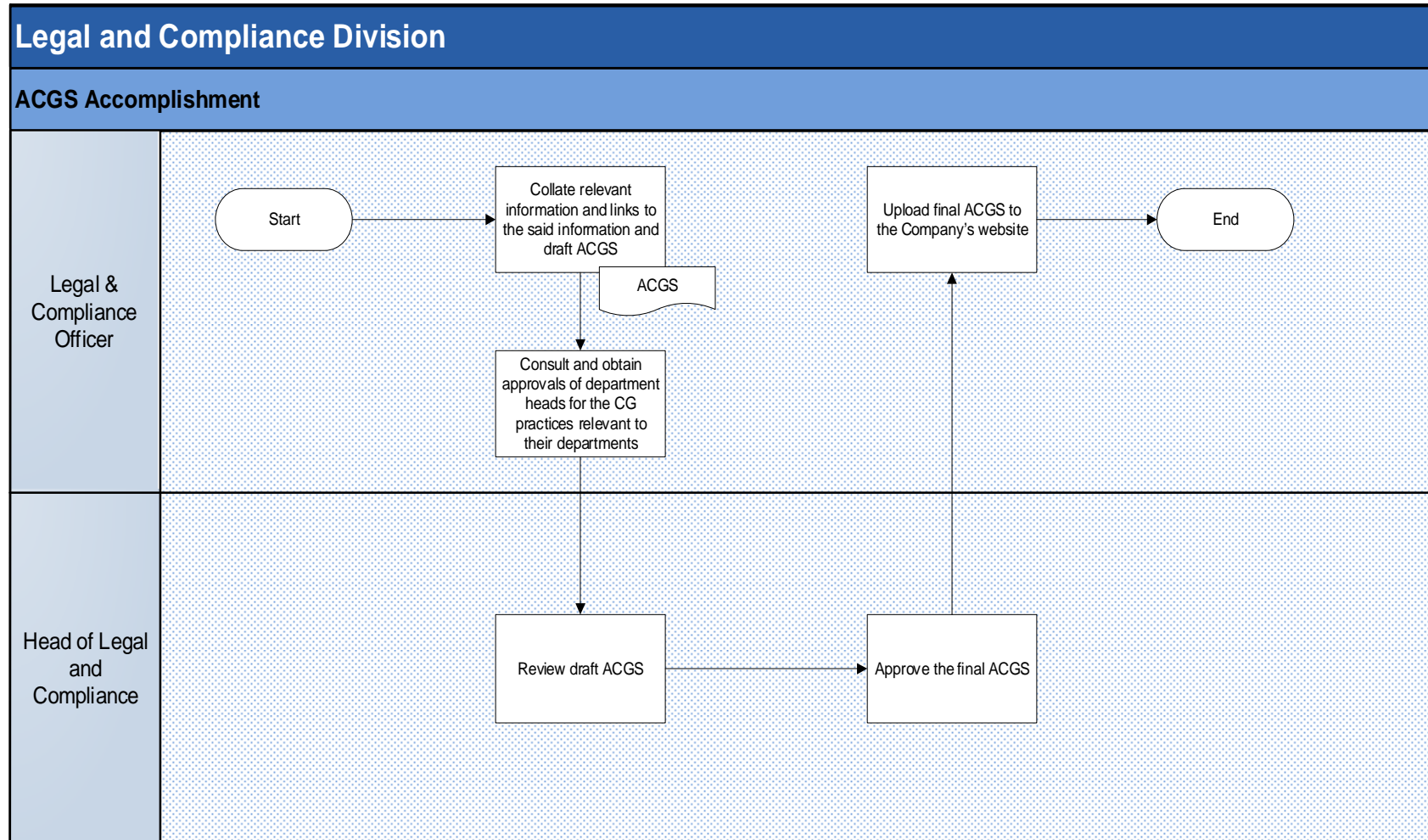


Figure 6.4-1 ACGS Accomplishment Process Map





## Legal and Compliance Division

### Corporate Governance Report

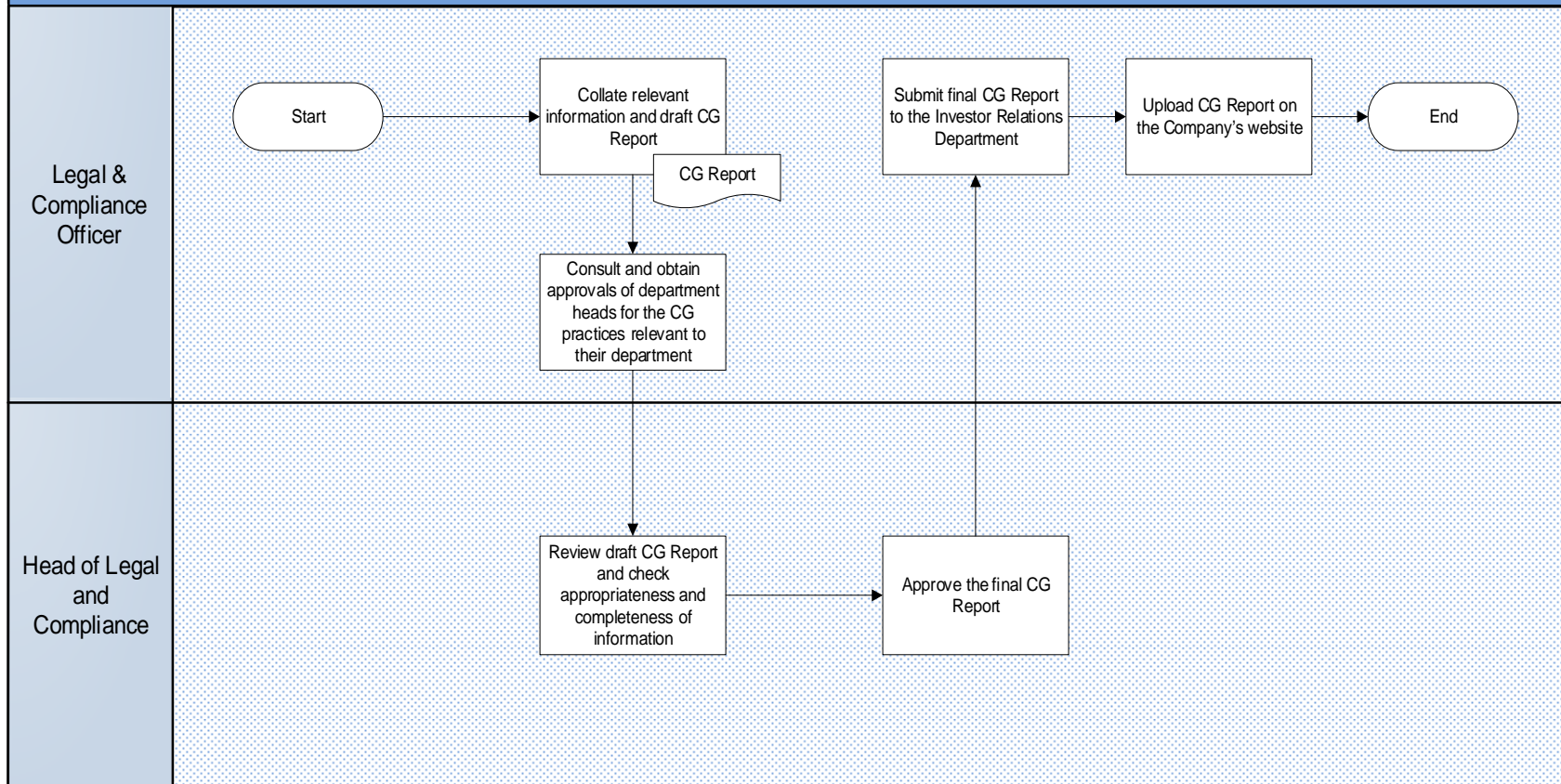


Figure 6.4-2 CG Report Process Map



## Legal and Compliance Department

### In-House Corporate Governance Seminar

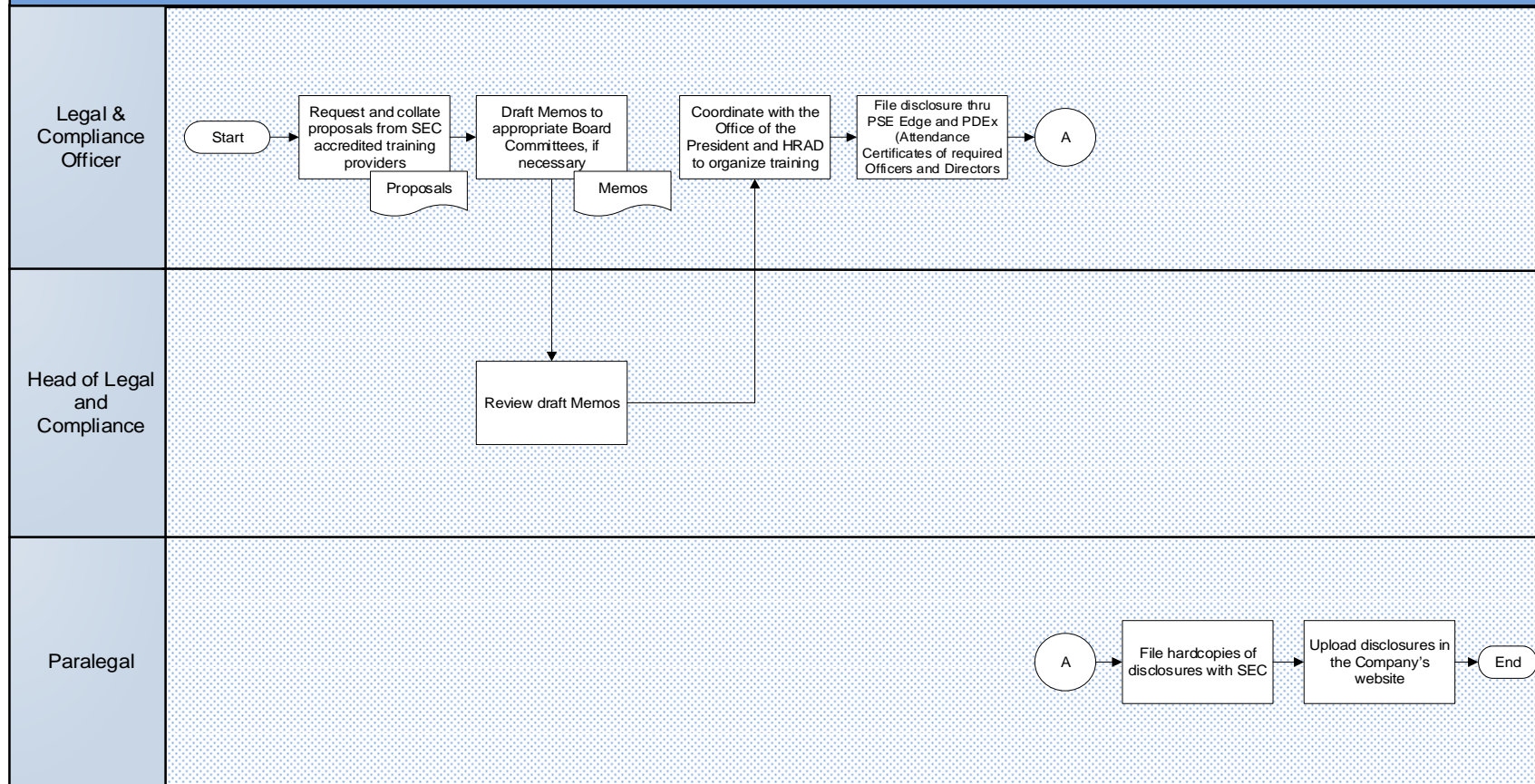


Figure 6.4-3 In-House Corporate Governance Seminar Process Map



## Legal and Compliance Division

### Board, Directors & Committees Self-Assessment

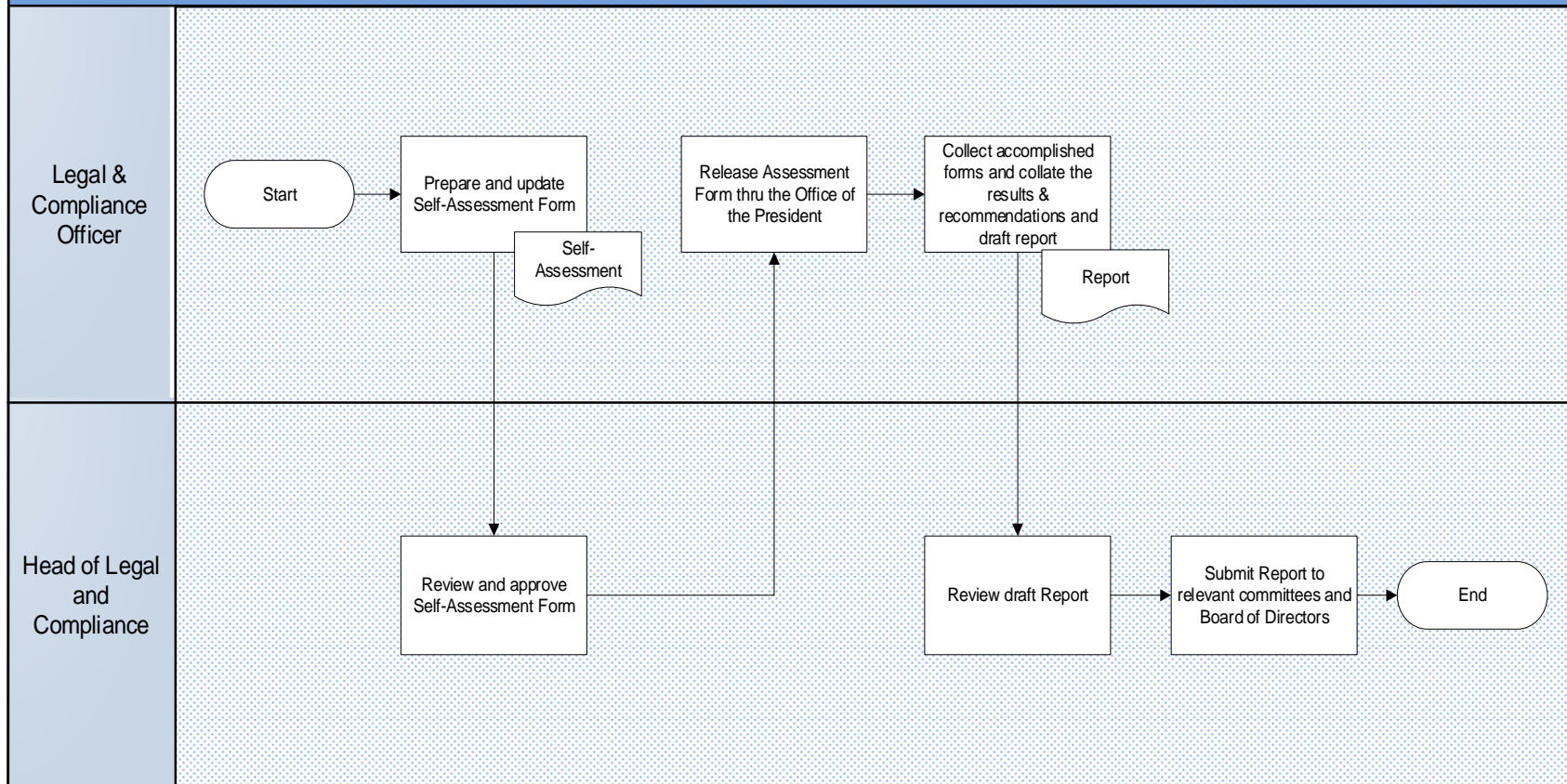


Figure 6.4-4 Board, Directors, and Committees Self-Assessment Process Map



## Legal and Compliance Division

### Performance Assessment of the President

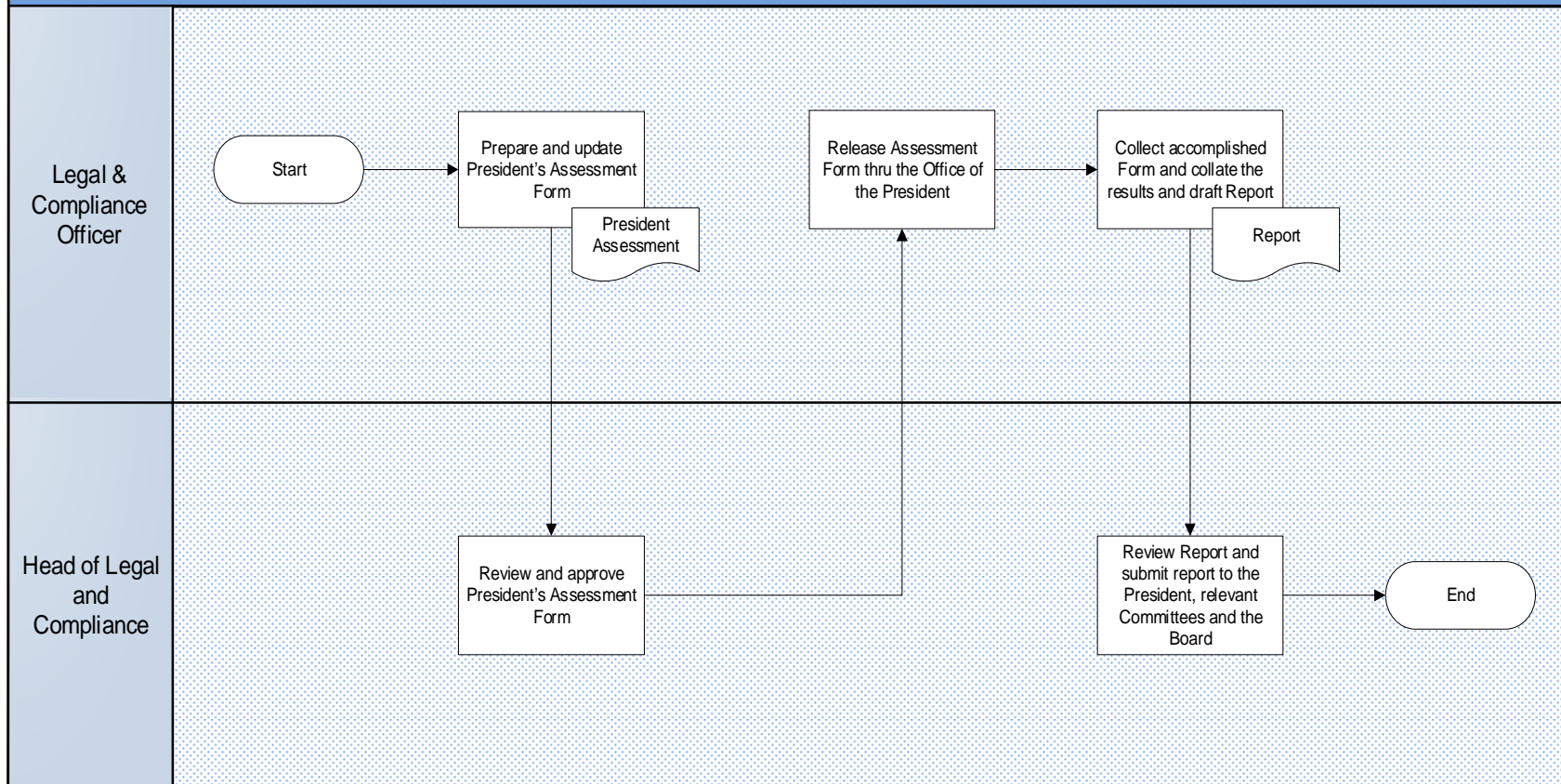


Figure 6.4-5 Performance Assessment of the President Process Map



ACGS Accomplishment Process	
Process Narratives	Responsible Person
1. Collate relevant information from relevant departments. Use the information gathered to draft the ACGS.	Legal and Compliance Officer
2. Review the draft of the ACGS to check appropriateness and completeness of information or content. Provide comments as appropriate.	Head of Legal and Compliance/ other relevant Department Heads
3. Incorporate comments, if any, of Head of Legal and Compliance in the final draft of ACGS.	Legal and Compliance Officer
4. Review revisions made on the final draft of the ACGS and comment, if necessary.	Head of Legal and Compliance
5. Review draft ACGS and comment, if necessary.	Senior Executives
6. Revise ACGS and effect changes based on the comments of the Senior Executives, if any.	Legal and Compliance Officer
7. Once approved, upload final scorecard to the Company's website.	Legal and Compliance Officer

## CONTROL FEATURES

The Scorecard is reviewed by the Head of Legal and Compliance and Senior Executives prior to publication in the website.





<b>Corporate Governance Report Process</b>	
<b>Process Narratives</b>	<b>Person Responsible</b>
1. Collate relevant information from relevant departments and component companies. Use the information gathered to draft the CG Report, for submission to the Head of Legal and Compliance no later than the last working day of February of each year.	Legal and Compliance Officer
2. Review of the draft CG Report to check appropriateness and completeness of information or content. Provide comments as appropriate. The CG Report should also be cleared by the other relevant department heads.	Head of Legal and Compliance/ other relevant Department Heads
3. Incorporate comments of the Head of Legal and Compliance and other Department Heads and revise CG Report.	Legal and Compliance Officer
4. Approve final draft and comment, if necessary.	Head of Legal and Compliance
5. Submit final CG Report to the Investor Relations and Corporate Communications Department for inclusion in the Annual Report.	Legal and Compliance Officer
6. Upload approved CG Report on the Company's website immediately after release of the Annual Report.	IT Officer

<b>CONTROL FEATURES</b>
The CG Report is reviewed by the Head of Legal and Compliance and Senior Executives prior to inclusion in the Annual Report.



<b>In-House Corporate Governance Seminar Process</b>	
<b>Process Narratives</b>	<b>Person Responsible</b>
1. Request and collate proposals from SEC-accredited training providers for the Company's In-House Annual Continuing Training.	Legal and Compliance Officer
2. Draft memos for the Executive Committee, Corporate Governance Committee, and Board of Directors.	Legal and Compliance Officer
3. Review draft memos.	Head of Legal and Compliance
4. Incorporate comments of the Head of Legal and Compliance and finalize the memos.	Legal and Compliance Officer
5. Approve the engagement of a provider.	Executive Committee, Corporate Governance Committee, and Board of Directors
6. Coordinate with the Office of the President and the Human Resources and Administration Department in organizing the Annual Continuing Training.	Legal and Compliance Officer
7. File disclosure of attendance to the Annual Continuing Training of directors and covered officers no later than ten (10) days from completion of the same.	Legal and Compliance Officer for PSE Edge and PDEx and Paralegal for hardcopies with SEC
8. Upload of the disclosure to the Company's website.	Paralegal

### **CONTROL FEATURES**

The provider and the topics are approved by the Executive and Corporate Governance Committees and the Board of Directors.



<b>Board, Directors, and Committees Self-Assessment Process</b>	
<b>Process Narratives</b>	<b>Person Responsible</b>
1. Prepare / update of Self-Assessment Forms.	Legal and Compliance Officer
2. Review and approve the Self-Assessment Forms.	Head of Legal and Compliance
3. Approve the Self-Assessment Forms, if necessary.	Executive Committee, Corporate Governance Committee, and Board of Directors
4. Release the Self-Assessment Forms no later than the on or before the end of May of a given year.	Office of the President/ Legal and Compliance Officer & Paralegal
5. Collect accomplished forms and collate the results and recommendations and draft report.	Legal and Compliance Officer
6. Review the draft report.	Head of Legal and Compliance
7. Submit the report to the President, relevant Committees, and Board of Directors no later than two (2) months from the receipt of accomplished Self-Assessment forms.	Head of Legal and Compliance
8. Present the results to the respective Committees and the Board of Directors, if approved by the President and the Executive Committee.	President

### **CONTROL FEATURES**

Only the Legal and Compliance Officer and Head of Legal and Compliance have access to the accomplished Self-Assessment forms.





<b>Performance Assessment of the President</b>	
<b>Process Narratives</b>	<b>Person Responsible</b>
1. Prepare / update of President Assessment Form.	Legal and Compliance Officer
2. Review and approve the President Assessment Form.	Head of Legal and Compliance
3. Approve the President Assessment Form, if necessary.	Executive Committee
4. Release the President Assessment Form at the scheduled meeting of the Company's directors without any executive directors.	LCO and Paralegal
5. Collect accomplished Form and collate the of results and recommendations and draft report.	Legal and Compliance Officer
6. Review the report.	Head of Legal and Compliance
7. Submit the report to the President, relevant committees, and the Board of Directors no later than two (2) months from receipt of accomplished President Assessment Forms.	Head of Legal and Compliance

<b>CONTROL FEATURES</b>
Only the Legal and Compliance Officer and Head of Legal and Compliance have access to the accomplished President Assessment forms.



## 6.5 INSIDER TRADING

### 6.5.1 Overview

The SRC prohibits trading in the securities of a company on the basis of material non-public information. It is unlawful for an insider to communicate material non-public information about a company and its securities to any person whom the passer of the information has reason to believe will likely buy or sell securities on the basis of such information.

The purpose of this policy is to promote compliance with the SRC and to assist the Company in the prevention of insider trading violations. This policy shall, as far as practicable, be made applicable to all Company board members, officers, employees and their immediate family members, as well as to contingent workers, consultants, business advisors, and other service providers of the Company who receive or have access to material non-public information.

### 6.5.2 Definition of Terms

#### 1. Insider

The (a) issuer, (b) a director or officer (or person performing similar functions) of, or a person controlling the issuer; (c) a person whose relationship or former relationship to the issuer gives or gave him access to material information about the issuer or the security that is not generally available to the public; (d) a government employee, or director, or officer of an exchange, clearing agency and/or self-regulatory organization who has access to material information about an issuer or a security that is not generally available to the public; or (e) a person who learns such information by a communication from any of the foregoing insiders.

#### 2. Material Non-Public Information

Information that has not been generally disclosed to the public and would likely affect the market price of the security after being disseminated to the public and the lapse of a reasonable time for the market to absorb the information or information that would be considered by a reasonable person important under the circumstances in determining his course of action whether to buy, sell or hold a security.



### 6.5.3 Policies

- 6.5.3.1 No Insider may buy or sell the Company's securities when they are in possession of material non-public information about the Company or any of its subsidiaries.
- 6.5.3.2 Insiders shall not disclose material non-public information to any other persons or make recommendations or express opinions based on the said material non-public information with regard to trading of the Company's securities.
- 6.5.3.3 Only the President, Chief Financial Officer, Investor Relations Head or, their designees shall be authorized to comment on the stock price movement or rumors concerning corporate developments that may influence the decision of the investing public. Should an Insider other than those mentioned above comment on the stock price movement or rumors, or disclose material non-public information to a third party, the said insider shall immediately report the same to the Head of Legal and Compliance or the Investor Relations Head.
- 6.5.3.4 The policy on communicating material non-public information shall be under the purview of the Investor Relations Strategic Planning and Corporate Communications Department, subject to consultation with the Legal and Compliance Department.
- 6.5.3.5 The Company considers insider trading a very serious offense and shall not permit the continued service of any director, officer or employee who has been convicted of insider trading.



## 6.6 BLACKOUT RULE

### 6.6.1 Overview

The Blackout Rule prohibits the directors, advisers, and officers of a listed company from trading the Company's securities for a period after the public disclosure of material non-public information.

The objective of this policy is to promote compliance with PSE's revised disclosure rules on the Blackout Rule.

### 6.6.2 Definition of Term

Black-out Period

Refers to the period from receipt of material non-public information until two (2) trading days after the disclosure of such material non-public information during which the Company directors, advisers, and officers, are prohibited from trading Company shares.

### 6.6.3 Policies

- 6.6.3.1 When the Company is required to disclose material non-public information, the Legal and Compliance Officer shall notify all directors, officers, and employees of the Company using the Legal and Compliance Department's e-mail address prior to the beginning of the trading day of the start date and end date of the blackout period for the trading of the Company shares. The blackout period shall begin from the receipt of the email notification and shall continue for two (2) trading days after posting of the Company's disclosure in PSE Edge.
- 6.6.3.2 The Company's directors and senior officers shall inform the Head of Legal and Compliance of all dealings and transactions of the Company's share on the day of transaction. The same shall be disclosed by the Legal and Compliance Department within five (5) trading days after any acquisition, disposal, or change in their shareholdings.
- 6.6.3.3 The Legal and Compliance Department shall review the agenda items before every Board meeting to determine whether any agenda item will require a blackout notice to be issued. A blackout period shall be imposed in relation to the release of the Company's financial results (e.g., Quarterly, Half Year or Full Year).



## 6.7 CORPORATE HOUSEKEEPING

### 6.7.1 Overview

Adequate records and documentation are essential to proper corporate housekeeping. The Company should have an accurate record of details of all meetings it holds, through minutes, and copies of written correspondence to shareholders. It shall also maintain an accurate record of the issuance, transfer, and cancellation of stock certificates of component companies. Maintaining up-to-date corporate files is the best form of protection for the Company and its stakeholders.

This portion of the Manual includes procedures involving document administration, including the issuance, transfer, and cancellation of stock certificates, and general guidelines in conducting corporate activities such as board meetings, committee meetings, and assigned annual/special stockholders' meetings.

### 6.7.2 Definition of Term

1. Articles of Incorporation

A set of formal documents filed with a government body to legally document the creation of a corporation.

2. Scripless Shareholder

A shareholder without a scrip or a temporary document representing a fraction of share resulting from a stock split or spin-off.

3. Record Date

The cut-off date established by a Company in order to determine which shareholders are eligible to receive a dividend or has voting rights.

4. Proxy Letter

A legal letter used to establish a representative relationship between two people.



## 6.7.3 Policies

### 6.7.3.1 Corporate Documents Administration

#### DOCUMENTS AND RECORDS FOR SHAREHOLDERS' INSPECTION

- 6.7.3.1.1 The Company shall maintain records of the following documents, making it available for the inspection of shareholders, in person or by a duly authorized representative from a shareholders' group:
- a. Articles of Incorporation and all amendments;
  - b. By-laws and all amendments;
  - c. Minutes of all shareholders' meetings, and all actions of the shareholders taken without a meeting;
  - d. Stock Ledger or list of stockholders provided by the Stock Transfer Agent;
  - e. Financial Statements of the Company, including the balance sheet and income statement for the current fiscal year;
  - f. Copies of all written communications to shareholders;
  - g. A list of the names and business addresses of all the Company's directors and officers; and
  - h. The Company's most recent report delivered to the regulatory bodies; and/or
  - i. Other related documents upon reasonable shareholder's request and purpose, subject to approval of Senior Management.

#### REQUEST

- 6.7.3.1.2 Requests for inspection of Company documents shall be in writing and addressed to the Investor Relations Officer.
- 6.7.3.1.3 Written request for inspection shall state the description of the documents sought and shall be supported by a statement of a purpose.
- 6.7.3.1.4 The written request shall be accompanied by either a Stockholder's Certificate or other evidence of ownership.



- 6.7.3.1.5 If permitted by Senior Management, the shareholder shall sign a confidentiality agreement prior to inspection of confidential documents and records.
- 6.7.3.1.6 Shareholders shall inspect confidential documents and records inside the Company's premises only.
- 6.7.3.1.7 Reproduction of confidential documents and records shall be strictly prohibited.
- 6.7.3.1.8 Shareholders shall return all borrowed documents and records immediately after inspection.

#### MAINTENANCE OF LIST OF DIRECTORS

- 6.7.3.1.9 The Legal and Compliance Department shall maintain copies of the Company's list of directors and corporate officers for the current year as approved by the Executive Committee.
- 6.7.3.1.10 The Legal and Compliance Department shall likewise maintain copies of the Company's nominees for directors, corporate officers, and members of committees in its relevant component companies as approved by the Executive Committee or its relevant members.
- 6.7.3.1.11 The Legal and Compliance Department shall ensure that the lists are communicated to the relevant component companies prior to their Annual/Special Stock holders' Meeting or meeting of the Board of Directors, if applicable, and to the Office of the Assistant to the Group Chairman.

#### ISSUANCE, TRANSFER, AND CANCELLATION OF STOCK CERTIFICATES

- 6.7.3.1.12 The Legal and Compliance Department shall maintain the stock transfer book of its assigned component companies and facilitate the issuance, transfer, and cancellation of stock certificates.
- 6.7.3.1.13 No stock certificate shall be issued or transferred until payment of applicable taxes has been made and applicable documentary requirements such as Deed of Trust and Acknowledgment with Endorsement have been completed.



### 6.7.3.2 Corporate Activities

- 6.7.3.2.1 The Legal and Compliance Department, in component companies where it is the Secretariat, shall follow the herein below policies and procedures, except when a different procedure is provided in the relevant shareholders' agreement or other documents.

#### COMMITTEE MEETINGS OF GT CAPITAL

- 6.7.3.2.2 The Legal and Compliance Department shall function as the Secretariat for the meetings of the Corporate Governance and Related Party Transactions Committee, Nominations Committee, Compensation Committee, Risk Oversight Committee, and GT Capital Auto Dealership ("GTCAD") Committee.
- 6.7.3.2.3 The Legal and Compliance Department, in coordination with the Executive Assistant/Office of the President, shall ensure that committee meetings are held in such number as required by the Company's Manual on Corporate Governance and in compliance with best practices.

#### BOARD MEETINGS

- 6.7.3.2.4 The Company shall hold Board meetings as required by its by-laws.
- 6.7.3.2.5 The Legal and Compliance Department shall ensure that all items on the board agenda have been approved by the appropriate Board committee/s.
- 6.7.3.2.6 The Legal and Compliance Department shall ensure that the list of agenda items attached as Annex D are included in each regular Board Meeting. Any other additional agenda items may be included, as necessary.
- 6.7.3.2.7 The Legal and Compliance Department shall ensure that there is a least one (1) meeting of the Board of Directors without any executives present in a given year.





6.7.3.2.8 The following matters shall be included on the agenda of the meeting of the Board of Directors prior to the stockholders' meeting:

- a. Fixing of ASM and Record Dates,
- b. Approval of Audited Financial Statements,
- c. Appointment of External Auditor,
- d. Amendment of Articles of Incorporation and By-laws,
- e. Declaration of stock dividends, if any.

6.7.3.2.9 The following matters shall be included on the agenda of the Organizational Meeting of the Board of Directors

- a. Certification of Election of Directors
- b. Election of Officers and Advisers
- c. Adoption of Omnibus Resolution on Authorized Signatories of the Corporation
- d. Constitution of Board Committees

6.7.3.2.10 The Legal and Compliance Department shall assist the Corporate Secretary in preparing the minutes of the meetings of the Board of Directors. The Legal and Compliance Department shall prepare a tracking sheet attached as Annex L to monitor the approval of the minutes of meetings.

#### ANNUAL STOCKHOLDERS' MEETING (ASM)

6.7.3.2.11 The Company shall hold an ASM as required by the by-laws.

6.7.3.2.12 Prior to the commencement of the next fiscal year, the Legal and Compliance Officer shall prepare a timetable containing the tentative schedule for the ASM, including the schedule of all activities related to the ASM such as, but not limited to:

- a. Board Meeting setting the ASM
- b. Fixing of ASM and Record Date, which shall be at least ten (10) business days from the time of the call for the ASM by the Board



- c. Submission of list of stockholders as of Record Date to SEC, PSE, and PDEX, which shall be within five (5) trading days from Record Date
- d. Submission of Preliminary Information Statement (PIS) with the SEC, which shall be at least ten (10) business days prior to the date when copies of the Definitive Information Statement (DIS) are sent out to stockholders
- e. Target approval by the SEC of the PIS, estimated within ten (10) business days from submission
- f. Release of notice of ASM, agenda, proxy form, and DIS to stockholders of record as of Record Date shall be at least twenty-eight (28) business days but not less than fifteen (15) business days prior to ASM.
- g. Submission by the stockholders as of Record Date of proxies to the Corporate Secretary no later than ten (10) days prior to the date of the ASM

6.7.3.2.13 Heads of other department shall be consulted on matters concerning them.

6.7.3.2.14 In order to maintain the formality of the meeting, the Legal and Compliance Department shall prepare a script for the ASM and the Organizational Board meeting.

6.7.3.2.15 The agenda of the ASM shall contain the following, among others:

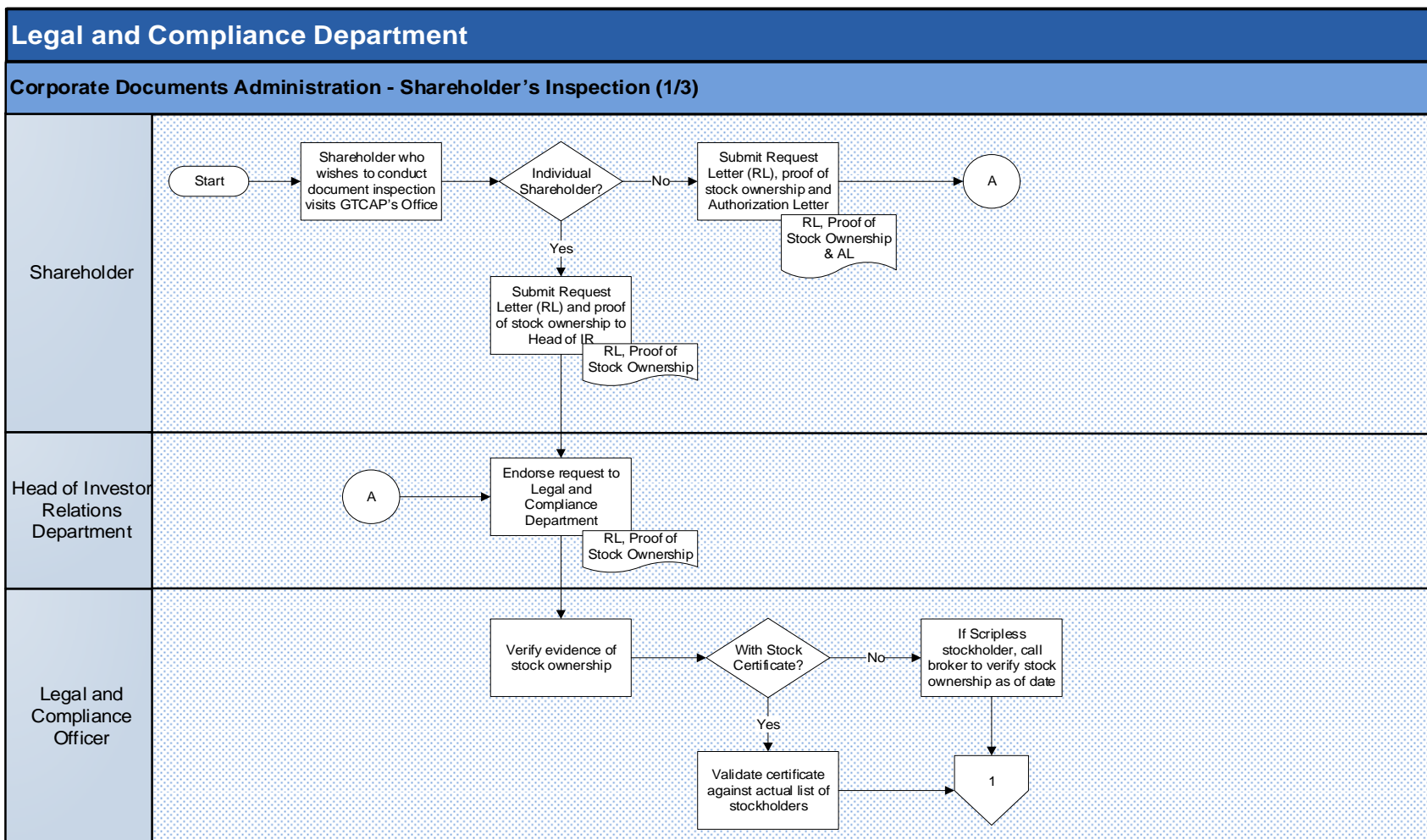
- a. Certification of Notice and Quorum
- b. Approval of the minutes of previous meeting
- c. President's Report/Annual Report
- d. Ratification of corporate acts from the date of the last meeting of the stockholders until the date of the meeting,
- e. Election of Directors
- f. Appointment of external auditor,
- g. Approval of Amendment of Articles of Incorporation and By-laws, if any,



h. Declaration of stock dividends, if any.

6.7.3.2.16 The Legal and Compliance Department shall assist the Corporate Secretary in preparing the minutes of the meetings of the stockholders.

## 6.7.4 Procedures



**Figure 6.7-1 Corporate Documents Administration Process Map**



## Legal and Compliance Department

### Corporate Documents Administration - Shareholder's Inspection (2/3)

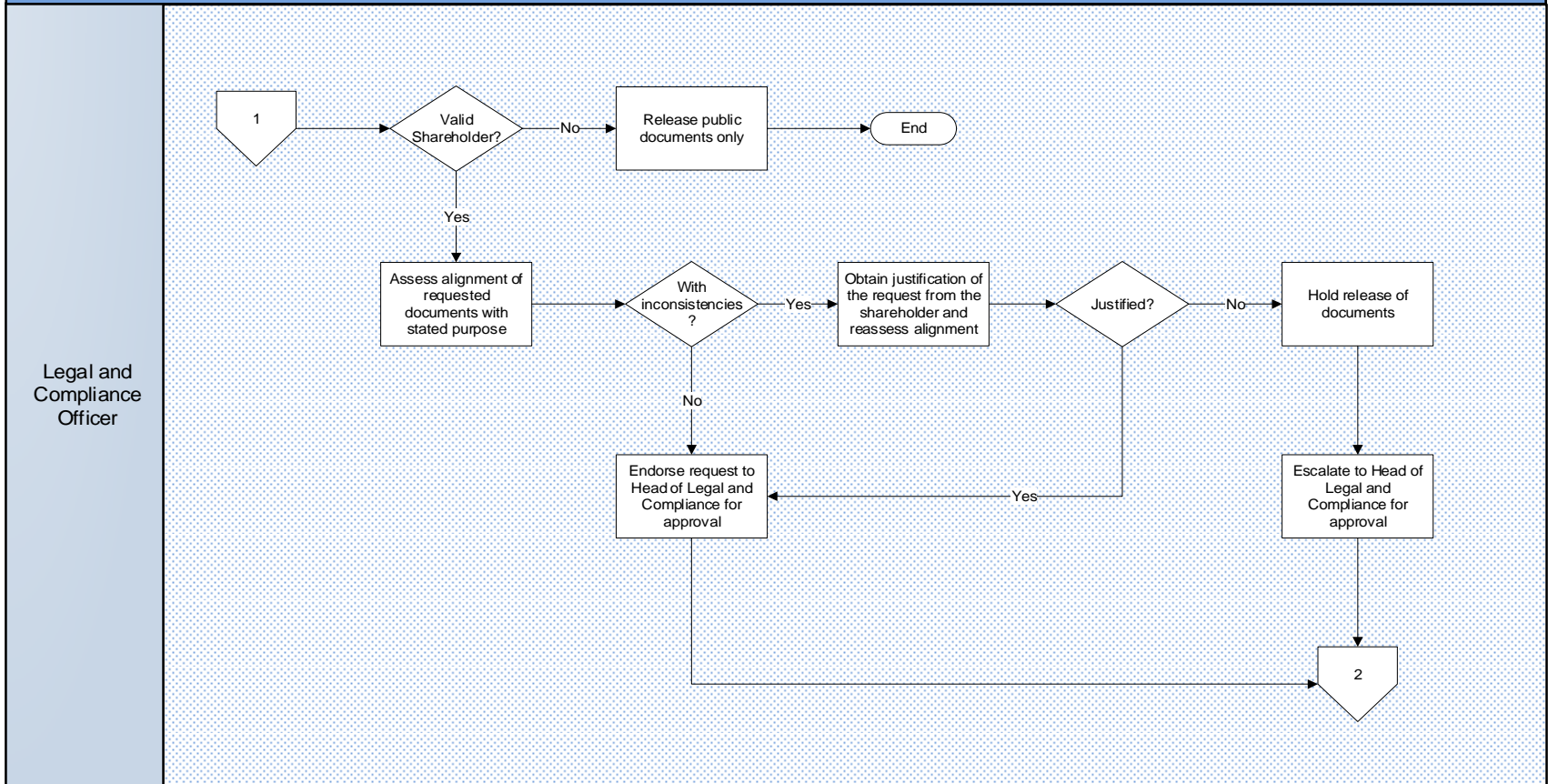
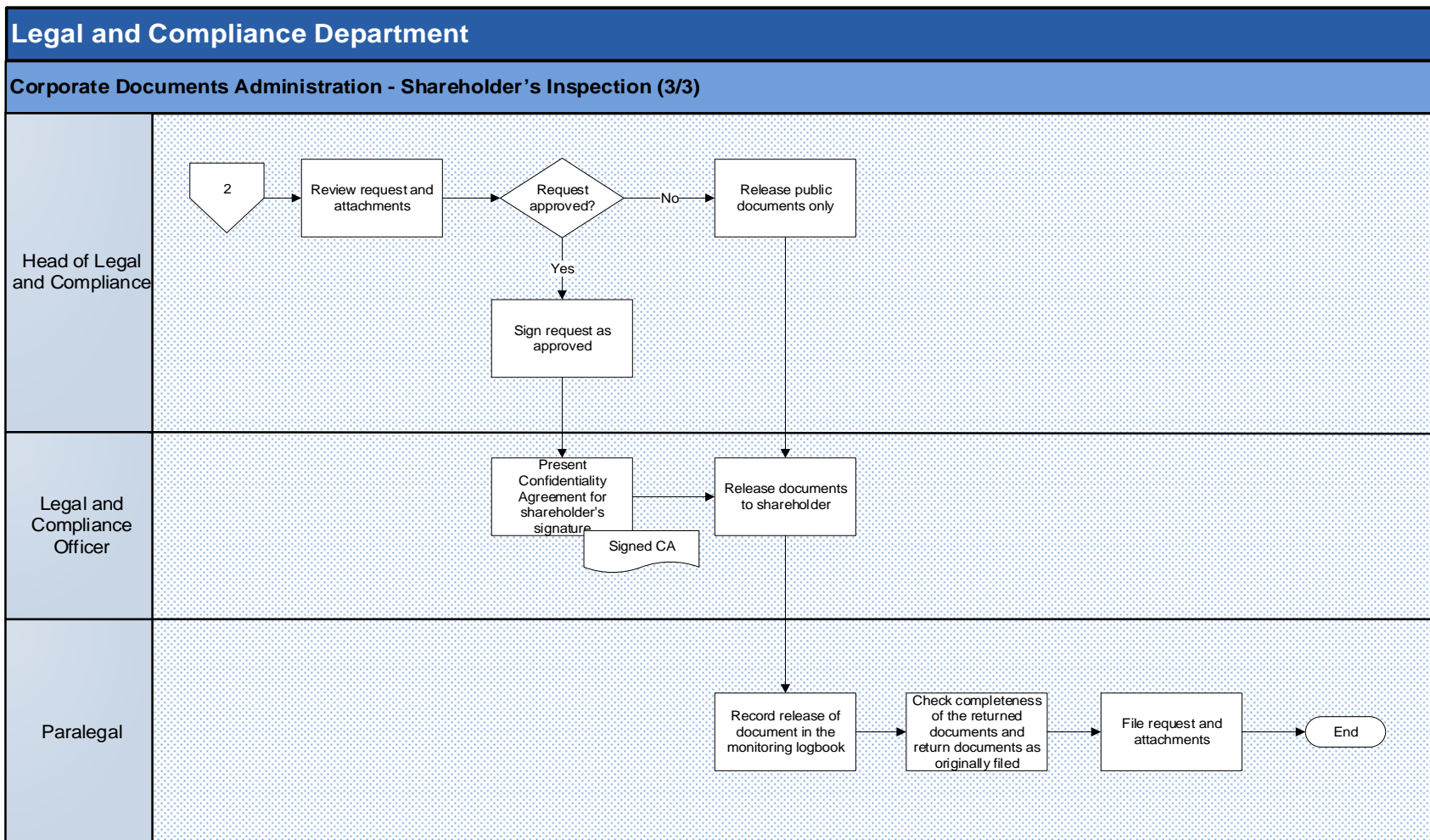


Figure 6.7-2 Corporate Documents Administration Process Map



**Figure 6.7-3 Corporate Documents Administration Process Map**



<b>Corporate Document Administration Process</b>	
<b>Process Narratives</b>	<b>Person Responsible</b>
<p>1. Write a letter addressed to the Investor Relations Officer to request inspection of documents.</p> <p>a. If the requesting shareholder is an individual shareholder, submit proof of stock ownership along with the Request Letter containing the purpose of inspection and the list of documents to be examined</p> <p>b. If the requesting shareholder represents a group of shareholders, present Authorization Letter signed by other members in addition to the requirements mentioned above.</p>	Shareholder
<p>2. Upon receipt of documents, for documents that are publicly available, the Investor Relations Officer shall provide to the requesting shareholder the requested document and/or online link thereto. For non-publicly available documents, the Investor Relations Officer shall endorse the request to the Legal and Compliance Officer.</p>	Investor Relations Department
<p>3. Verify the proof of stock ownership presented by the shareholder.</p> <p>a. If Certificated Shareholder, validate Certificate of Stock Ownership against actual list of stockholders as of date.</p> <p>b. If Scripless Shareholder, ask for the name of the broker who facilitated transaction for the purchase of shares, then call the broker to verify validity of Shareholder.</p> <p>c. If the requestor is not a valid shareholder, communicate the result of the verification with them then offer them to inspect the publicly available documents instead.</p>	Legal and Compliance Officer



4. Assess the alignment of requested documents with the purpose stated in the Request Letter.  a. If requested documents are inconsistent, obtain justification of the request from the requesting shareholder then reassess alignment based on the newly obtained justification.  b. If justification is not valid enough, hold the release of documents then escalate the issue to the Head of Legal and Compliance to consult for further resolution.  c. If requested documents are consistent with the stated purpose of the inspection, endorse request to the Head of Legal and Compliance for approval.	Legal and Compliance Officer
5. Review requests and attachments. If request is approved, affix signature on the request letter.	Head of Legal and Compliance
6. Present Confidentiality Agreement for shareholder's signature.	Legal and Compliance Officer
7. Release the requested documents to the shareholder.	Legal and Compliance Officer
8. Record the release of the documents on the monitoring Log Book to track movements of the confidential documents.	Paralegal
9. Inspect the documents within the Company's premises then return all borrowed documents immediately after the inspection.	Shareholder
10. Check completeness of the returned documents, record returned documents in the Documents Monitoring Logbook.	Paralegal
11. File the request and other relevant documents.	Paralegal

### CONTROL FEATURES

Requests for document inspection is assessed by the Head of Legal and Compliance for validity. A confidentiality agreement is also prepared.



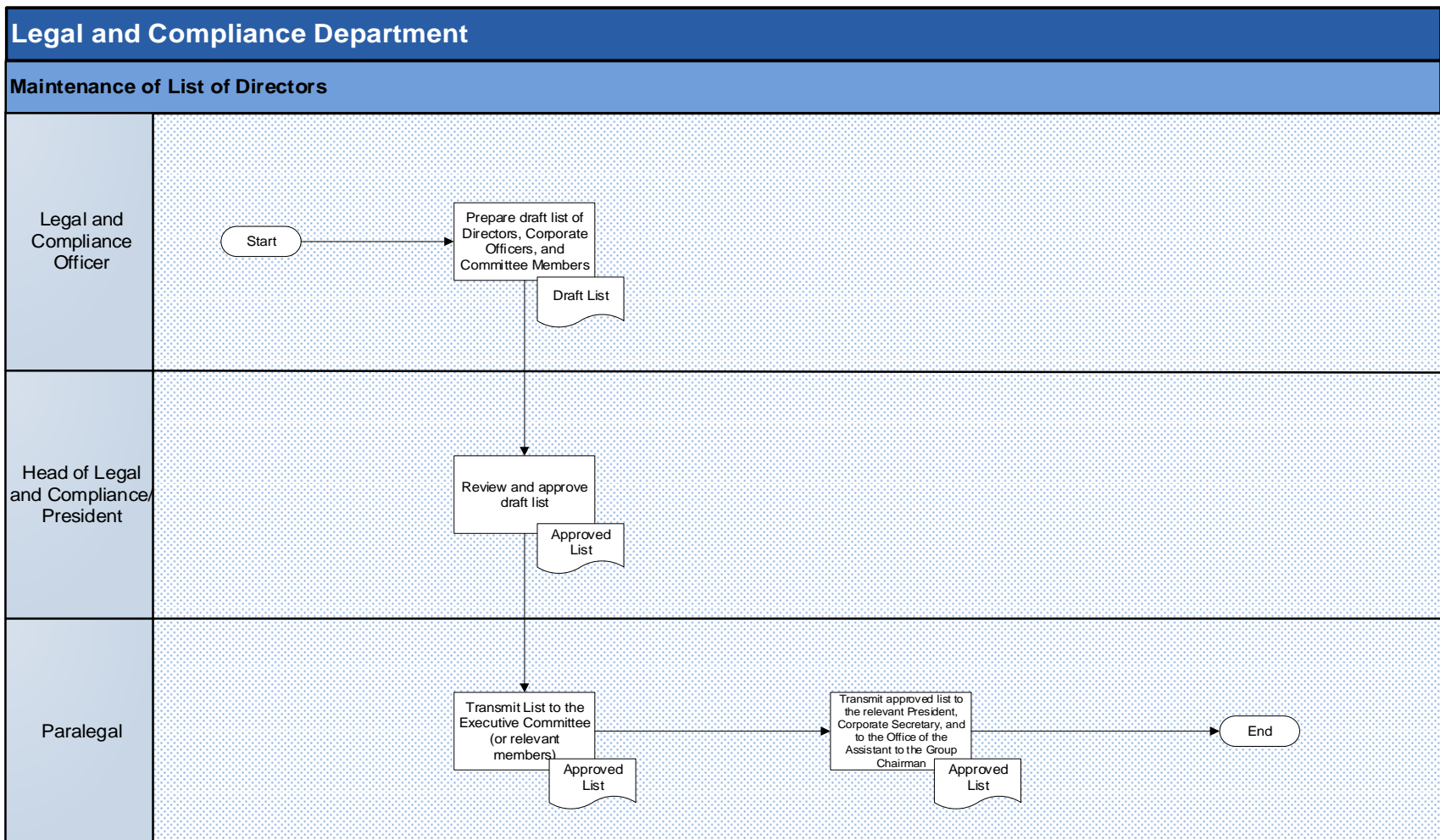


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**Policies and Procedures Manual**

**RELATED DOCUMENTS**

1. Request Letter
2. Authorization Letter
3. Proof of Stock Ownership
4. Confidentiality Agreement

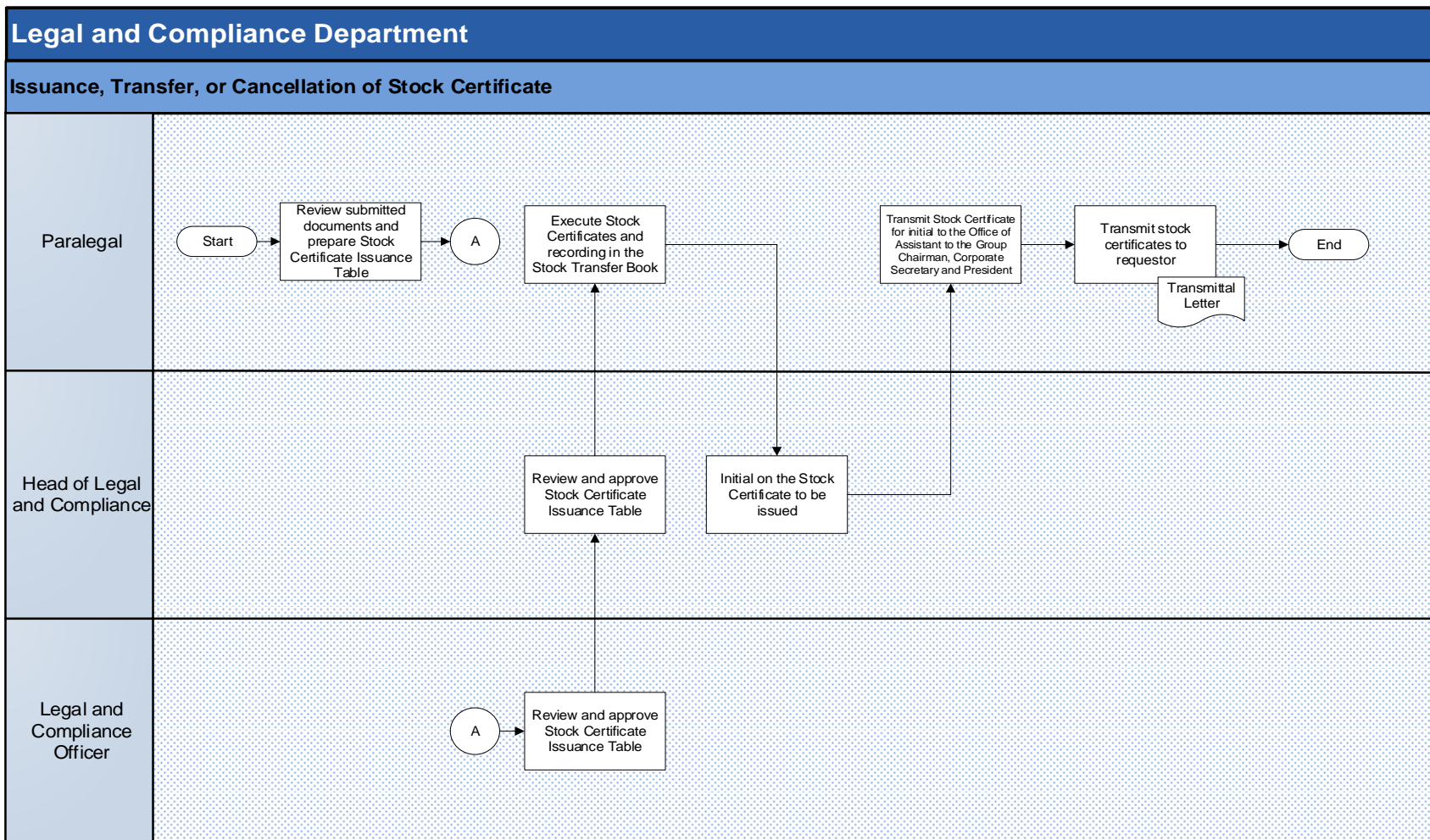


**Figure 6.7-4 Maintenance of List of Directors Process Map**



Maintenance of List of Directors Process	
Process Narratives	Person Responsible
1. Prepare draft lists of directors, corporate officers, and committee members, if applicable, of GT Capital and its relevant component companies two (2) months prior to end of the current year, draft herein attached as Annex P.	Legal and Compliance Officer
2. Review and approve draft lists.	Head of Legal and Compliance/ President
3. Transmit lists to the Executive Committee or its relevant members for approval.	Paralegal
4. Review and approve lists.	Executive Committee or its relevant members for approval.
5. Transmit lists to the relevant President and Corporate Secretary, and to the Office of the Assistant to the Group Chairman.	Paralegal

CONTROL FEATURES
The lists of directors, corporate officers, and committee members, if applicable are reviewed and approved by the Head of Legal and Compliance, the President, and the Executive Committee or its relevant members.



**Figure 6.7-5 Issuance, Transfer, or Cancellation of Stock Certificates Process Map**



<b>Issuance, Transfer or Cancellation of Stock Certificates Process</b>	
<b>Process Narratives</b>	<b>Person Responsible</b>
<p>1. Submit written request for issuance, transfer or cancellation of stock certificate accompanied by the following documents:</p> <p>In case of nominee directors</p> <ol style="list-style-type: none"><li>Duly endorsed stock certificate covering the outgoing director's nominee shares, and</li><li>Deed of Trust and Acknowledgment with Endorsement of outgoing director</li></ol> <p>In case of original issuance</p> <ol style="list-style-type: none"><li>SEC Certificate of Approval of Incorporation / Increase in Authorized Capital Stock, if applicable;</li><li>Secretary's Certificate on Board approval of the issuance of shares; and</li><li>Proof of payment of documentary stamp tax, if applicable.</li></ol> <p>In case of sale</p> <ol style="list-style-type: none"><li>Copy of document evidencing the sale</li><li>Proof of payment of documentary stamp tax</li><li>Certificate Authorizing Registration; and</li><li>Duly endorsed stock certificate covering the shares sold</li></ol> <p>In case of lost stock certificate</p> <ol style="list-style-type: none"><li>Notarized affidavit of loss</li><li>Sworn Declaration of publication with original newspaper cut-out of published Notice of Loss</li><li>Secretary's Certificate on authority to publish</li></ol>	Requestor
2. Review submitted documents and prepare Stock Certificate Issuance Table (draft attached as Annex O).	Paralegal
3. Review and approve Stock Certificate Issuance Table/ Request missing requirements from Requestor.	Legal and Compliance Officer
4. Review and approve Stock Certificate Issuance Table.	Head of Legal and Compliance



<b>Issuance, Transfer or Cancellation of Stock Certificates Process</b>	
<b>Process Narratives</b>	<b>Person Responsible</b>
5. Execute stock certificates and recording in the stock transfer book.	Paralegal
6. Initial on stock certificates to be issued.	Head of Legal and Compliance
7. Transmittal of stock certificates (for initial) to the Office of the Assistant to the Group Chairman.  In case of nominee shares, include: a. Acknowledgment with endorsement (draft attached as Annex M) b. Declaration of Trust and Deed of Assignment of Subscription / Share (draft attached as Annex N) c. Stock Certificate/s of outgoing director	Paralegal
8. Initial on stock certificate.	Office of the Assistant to the Group Chairman
9. Transmittal of stock certificates to signatories.  In case of nominee shares, include: a. Acknowledgment with endorsement b. Declaration of Trust and Deed of Assignment of Subscription/Share	Paralegal
10. Sign off on stock certificates.	Corporate Secretary and President of component company
11. In case of nominee shares, sign off on stock certificate, Acknowledgment with endorsement and Declaration of Trust and Deed of Assignment of Subscription / Share.	Nominee director
12. Transmit stock certificates to requestor.	Paralegal
13. In case of nominee shares, file cancelled stock certificate/s, Acknowledgment with endorsement and Declaration of Trust and Deed of Assignment of Subscription / Share.	Paralegal

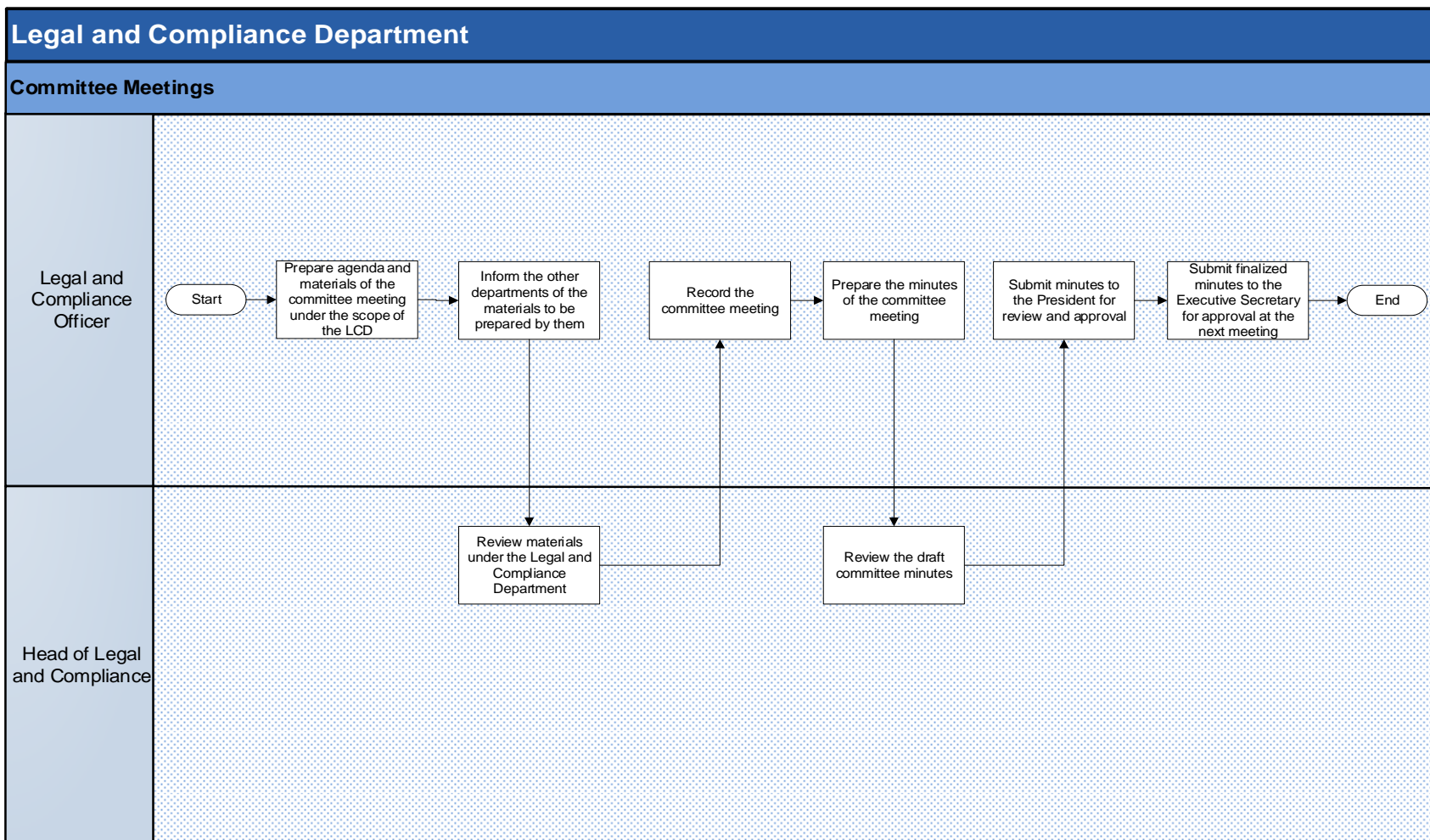


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**CONTROL FEATURES**

Issuance of stock certificates is reviewed and approved by the Head of Legal and Compliance.  
Legal requirements for transfer of shares are observed.



**Figure 6.7-6 Committee Meetings Process Map**



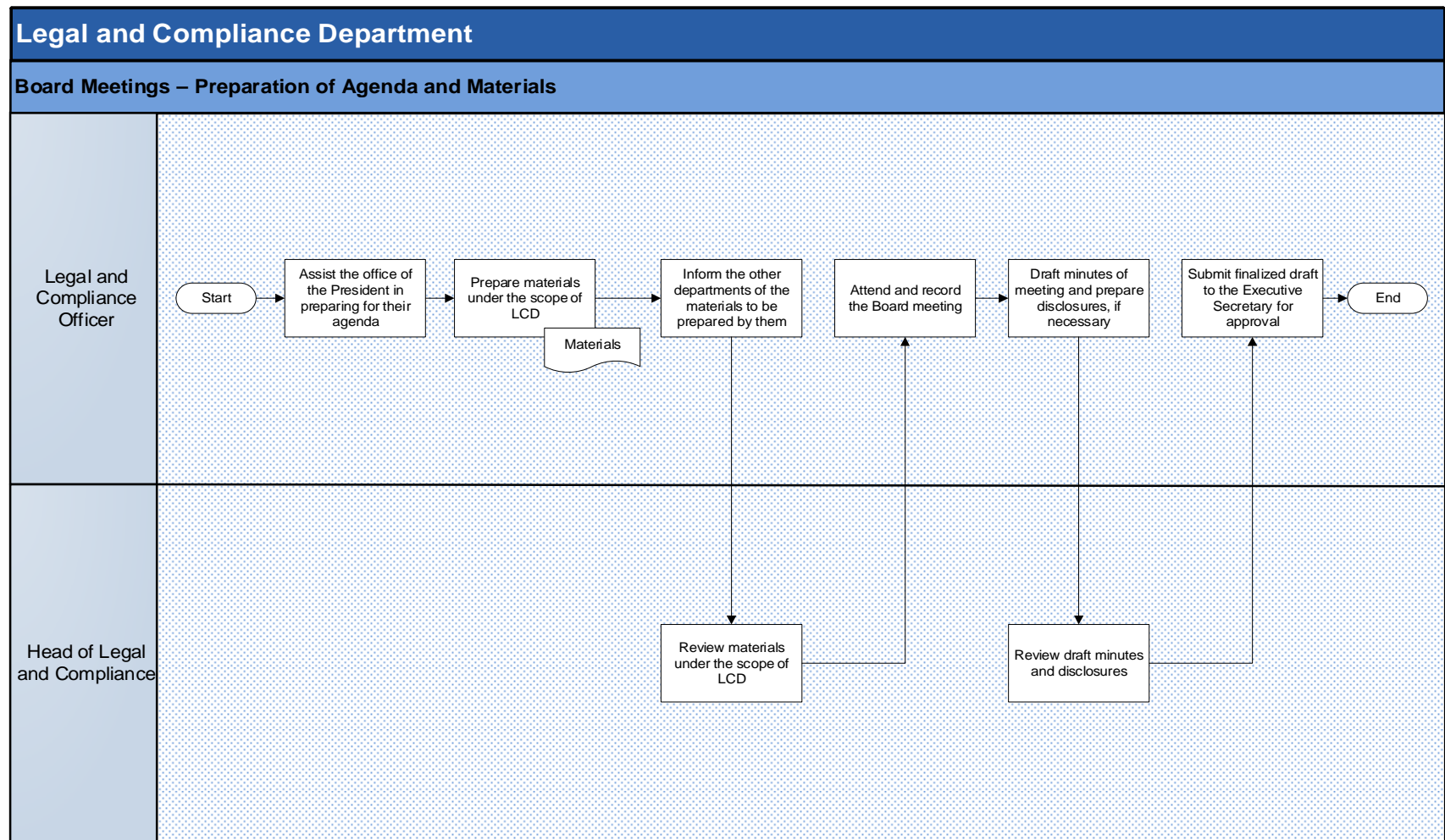


<b>Committee Meetings</b>	
<b>Process Narratives</b>	<b>Person Responsible</b>
1. Plot tentative meeting dates.	Office of the President
2. Prepare agenda of the committee meeting.	Office of the President and Legal and Compliance Officer
3. Prepare materials under the scope of the department.	Legal and Compliance Officer
4. Inform other departments of the materials required to be prepared and finalized by them.	Legal and Compliance Officer
5. Review materials under the scope of the department.	Head of Legal and Compliance
6. Finalize materials under the scope of the department.	Legal and Compliance Officer
7. Release materials at least three (3) days before the scheduled meeting.	Executive Secretary
8. Attend and record the committee meeting.	Legal and Compliance Officer and Head of Legal and Compliance
9. Prepare the minutes of the committee meeting within ten (10) working days from the date of the committee meeting.	Legal and Compliance Officer
10. Review draft minutes. Refer to matrix below:  Corporate Governance: HLC & CFO Nominations: HLC Compensation: HLC & HHRA Risk: CRO Audit: CAE & CFO GTCAD: CFO and General Manager of GTCAD	Head of Legal and Compliance/ Chief Financial Officer/ Head of Human Resources and Administration/ Chief Risk Officer / Chief Audit Executive
11. Incorporate comments of the Head of Legal and Compliance, if any, and submit to the President for review (for Corporate Governance and Related Party Transactions Committee, Compensation Committee and Nominations Committee).	Legal and Compliance Officer



<b>Committee Meetings</b>	
<b>Process Narratives</b>	<b>Person Responsible</b>
12. Review and approve draft committee minutes.	President (for Corporate Governance and Related Party Transactions Committee, Compensation Committee, and Nominations Committee)
13. Submit finalized draft to the Executive Secretary, for approval at the next committee meeting.	Legal and Compliance Officer

<b>CONTROL FEATURES</b>
The agenda, materials under the scope of the department, and minutes are reviewed and approved by the Head of Legal and Compliance, Head of HR and Administration (for Compensation Committee), Chief Risk Officer (for Risk Oversight Committee), General Manager of GTCAD (for GTCAD Committee) Chief Financial Officer (for CGRPT Committee, Audit Committee, GTCAD Committee), and President (for CGRPT Committee, Nominations Committee and Compensation Committee).



**Figure 6.7-7 Board Meeting Process Map**



<b>Board Meetings</b>	
<b>Process Narratives</b>	<b>Person Responsible</b>
1. Plot tentative meeting dates for the ensuing year and present the same at the last meeting of the Board of Directors for the current year.	Office of the President
2. Schedule Board Meeting.	Office of the President
3. Prepare agenda for the meeting of Board of Directors.	Office of the President in consultation with the Department Heads
4. Prepare materials under the scope of the department, including scripts, if applicable.	Legal and Compliance Officer
5. Inform other departments of the materials required to be prepared and finalized by them.	Chief of Staff
6. Review materials under the scope of the department.	Head of Legal and Compliance
7. Review and approve materials to be presented to the Board.	President
8. Finalize materials under the scope of the department.	Legal and Compliance Officer
9. Release materials at least five (5) days before the scheduled meeting.	Chief of Staff
10. Attend and record the meeting.	Legal and Compliance Officer and Head of Legal and Compliance
11. Prepare appropriate disclosures, if any.	Legal and Compliance Officer
12. Prepare minutes within ten (10) working days from the date of the Board meeting.	Legal and Compliance Officer
13. Review draft minutes.	Head of Legal and Compliance, CFO and President
14. Incorporate comments of the Head of Legal and Compliance, Chief Financial Officer and President if any, and submit to the Corporate Secretary for review.	Legal and Compliance Officer
15. Review and approve draft board minutes.	Corporate Secretary



### Board Meetings

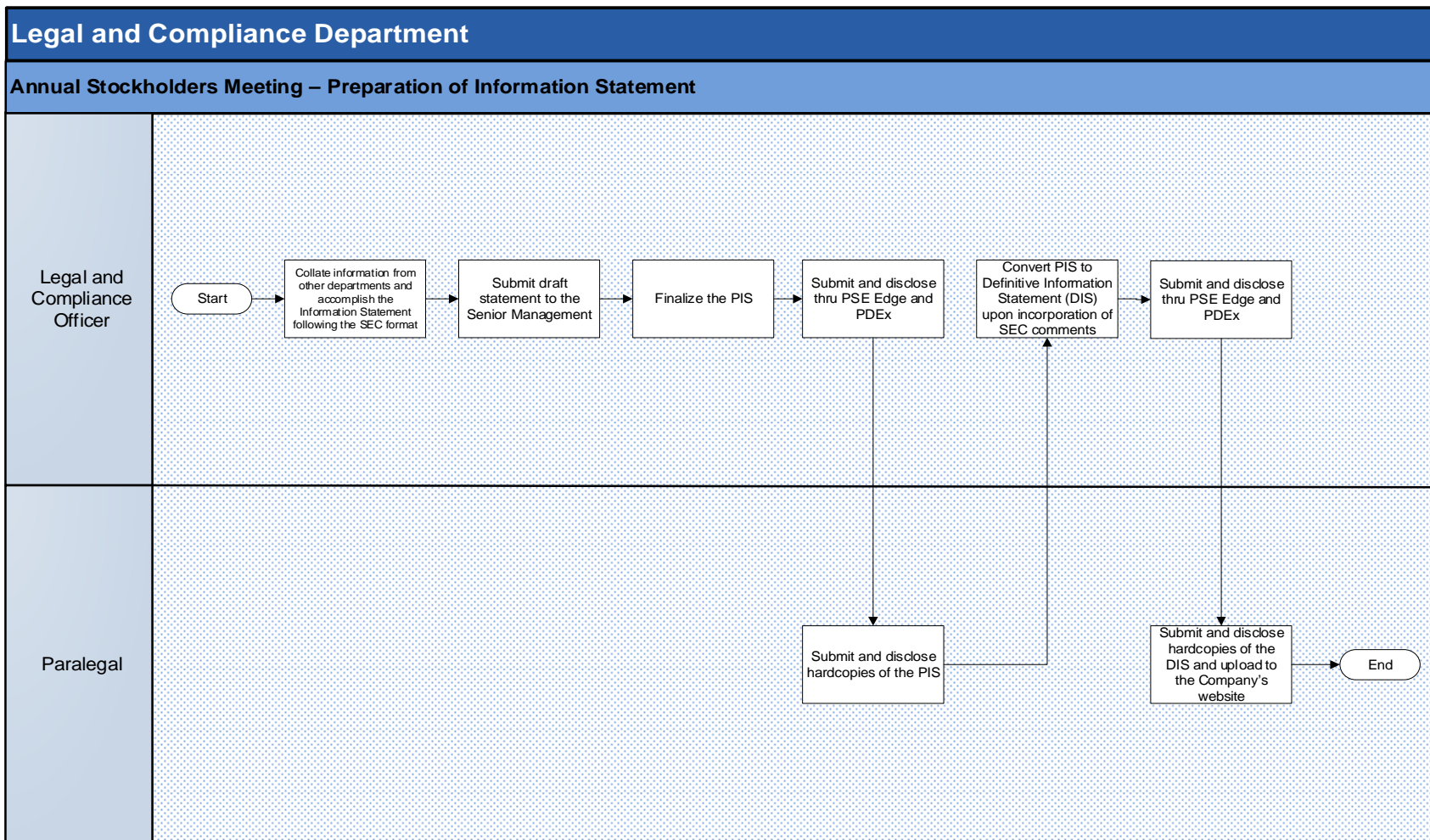
Process Narratives	Person Responsible
16. Submit finalized draft to the Corporate Secretary, for approval at the next Board meeting.	Legal and Compliance Officer

### CONTROL FEATURES

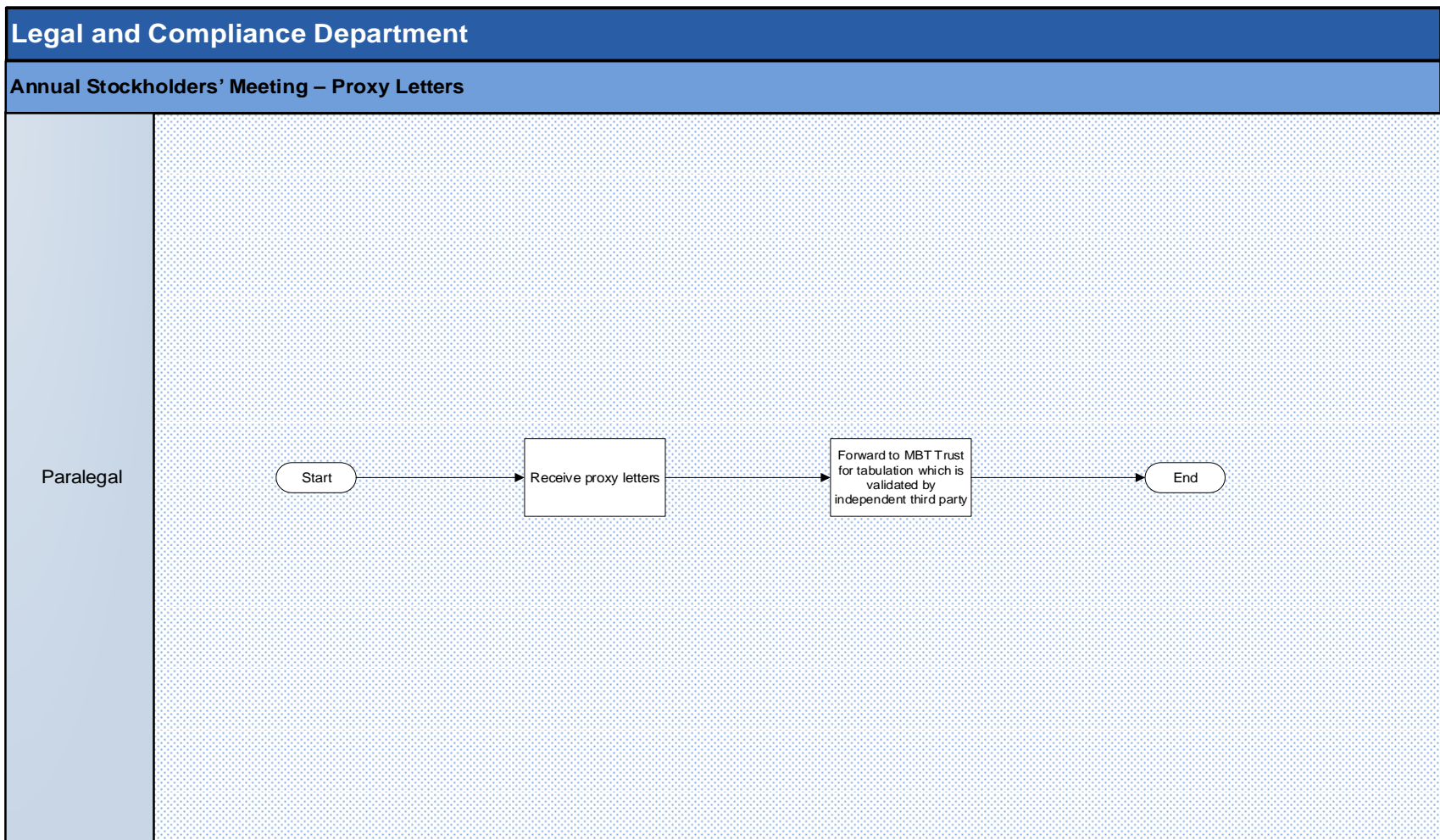
Review of completeness and accuracy for agenda and materials is made by the Legal and Compliance Officer and the Office of the President.

### RELATED DOCUMENTS

1. Board Meeting Schedule
2. Minutes of Meeting



**Figure 6.7-8 Annual Stockholders' Meeting Process Map**



**Figure 6.7-9 Annual Stockholders' Meeting Process Map**





## Legal and Compliance Department

### Annual Stockholders' and OBM Meeting – Script

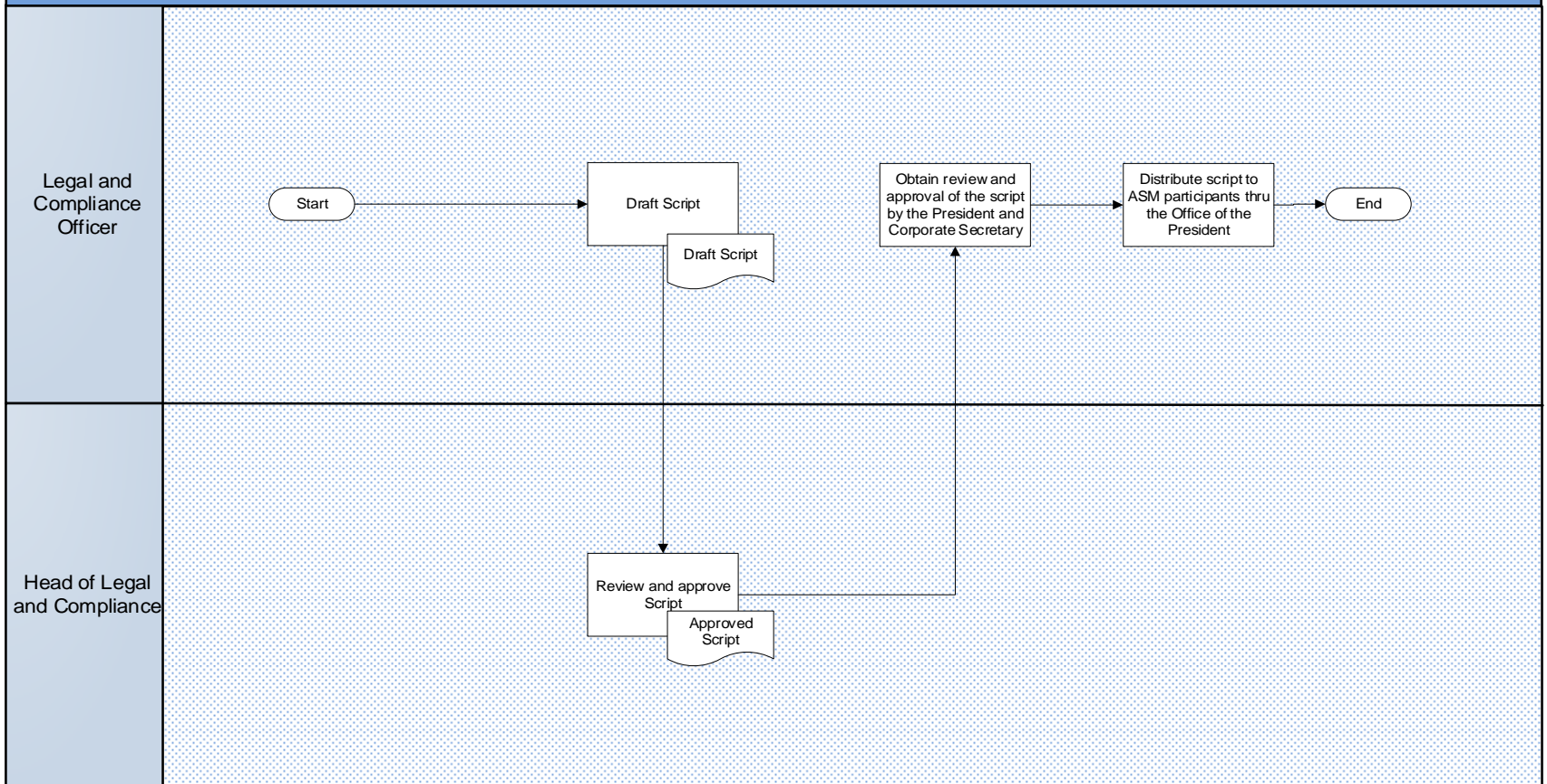
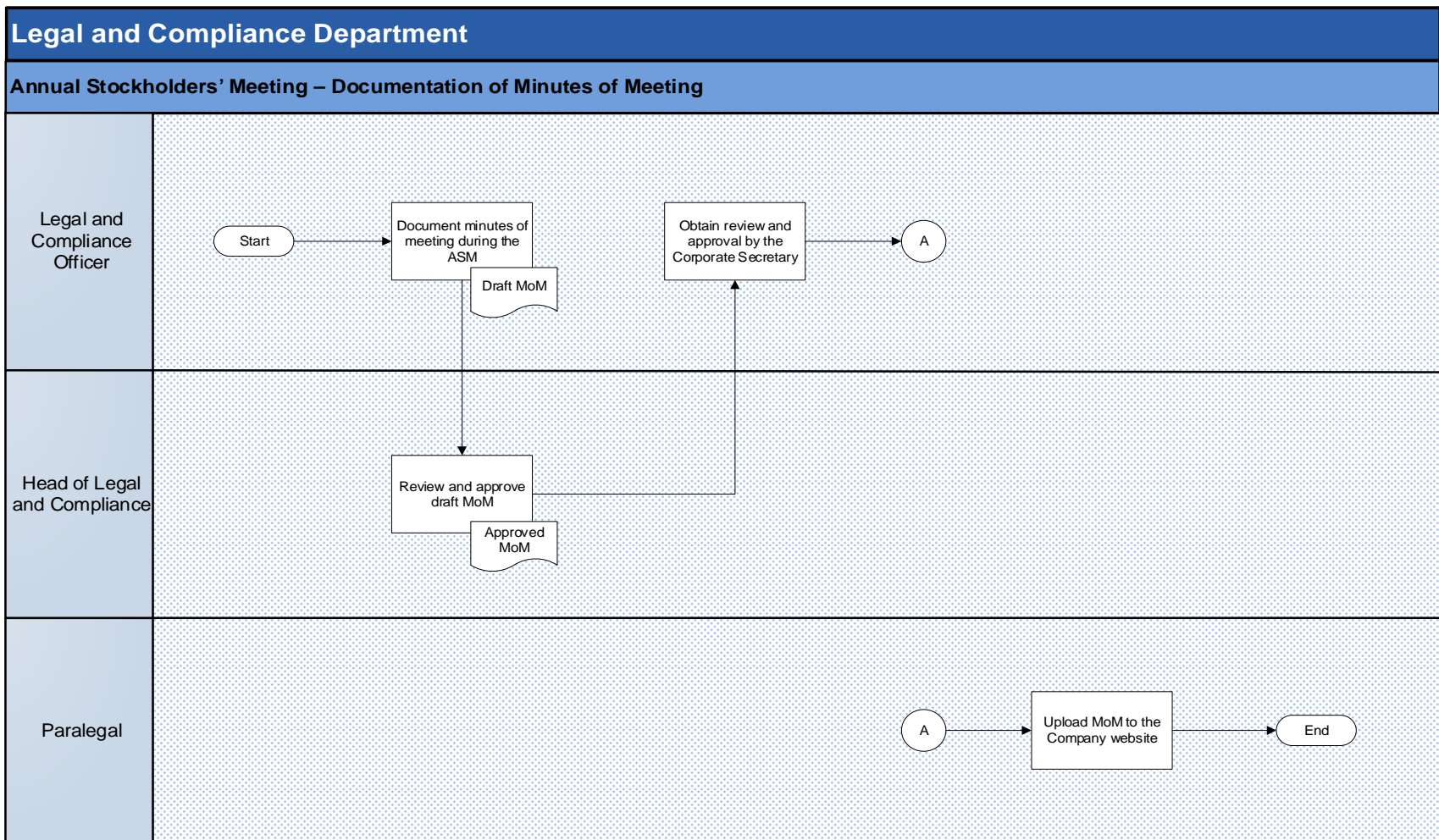
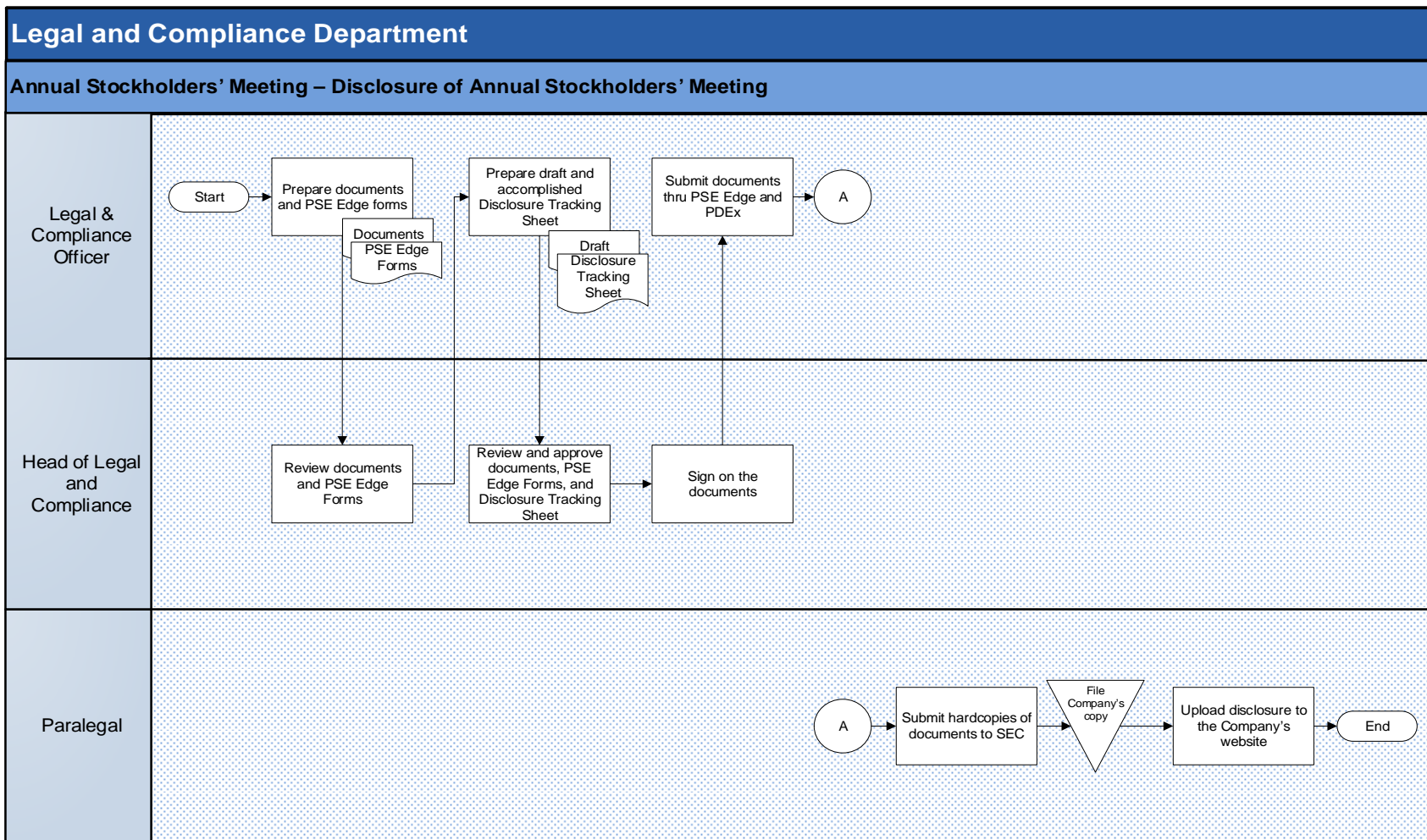


Figure 6.7-10 Annual Stockholders' Meeting Process Map





**Figure 6.7-11 Annual Stockholders' Meeting Process Map**



**Figure 6.7-12 Annual Stockholders' Meeting Process Map**



<b>Annual Stockholders' Meeting Process</b>	
<b>Process Narratives</b>	<b>Person Responsible</b>
<b>Scheduling</b>	
1. Prepare at the start of the year a timetable of activities for ASM then submit to the Head of Legal and Compliance for review.	Legal and Compliance Officer
2. Review and approve the timetable of activities. a. If the timetable is not approved, return to Legal and Compliance Officer to address comments and revisions. b. If the timetable is approved, coordinate the schedule with other departments.	Head of Legal and Compliance
3. Call for Stockholders' Meeting and set the Record Date.	Board of Directors, CFO and AFCD
4. Disclose the Notice of ASM.	Legal and Compliance Officer
<b>Preparation of Information Statement</b>	
1. Accomplish the Information Statement (IS) following the SEC standard format.	Legal and Compliance Officer in coordination with the appropriate departments
2. Collate all relevant information from the other department heads.	Legal and Compliance Officer
3. Review and approve the pertinent portions relevant to them in the Preliminary Information Statement.	Management Committee and/or relevant heads
4. Finalize the PIS.	Legal and Compliance Officer
5. Disclose and submit PIS to regulatory bodies.	Legal and Compliance Officer for PSE Edge and PDEX; Paralegal for hardcopies to the SEC
6. Upload PIS to the Company's website.	Paralegal
7. Review and approval of PIS  In case of revisions, follow the procedure from step 1.	Securities and Exchange Commission



<b>Annual Stockholders' Meeting Process</b>	
<b>Process Narratives</b>	<b>Person Responsible</b>
8. Convert PIS to Definitive Information Statement (DIS).	Legal and Compliance Officer
9. Disclose and submit DIS to regulatory bodies.	Legal and Compliance Officer for PSE Edge and PDEX; Paralegal for hardcopies to the SEC
10. Upload DIS to the Company's website.	Paralegal
11. Transmit DIS to publisher for reproduction.	Human Resources and Administration
12. Distribute DIS to stockholders of record.	Stock Transfer Agent
<b>Proxy Letter</b>	
1. Submit proxy letters to the Corporate Secretary within ten (10) business days before the Annual Stockholders' Meeting.	Stockholders
2. Collect all proxy letters submitted to the Corporate Secretary.	Paralegal
3. Tabulate the votes from the proxy letter prior to the ASM.	Paralegal, stock transfer agent, and external auditor
<b>Script</b>	
1. Draft the script to be used in the Annual Stockholders' Meeting.	Legal and Compliance Officer
2. Review the draft script and if in order, approve the same.	Head of Legal and Compliance
3. Send the draft script to the Corporate Secretary for review.	Legal and Compliance Officer
4. Review the draft script and if in order, approve the same.	President/ Corporate Secretary
5. Submit the draft script to the President and Chairman of the Board for review.	Legal and Compliance Officer
6. Review the draft script and if in order, approve the same.	President and Chairman of the Board



Annual Stockholders' Meeting Process	
Process Narratives	Person Responsible
7. Finalize and distribute the script to ASM participants. The script of directors with speaking parts shall be distributed through the Office of the President.	Legal and Compliance Officer and Chief of Staff
<b>Documentation of Minutes of the Meeting</b>	
1. Document the minutes of the meeting during the ASM.	Legal and Compliance Officer
2. Review the draft minutes of the meeting.	Head of Legal and Compliance and Corporate Secretary
3. Obtain reviewed minutes of the meeting from the Corporate Secretary.	Legal and Compliance Officer
4. Upload Minutes of the Meeting to GT Capital Website on the next business day following the ASM.	Paralegal
<b>Disclosure of Results Annual Stockholders' Meeting</b>	
<i>Please see procedure under Unstructured Compliance Reporting Process</i>	

### CONTROL FEATURES

Review is made by the Head of Legal and Compliance (for schedules, information statements, scripts, minutes of the meeting, and items for disclosure) and, if applicable, Corporate Secretary and other Senior Management before sending to Investor Relations, SEC, and other relevant parties.

### RELATED DOCUMENTS

1. Schedule of ASM
2. Preliminary Information Sheet
3. Definitive Information Sheet
4. Proxy Letters
5. Script
6. Minutes of Meeting



## ANNEX A : Authorized Signatories for Various Corporate Transactions

CORPORATE ACTION	AUTHORIZED SIGNATORIES
A. Banking and Financial Transactions/Activities	
<p>(1) Securing or obtaining loans or credit accommodations such as but not limited to,</p> <ul style="list-style-type: none"><li>• loan agreement</li><li>• credit line agreement</li><li>• mortgage trust indenture</li><li>• escrow agreement</li><li>• promissory note</li><li>• letter of undertaking/guaranty/consent thereto</li><li>• real estate mortgage</li><li>• chattel mortgage</li><li>• pledge</li><li>• assignment, including:<ul style="list-style-type: none"><li>a) cancellation of mortgage (whether full or partial)</li><li>b) Deeds of Assignment</li><li>c) continuing suretyship</li><li>d) guaranty agreement, with authority to pre-terminate, renegotiate, restructure, renew, compromise, extend or amend the foregoing transactions;</li></ul></li></ul> <p>(2) Opening, maintaining, and closing current/savings/time or other deposit accounts with bank and other financial institutions (domestic or foreign), including:</p> <ul style="list-style-type: none"><li>• enroll the said accounts in electronic banking facility of the bank or financial institution</li><li>• signing checks, drafts, withdrawal slips, orders of withdrawal, orders for payment of money, and/or written demands issued or, endorsed by the Company against such current/savings, time or other deposit accounts</li><li>• signing affidavits, deeds of undertaking, indemnity agreements, assignments, discharge, quitclaims and similar or related documents in connection with checks issued by or to the Company;</li></ul> <p>(3) Investing the funds of the Company, in</p> <ul style="list-style-type: none"><li>• Philippine or foreign currencies</li><li>• treasury bills</li></ul>	<p>Any one (1) from Class “A” signatories <u>AND</u> any one (1) from Class “B” signatories:</p> <p><u>Class “A”</u></p> <ul style="list-style-type: none"><li>• Chairman</li><li>• Vice Chairman</li><li>• President</li><li>• Chief Financial Officer</li></ul> <p><u>Class “B”</u></p> <ul style="list-style-type: none"><li>• Treasurer</li><li>• Assistant Treasurer</li></ul>



CORPORATE ACTION	AUTHORIZED SIGNATORIES
<ul style="list-style-type: none"> <li>• Bangko Sentral ng Pilipinas certificates of indebtedness</li> <li>• government securities</li> <li>• promissory notes or debt instruments, credit-linked notes</li> <li>• shares of stock of corporations in the Philippines or abroad</li> </ul> <p>5. Opening and maintaining accounts with any</p> <ul style="list-style-type: none"> <li>• investment house</li> <li>• correspondent bank</li> <li>• securities dealer</li> <li>• broker or agent and/or securing their services</li> </ul> <p>Voting or appointing proxies for shares of stock</p> <p>6. Assigning, transferring, conveying and/or encumbering the same</p> <p>7. Signing, executing, endorsing, and/or delivering any and all related certificates, documents/instruments.</p> <p>8. Signing, executing and delivering all relevant documents, agreements, contracts and other papers/instruments to the grant of loans or credit accommodations under the Company's Provident Plan, Car Loan Assistance Program and Housing Assistance Program for Officers (HAP) and Multi-purpose Salary Loan, where applicable or existing, such as but not limited to:</p> <ul style="list-style-type: none"> <li>• loan agreement</li> <li>• letter of undertaking/guaranty and reply thereto</li> <li>• real estate mortgage</li> <li>• chattel mortgage</li> <li>• pledge</li> <li>• assignment, including               <ul style="list-style-type: none"> <li>a) amendment</li> <li>b) supplements</li> <li>c) renewals or extensions thereof,</li> <li>d) cancellation of mortgage, pledge or assignment, whether full or partial;</li> </ul> </li> </ul> <p>9. Sign and approve to draw funds from the Company's Provident Fund, Retirement Fund, Legacy or Reserve Leave Credits Fund, where applicable or existing, for separation benefits payout of employees.</p>	



CORPORATE ACTION	AUTHORIZED SIGNATORIES
<b>B. Non-Banking Transactions/Activities</b>	
<p>(1) Purchasing or otherwise acquiring, selling, assigning, transferring, donating, conveying or otherwise disposing, mortgaging, pledging, assigning, or otherwise encumbering real or personal properties, owned or acquired by the Company through purchase, foreclosure, execution or otherwise; and likewise acquiring any interest in land or other properties (real or personal) by way of lease, usufruct, or similar rights;</p> <p>(2) Executing joint venture agreements or any other agreement/contract between the Company and other entities;</p> <p>(3) Executing service agreements and contracts with service providers and consultants of whatever nature, including, but not limited to:</p> <ul style="list-style-type: none"> <li>• audit</li> <li>• accounting</li> <li>• tax engagement</li> <li>• risk management</li> <li>• company policies, processes and procedures</li> </ul> <p>(4) Signing, applying for or otherwise executing any documents, forms, applications or authorizations for the procurement of permits, licenses, clearances or approvals from the relevant government agencies.</p> <p>(5) Acquiring shares, applying for membership, voting or appointing proxies in golf, leisure and country clubs, business clubs or similar clubs; signing, executing, endorsing, and/or delivering all certificates, documents and instruments including designation of voting or playing or beneficial rights or privileges related or in connection with.</p> <p>(6) Instituting, defending, intervening, participating, mediating, arbitrating, entering into a compromise agreement or amicable settlement and/or representing the Company, whether through external counsel or otherwise, in any and all legal actions or proceedings, whether civil, criminal, including but not limited to:</p> <ul style="list-style-type: none"> <li>• mediation</li> <li>• arbitration</li> <li>• special proceedings</li> </ul>	<p>Any one (1) from Class “A” signatories <u>AND</u> any one (1) from Class “B” signatories:</p> <p><u>Class “A”</u></p> <ul style="list-style-type: none"> <li>• President</li> <li>• Chief Financial Officer</li> </ul> <p><u>Class “B”</u></p> <ul style="list-style-type: none"> <li>• Vice President – Legal and Compliance</li> <li>• Vice President – Human Resources and Administration</li> <li>• Vice President – Corporate Communications and Investor Relations</li> <li>• Vice President/Assistant Vice President – Controllershship</li> </ul>





CORPORATE ACTION	AUTHORIZED SIGNATORIES
<ul style="list-style-type: none"><li>labor</li><li>administrative actions, filed for or against the Company before any court, tribunal, agency or office, domestic or international; to verify, certify, sign and file or authorize the verification, certification, signing and filing by its duly designated officers or employees and/or counsel of complaints, answers, petitions, other initiatory and/or responsive pleadings and other pleadings or documents as may be necessary or appropriate in the prosecution, defense and/or termination of such legal actions or proceedings and/or in pursuit of remedies before any court, tribunal, agency or office, domestic or international, and to execute or authorize the execution by such officers or employees and/or counsel the necessary or required verifications, certifications of non-forum shopping, affidavits, and other documents in connection therewith; to sign requests for bonds and other documents, agreements or instruments in connection therewith; to submit to alternative modes of dispute resolution and to enter into stipulations or admissions of facts and documents; to sign compromise agreements, restructuring agreements, debt settlement agreements, memorandum of agreements, consortium agreements, deeds of assignment, rehabilitation plans, dacion en pago or other documents on such terms as any of them may deem reasonable; and to execute Special Powers of Attorney in favor of any officer or employee of the Company or any law office or attorney, or any trustee, agent, arranger, or bank in a syndicated loan agreement or any agreement involving several financial institutions, granting each or any of them or attorney-in-fact the authority to do any, some or all of the aforementioned acts, and to do and perform by himself or through said attorney-in-fact, substitute, or delegate any and all other acts required or may be necessary in the prosecution, defense, termination and/or resolution of such legal actions or proceedings or other legal matters involving the Company including the engagement of external legal counsels as well as execution of retainer agreements with such counsels for the protection of the interest of</li></ul>	



CORPORATE ACTION	AUTHORIZED SIGNATORIES
<p>the Company;</p> <p>(7) Signing, executing and delivering applications for the registration of copyrights, trademarks, servicemarks, tradenames, business name/style, logos, designs and other intellectual property rights, webnames and internet addresses, with the Intellectual Property Office or other appropriate offices/agencies public or private, domestic or international, including appointing the Company's counsels, technical advisers, artists and other such agents and representatives as may be necessary in the furtherance of this authority;</p> <p>(8) Representing, negotiating, compromising, settling, transacting, signing for the Company, submitting regulatory requirements, paying, or otherwise dealing with the Bureau of Internal Revenue, Bureau of Customs, Court of Tax Appeals, Supreme Court, or other tax, revenue or similar government departments, offices, bureaus or agencies, national or local;</p> <p>(9) Administrative matters including, but not necessarily limited to, purchasing, acquiring, leasing, selling, assigning, transferring, conveying or otherwise disposing, mortgaging, pledging or encumbering properties of the Company including, but not limited to:</p> <ul style="list-style-type: none"><li>• purchasing and selling motor vehicle (with authority to execute Deed of Sale of any motor vehicle of the Company)</li><li>• acquiring or transferring telephone lines, mobile phone lines, internet broadband and other communication services and properties</li><li>• purchasing or acquiring software and technology applications</li><li>• planning and implementing construction or renovations to office premises</li><li>• leasing</li><li>• purchasing and/or purchase requisitioning or otherwise acquiring goods and services</li><li>• request for cash advances and expense report liquidation</li><li>• business travel authorization</li><li>• request for payment</li></ul>	



**GT CAPITAL**  
HOLDINGS INCORPORATED

**Legal and Compliance Department**  
**Policies and Procedures Manual**

**NOTE:**

Authority to enter into the foregoing transactions shall be subject to:

- (i) Approval of the Executive Committee if the transaction or activity involves disbursements of funds amounting to P50,000,000.00 up to P100,000,000.00; and
- (ii) Approval of the Board of Directors if the transaction or activity involves disbursements of funds exceeding P100,000,000.00



## ANNEX B: Contract Brief

CONTRACT BRIEF	
The intent of this contract brief is to provide select contract terms, scope of work and the business rules if any. Please note, this is NOT intended to replace the contract in any way and merely serves as a summary guidance document.	
SUPPLIER:	CONTRACT NUMBER:
CONTRACT START DATE:	CONTRACT TERM:
CONTRACTED SERVICES	
DESCRIPTION:	
SERVICE LOCATION:	

CONTACTS	
RELATIONSHIP MANAGER:	PHONE:
PROCUREMENT CONTACT:	PHONE:

CONTRACTOR INFORMATION	
SUPPLIER CONTACT:	PHONE:
ALTERNATE SUPPLIER CONTACT:	PHONE:



**SERVICES PROVIDED**

**SCOPE:**

**CONTRACT TERMS AND CONDITIONS**

**CHANGES IN SCOPE:**

**WARRANTY/GUARANTEE:**

**OWNER CONTROLLED INSURANCE PROGRAM (OCIP):**

**REWORK CONDITIONS:**

**KEY PERFORMANCE INDICATORS:**

**APPROVAL**

**APPROVERS**

**SIGNATURE**

**APPROVER 1:**

**COMMENTS:**

**APPROVER 2:**

**COMMENTS:**



## ANNEX C : SEC Form 17-C

### SECURITIES AND EXCHANGE COMMISSION

#### SEC FORM 17-C, AS AMENDED

#### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(b)(3) THEREUNDER

#### GENERAL INSTRUCTIONS

##### (a) Use of Form 17-C

This SEC Form 17-C shall be used for current reports required by Section 17 of the Code and filed pursuant to paragraph 2(c) of SRC Rule 17 thereunder.

##### (b) Events to be Reported and Time for Filing of Reports

- (1) A report on this Form is required to be filed upon the occurrence of any one or more of the events specified in all Items hereof within five (5) days after the occurrence of the event.
- (2) If substantially the same information as that required by this Form has been previously reported by the issuer, an additional report of the information on this Form need not be made. The term "previously reported" is defined in "Annex B".

##### (c) Application of SRC Rule 72.1: Requirements for Filing Forms

SRC Rule 72.1 contains general rules and regulations which are applicable to reports on forms to be filed with the Commission and should be carefully read and observed in the preparation and filing of reports on this Form.

##### (d) Preparation of Report.

- (1) This Form should not be considered a blank form to be filled in. It is a guide to be used in preparing the report in accordance with SRC Rule 72.1. The Commission does not furnish blank copies of this Form to be filled in for filing.
- (2) These general instructions are not to be filed with the report. The instructions to the various captions of the form are also to be omitted from the report as filed. The report shall contain the numbers and captions of all applicable items, but the text of such items may be omitted, provided the answers thereto are prepared in the manner specified in SRC Rule 72.1. All items that are not required to be answered in a particular report may be omitted and no reference thereto need be made in the report.



**(e) Incorporation by Reference**

In accordance with the provisions of SRC Rule 12-2, if the issuer makes available to its stockholders or otherwise publishes within the period prescribed for filing the report, a press release or other document or statement containing information meeting some or all of the requirements of this Form, the information called for may be incorporated by reference to such published document or statement in answer or partial answer to any item or items of this Form, provided copies thereof are filed as an exhibit to the report on this Form.

**(f) Signature and Filing of Report**

(1) Three (3) complete copies of the report, including any financial statements, exhibit or other paper or document filed as a part thereof, shall be filed with the Commission. At least one complete copy of the report, including any financial statements, exhibit or other paper or document filed as a part thereof, shall, where any class of securities of the issuer are listed on a Stock Exchange, simultaneously be filed with that Stock Exchange. At least one complete copy of the report filed with the Commission and one such copy filed with the Exchange shall be manually signed. Copies not manually signed shall bear typed or printed signatures.

(2) At least one complete copy of the report filed with the Commission and one such copy filed with the Exchange shall be manually signed on the registrant's behalf by a duly authorized officer of the registrant. Copies not manually signed shall bear typed or printed signatures. See also paragraphs 2 and 3 of SRC Rule 72.1 concerning copies, binding, signatures, paper, printing, language, and pagination.



SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1. ....  
Date of Report (Date of earliest event reported)
2. SEC Identification Number ..... 3. BIR Tax Identification No. ....
4. ....  
Exact name of issuer as specified in its charter
5. .... 6. (SEC Use Only)   
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. ....  
Address of principal office Postal Code
8. ....  
Issuer's telephone number, including area code
9. ....  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA  

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
.....	
.....	
11. Indicate the item numbers reported herein: .....





### Item 1. Changes in Control of Issuer

- (a) If, to the knowledge of management, a change in control of the issuer has occurred, state the name of the person(s) who acquired such control; the amount and the source of the consideration used by such person(s); the basis of the control; the date and a description of the transaction(s) which resulted in the change in control; the percentage and actual number of shares of voting securities of the issuer now beneficially owned directly or indirectly by the person(s) who acquired control; and the identity of the person(s) from whom control was assumed.
- (b) If the source of all or any part of the consideration used is a loan made in the ordinary course of business by a bank, the identity of the bank may be omitted. In lieu thereof, the material shall indicate that disclosure of the identity of the bank has been omitted and filed separately with the Commission.
- (c) The terms of any loans or pledges obtained by the new control group for the purpose of acquiring control, and the names of the lenders or pledgees shall be stated. Any arrangement or understanding among members of both the former and new control groups and their associates with respect to election of directors or other matters shall be described.
- (d) Describe any arrangement known to the issuer, including any pledge by any person of securities of the issuer or any of its parents, the operation of which may at a subsequent date result in a change in control of issuer.

### Item 2. Acquisition or Disposition of Assets

- (a) If the issuer or any of its majority-owned subsidiaries has acquired or disposed of a significant amount of assets **or amounting to ten percent (10%) or more of the company's total assets**, otherwise than in the ordinary course of business, furnish the following information:
  - (1) the date and manner of the acquisition or disposition and a brief description of the assets involved, the nature and amount of consideration given or received therefor, the principle followed in determining the amount of such consideration, the identity of the person(s) from whom the assets were acquired or to whom they were sold and the nature of any material relationship between such person(s) and the issuer or any of its affiliates, any director or officer of the issuer, or any associate of any such director or officer. If the transaction being reported is an acquisition, identify the source(s) of the funds used unless all or any part of the consideration used is a loan made in the ordinary course of business by a bank in which case the identity of such bank may be omitted. In lieu thereof, the material shall indicate that the identity of the bank has been omitted and filed separately with the Commission.
  - (2) If any asset so acquired by the issuer or its subsidiaries constituted plant, equipment or other physical property, state the nature of the business in which the assets were used by the persons from whom acquired and whether the issuer intends to continue such use or intends to devote the assets to other purposes, indicating such other purposes;



Provided, however, that no information need be given as to:

- (A) any transaction between any person and any wholly-owned subsidiary of such person;
  - (B) any transaction between two or more wholly-owned subsidiaries of any person; or
  - (C) the redemption or other acquisition of securities from the public, or the sale or other disposition of securities to the public, by the issuer of such securities.
- (b) For purposes of this item, the term "acquisition" shall include every purchase, acquisition by lease, exchange, merger, consolidation, succession or other acquisition; provided that such term does not include the construction or development of property by or for the issuer or its subsidiaries or the acquisition of materials for such purpose.
- (c) For purposes of this item, the term "disposition" shall include every sale, disposition by lease, exchange, merger, consolidation, mortgage, or hypothecation of assets, assignment, whether for the benefit of creditors or otherwise, abandonment, destruction, or other disposition.
- (d) For purposes of this item, an "acquisition" or "disposition" shall be deemed to involve a significant amount of assets:
- (1) if the issuer's and its other subsidiaries' equity in the net book value of such assets or the amount paid or received therefor upon such acquisition or disposition exceeded ten percent **(10%)** of the total assets of the issuer and its consolidated subsidiaries, or
  - (2) if it involved a business which is significant as defined in "Annex B".
- (e) Where assets are acquired or disposed of through the acquisition or disposition of control of a person, the person from whom such control was acquired or to whom it was disposed of shall be deemed the person from whom the assets were acquired or to whom they were disposed, for the purposes of this item. Where such control was acquired from or disposed of to not more than five persons, their names shall be given; otherwise it will suffice to identify in an appropriate manner the class of such persons.
- (f) Attention is directed to the requirements in Item 10 of this Form with respect to the filing of:
- (1) financial statements for businesses acquired;
  - (2) pro forma financial information; and
  - (3) copies of the plans of acquisition or disposition as exhibits to the report.
- (g) The information called for by this Item is to be given as to each transaction or series of related transactions of the size indicated. The acquisition or disposition of securities



shall be deemed the indirect acquisition or disposition of the assets represented by such securities if it results in the acquisition or disposition of control of such assets.

### Item 3. Changes in Issuer's Certifying Accountant

#### (a) Resignation or Dismissal

If an independent accountant who was previously engaged as the principal accountant to audit the issuer's financial statements, or an independent accountant of a significant subsidiary as defined in "Annex B" resigns (or indicates it declines to stand for re-election after the completion of the current audit) or is dismissed, **disclose the reason thereof and** provide the information required by Part III, Paragraph (B) of "Annex C".

#### (b) Appointment of New Independent Accountant

If a new independent accountant has been engaged as either the principal accountant to audit the issuer's financial statements or as an independent accountant on whom the principal accountant has expressed, or is expected to express, reliance in its report regarding a significant subsidiary, identify the newly engaged accountant and indicate the date of the accountant's engagement.

\*\*\*\*\*

**Explanation.** The resignation or dismissal of an independent accountant, or its declination to stand for re-election, is a reportable event separate from the engagement of a new independent accountant. On some occasions two reports on Form 17-C will be required for a single change in accountants, the first on the resignation (or declination to stand for re-election) or dismissal of the former accountant and the second when the new accountant is engaged. Information required in the second Form 17-C in such situations need not be provided to the extent it has been previously reported in the first Form 17-C.

### Item 4. Resignation, Removal or Election of Registrant's Directors or Officers

#### (a) Resignation or Removal

- (i) Disclose the name of any director or officer who has ceased to hold office, the date of any such cessation, the office held by any such person and the reason/s for such cessation. If a director has been removed by issuer for cause, it shall provide a discussion of the reason for the removal.
- (ii) If a director has resigned or declined to be re-elected to the board of directors since the date of the last annual meeting of shareholders because of a disagreement with the issuer on any matter relating to the issuer's operations, policies or practices, and if the director has furnished the issuer with a letter describing such disagreement and requesting that the matter be disclosed, the issuer shall state the date of such resignation or declination to stand for re-election and summarize the director's description of the disagreement. **In such a case, the issuer shall file a copy of the director's letter as an exhibit to Form 17-C.**



If the issuer believes that the description provided by the director is incorrect or incomplete, it may include a brief statement presenting its views on the disagreement.

- (b) Election or appointment
  - (i) If a director or officer who has died, resigned or been removed has been replaced by the issuer or elected at any meeting of the shareholders, it shall state the name of the appointee or electee, the office to be held by such person, the date of such appointment or election **including the qualification and business experience for the past five years of such person.**
  - (ii) If any director or officer is appointed or elected at any meeting of the shareholders or otherwise, then state the name, office, and date of such appointment or election.
- (c) Where a director is identified, either in pars. (a) or (b) above, disclose whether such person is an “independent director” under Section 38 of the Code and SRC Rule 38.1 thereunder. Indicate if a director or officer died.
- (d) Reporting under this Item 4 is deemed to satisfy the reporting requirements set forth in Section 26 of the Corporation Code of the Philippines and any rules thereunder.

#### Item 5. Legal Proceedings

Furnish the information required by Part I, Paragraph (C) of “Annex C”. If proceedings have been terminated, provide similar information, including the date of termination and a description of the disposition thereof with respect to the issuer and its subsidiaries.

#### Item 6. Changes in Securities

- (a) If the constituent instruments defining the rights of the holders of any class of registered securities have been materially modified, give the title of the class of securities involved and state briefly the general effect of such modification upon the rights of holders of such securities.
- (b) If the rights evidenced by any class of registered securities have been materially limited or qualified by the issuance or modification of any other class of securities, state briefly the general effect of the issuance or modification of such other class of securities upon the rights of the holders of the registered securities.

#### Item 7. Defaults Upon Senior Securities

- (a) If there has been any material default in the payment of principal, interest, a sinking or purchase fund installment, or any other material default not cured within thirty (30) days, with respect to any indebtedness of the issuer or any of its significant subsidiaries exceeding five (5%) percent of the total assets of the issuer and its consolidated subsidiaries, identify the indebtedness and state the nature of the default. In the case of such a default in the payment of principal, interest, or a sinking or purchase fund installment, state the amount of the default and the total arrearage on the date of filing this report. Only events which have become defaults under the governing instruments,



i.e., after the expiration of any period of grace and compliance with any notice requirements, need be reported hereunder.

- (b) If any material arrearage in the payment of dividends has occurred or if there has been any other material delinquency not cured within thirty (30) days, with respect to any class of preferred stock of the issuer which is registered or which ranks prior to any class of registered securities, or with respect to any class of preferred stock of any significant subsidiary of the issuer, give the title of the class and state the nature of the arrearage or delinquency. In the case of an arrearage in the payment of dividends, state the amount and the total arrearage on the date of filing this report.
- (c) Defaults or arrearages with respect to any class of securities all of which is held by, or for the account of, the issuer or its totally held subsidiaries, need not be reported pursuant to this Item.
- (d) Disclose the how long will the defaults occur and the sources of funds for payment thereof.
- (e) The terms of the plan of payment or of any restructuring agreement shall be disclosed in the current report.

#### **Item 8. Change in Fiscal Year**

If the issuer determines to change its fiscal year from that used in its most recent filing with the Commission, state the date such determination was made, the period of the new fiscal year and the period from which the fiscal year was changed.

#### **Item 9. Other Events**

(a) The issuer shall report every fact or event that occurs which would reasonably be expected to materially affect the decision of investors to buy, to sell or to hold securities. To the extent not covered above, the following are illustrative of the types of events required to be reported under this Item. This list is only indicative and will not relieve anyone of the obligation to inform the public, the exchange and the Commission of every other act which may reasonably be considered to materially affect the issuer's securities or investors' decisions in respect thereto.

- 1) changes in the issuer's corporate purpose and any material alteration in the issuer's activities or operations or the initiation of new ones;
- 2) resignation or removal of officers or senior management and their replacements;
- 3) any decision taken to carry out extraordinary investments or the entering into financial or commercial transactions that might have a material impact on the issuer's situation;
- 4) losses of a significant part of the issuer's net worth;
- 5) occurrence of any event of dissolution with details in respect thereto;
- 6) acts and facts of any nature that might seriously obstruct the development of corporate activities, specifying its implications on the issuer's business;
- 7) any licensing or franchising agreement or its cancellation which may materially affect the issuer's operations;
- 8) any delay in the payment of debentures, negotiable obligations, bonds or any other publicly traded security;



- 9) creation of mortgages or pledges on assets when they exceed a significant part of the issuer's net worth;
- 10) any purchase or sale of stock or convertible debt securities of other companies when the amount exceeds a significant part of the issuer's or purchaser's net worth;
- 11) contracts of any nature that might limit the distribution of profits with copies thereof;
- 12) postponement of stockholders' meeting according to the by-laws or as previously scheduled;
- 13) declaration of any kind of dividend;
- 14) change in business address or location of principal plant;
- 15) facts of any nature that materially affect or might materially affect the economic, financial or equity situation of those companies controlling, or controlled by the issuer including the sale of or the constitution of sureties/pledges on an important part of such issuer's assets;
- 16) authorization, suspension, retirement or cancellation of the listing of the issuer's securities on an exchange or organized over-the-counter electronic marketplace domestically or abroad;
- 17) fines of more than P 50,000 and/or other penalties to the issuer or to its subsidiaries by regulatory authorities and the reasons therefore;
- 18) merger, consolidation or spin-off of the issuer;
- 19) Entry into or termination of a material agreement not made in the ordinary course of business;
- 20) Termination or reduction of a business relationship with a customer that constitutes a significant amount of the company's resources;
- 21) Events triggering a direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation;
- 22) Material modifications to rights of holders of the company's securities;
- 23) Grant of the subscription rights to new shares as stock options;
- 24) Credits of subsidiary become likely to be in default;
- 25) Material conditional provisions in any agreement concerning ownership or control;
- 26) Changes in a material contract which may have financial, technological or administrative impact on the company;
- 27) Renegotiations or restructuring of debts;
- 28) Modification of disclosed projects by the company;
- 29) Any restructuring of the company's equity which has been approved by the Board of Directors;
- 30) similar transactions as items 3, 10 and 18, entered into by any director, officer or substantial stockholder of the issuer as a representative of a group of companies in which the issuer is a member thereof.

For purposes of this item, term "group of companies" shall refer to various companies which are owned or controlled by a person who directly, or indirectly through one or more persons or intermediaries, controls, or is controlled by, or is under common control with, the person specified, or whose three or more directors, officers or substantial stockholders are the same persons.

- (b) With respect to information which is not otherwise called for by this Form, the issuer may, at its option, also report under this item any events that the issuer deem important to security holders.



#### Item 10. Fraud and Error

- (a) The issuer shall describe any of the following findings by its external auditor during the conduct of audit for the company's recently completed fiscal year, and determined in accordance with generally accepted auditing standards.
1. Any material finding/s involving fraud or error, as defined under paragraph (b) hereof;
  2. Losses or potential losses the aggregate of which amounts to at least ten percent (10%) of the consolidated total assets of the company;
  3. Any finding to the effect that the consolidated assets of the company, on a going concern basis, are no longer adequate to cover the total claims of creditors.

- (b) For purposes of this item, the following shall have the following meaning:

Fraud means an act proven intentional, by one or more individuals among management, employees, or third parties that results in a misrepresentation of financial statements, which will reduce the consolidated total assets of the company by at least five percent (5%). It may involve:

Manipulation, falsification or alteration of records or documents.

- i. Misappropriation or diversion of assets.
- ii. Suppression or omission of the effects of transactions from records or documents.
- iii. Recording of transactions without substance.
- iv. Misapplication of accounting policies.

Error means an unintentional mistake in financial statements, which will reduce the consolidated total assets of the company by five percent (5%). It may involve:

- i. Mathematical or clerical mistakes in the underlying records and accounting data.
- ii. Oversight or misinterpretation of facts.
- iii. Misapplication of accounting policies.



## Item 11. Financial Statements and Exhibits

Listed below are the financial statements, pro forma financial information and exhibits, if any, to be filed as part of this report.

(a) Financial statements of businesses acquired.

- (1) For any business acquisition required to be described in answer to Item 2 above, financial statements of the business acquired shall be filed for the period specified in SRC Rule 68.1.

**NOTE:** Paragraph 5 of SRC Rule 68.1 may require, depending upon the relative size of the business to be acquired to the size of the issuer, that financial statements of the business to be acquired be audited for as much as three years. If it has been deemed impractical to complete an audit of the business to be acquired, for the period required by Paragraph 5 of SRC Rule 68.1, this filing should include a letter from an auditor explaining the work that has been done to determine whether an audit could be completed. The letter also should explain briefly the basis for the conclusion that it is not practical to complete an audit (e.g. the acquired business did not maintain inventory records and it is not practicable to do any alternative auditing steps that would establish inventory values at financial statement dates and costs of sales for periods of time covered by income statements.)

- (2) The financial statements shall be prepared pursuant to SRC Rule 68 except that supporting schedules need not be filed. A manually signed accountant's report should be provided pursuant to SRC Rule 68, **as amended**.

- (3) If it is impracticable to provide the required financial statements for an acquired business at the time the report on SEC Form 17-C is filed, the issuer should:

- (A) so indicate in the SEC Form 17-C report;
- (B) file such required financial statements as are available;
- (C) state when the required financial statements will be filed; and
- (D) file the required financial statements for an acquired business as an amendment to this Form as soon as practicable, but not later than sixty (60) days after the report on Form 17-C has been filed. In such circumstances, the issuer may, at its option, include unaudited financial statements in the initial report on Form 17-C. Requests for additional extensions of time will not be considered.

- (4) During the pendency of an extension pursuant to paragraph (a)(3) of this Item, issuers will be deemed current for purposes of their reporting obligations under Section 17 of the SRC. With respect to filings under Section 12 thereof, however, registration statements will not be declared effective.





**(b) Pro forma financial information.**

- (1) For any transaction required to be described in answer to Item 2 above, furnish pro forma financial information required by **paragraph 9 of SRC Rule 68.1**.
- (2) The provisions of (a)(3) of this Item shall also apply to pro forma financial information relative to the acquired business.

**( c ) Exhibits.**

The exhibits shall be furnished in accordance with the provisions of Part VI of “Annex C”.

SIGNATURES

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

.....  
Issuer

.....  
Date

.....  
Signature and Title\*

\* Print name and title of the signing officer under the signature.



## **ANNEX D :Agenda for Board Meetings**

In addition to any other agenda item, the following are the regular agenda items to be included in each Board Meeting:

- a. March Regular Board Meeting
  - i. Financial Highlights of the previous year
  - ii. Submission of Audited Financial Statements of the previous year
  - iii. Amendments or Changes of Constitutional Documents, if any
  - iv. Declaration of Cash Dividends
    - a. Common Shares
    - b. Voting Preferred Shares
  - v. Annual Stockholders' Meeting
    - a. Fixing of Date of Meeting
    - b. Fixing of Record Date
  - vi. Appointment of External Auditor
  - vii. Sustainability Report, if any
  - viii. Audit Committee Year-End Report
  - ix. Risk Oversight Committee Update
  - x. Investor Relations Update

Items that require stockholder approval shall also be included as an agenda item for the March regular Board meeting.

- b. Organizational Board Meeting
  - i. Certification of Election of Directors and Quorum
  - ii. President's Report
  - iii. Election of Officers and Advisers
  - iv. Constitution of Committees
  - v. First Quarter Financial Highlights
  - vi. Re-adoption of Omnibus Resolution of Authorized Signatories
  - vii. Corporate Governance Initiatives, if any
  - viii. Integrated Annual Corporate Governance Report
  - ix. Audit Committee Updates
  - x. Investor Relations Updates
- c. June Regular Board Meeting
  - i. May Financial Highlights
  - ii. Investor Relations Updates



- d. August Regular Board Meeting
  - i. June Financial Highlights
  - ii. Audit Committee Q2 Report
  - iii. Investor Relations Update
- e. October or November Regular Board Meeting
  - i. Investor Relations Updates
  - ii. August/September Financial Highlights
- f. December Regular Board Meeting
  - i. October Financial Highlights and Estimated Net Income Forecast for Current Year and Succeeding Year
  - ii. Confirmation/Review of Vision, Mission, and Corporate Objectives
  - iii. Declaration of Cash Dividends for Perpetual Preferred Shares for Succeeding Year
  - iv. Appropriation of Retained Earnings
  - v. Corporate Governance Initiatives, if any
  - vi. Proposed Schedule of Meetings for the Succeeding Year
  - vii. Internal Audit Report as of September of Current Year and Internal Audit Plan
  - viii. Risk Oversight Committee Updates
  - ix. Investor Relations Updates



## ANNEX E : SEC Form 17-A

### SECURITIES AND EXCHANGE COMMISSION

### SEC FORM 17-A, AS AMENDED

### ANNUAL REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SECTION 141 OF THE CORPORATION CODE

### GENERAL INSTRUCTIONS

#### (a) Use of SEC Form 17-A

This SEC Form 17-A shall be used for annual reports filed pursuant to Section 17 of the Securities Regulation Code (SRC) and paragraph (1)(A) of SRC Rule 17.1 thereunder. Annual reports shall be filed within one hundred five (105) calendar days after the end of the fiscal year covered by the report. Reports filed on this Form shall be deemed to satisfy Section 141 of the Corporation Code of the Philippines.

#### (b) Application of SRC Rules 72.1, 12.2 and 68, as amended: Requirements for Filing Forms

SRC Rule 72.1 contains general rules which are applicable to reports on forms to be filed with the Commission. SRC Rule 12.2 contains requirements concerning the incorporation of documents by reference. SRC Rule 68, as amended contains requirements for the content of financial statements to be filed with the Commission as part of this report. These Rules should be carefully read and observed in the preparation and filing of reports on this Form.

#### (c) Preparation of Report.

- (1) This is not a blank form to be filled in. It is a guide to be used in preparing the report in accordance with SRC Rule 72.1. The Commission does not furnish blank copies of this Form to be filled in for filing.
- (2) These general instructions are not to be filed with the report. The instructions to the various captions of the Form are also to be omitted from the report as filed. The report shall contain the numbers and captions of all applicable items, but the text of such items may be omitted, provided the answers thereto are prepared in the manner specified in SRC Rule 72.1. All items that are not required to be answered in a particular report may be omitted and no reference thereto need be made in the report. All instructions shall be omitted.

#### (d) Incorporation by Reference

In accordance with the provisions of SRC Rule 12.2, the information called for by Parts I and II of this Form may, at the issuer's option, be incorporated by reference from the issuer's annual report to securities holders provided the information called for in this report is included therein.



**(e) Signature and Filing of Report**

- (1) Three (3) complete copies of the report, including any financial statements, exhibits or other papers or documents filed as a part thereof, shall be filed with the Commission. At least one complete copy of the report, including any financial statements, exhibits or other papers or documents filed as a part thereof, shall, if any class of the issuer's securities are listed in a Stock Exchange, simultaneously be filed with that Exchange.
- (2) At least one complete copy of the report filed with the Commission and where applicable, one such copy filed with the Exchange, shall be manually signed on the issuer's behalf by its principal executive officer, its principal operating officer, its principal financial officer, its comptroller, its principal accounting officer, its corporate secretary or persons performing similar functions. Any person who occupies more than one of the specified positions shall indicate the capacity in which he signs the report. Copies not manually signed shall bear typed or printed signatures. See also paragraphs (2) and (3) of SRC Rule 72.1 concerning copies, binding, signatures, paper, printing, language and pagination. If the issuer is a foreign person, the report shall also be signed by its resident agent in the Philippines.
- (3) Issuers are requested to indicate in a transmittal letter with SEC FORM 17-A whether the financial statements in the report reflect a change from the preceding year in any accounting principles or practices or in the methods of application of those principles or practices.

**(f) Integrated Reports to Security Holders**

- (1) Annual reports to security holders may be combined with the required information of SEC Form 17-A and will be suitable for filing with the Commission if the following conditions are satisfied.
  - (A) The combined report contains full and complete answers to all items required by SEC Form 17-A. When responses to a certain item of required disclosure are separated within the combined report, an appropriate cross-reference should be made; and
  - (B) The cover page and the required signatures are included.
- (2) When the provisions of paragraph (f)(1) are taken advantage of, as appropriate, a cross reference sheet should be filed indicating the location of information required by the items of the Form.



**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 17-A, AS AMENDED**

**ANNUAL REPORT PURSUANT TO SECTION 17  
OF THE SECURITIES REGULATION CODE AND SECTION 141  
OF THE CORPORATION CODE OF THE PHILIPPINES**

1. For the fiscal year ended .....
  2. SEC Identification Number ..... 3. BIR Tax Identification No. ....
  4. Exact name of issuer as specified in its charter .....
  5. ....  
Province, Country or other jurisdiction of  
incorporation or organization
  6.  (SEC Use Only)  
Industry Classification Code:
  7. ....  
Address of principal office ..... Postal Code
  8. ....  
Issuer's telephone number, including area code
  9. ....  
Former name, former address, and former fiscal year, if changed since last report.
  10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA
- | Title of Each Class | Number of Shares of Common Stock Outstanding<br>and Amount of Debt Outstanding |
|---------------------|--|
| .....               | .....  |
| .....               | .....  |
| .....               | .....  |
11. Are any or all of these securities listed on a Stock Exchange.  

Yes [ ] No [ ]

If yes, state the name of such stock exchange and the classes of securities listed therein:

\_\_\_\_\_



12. Check whether the issuer:

- (a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports);

Yes ☐ No ☐

- (b) has been subject to such filing requirements for the past ninety (90) days.

Yes ☐ No ☐

13. State the aggregate market value of the voting stock held by non-affiliates of the registrant. The aggregate market value shall be computed by reference to the price at which the stock was sold, or the average bid and asked prices of such stock, as of a specified date within sixty (60) days prior to the date of filing. If a determination as to whether a particular person or entity is an affiliate cannot be made without involving unreasonable effort and expense, the aggregate market value of the common stock held by non-affiliates may be calculated on the basis of assumptions reasonable under the circumstances, provided the assumptions are set forth in this Form. (See definition of "affiliate" in "Annex B").

**APPLICABLE ONLY TO ISSUERS INVOLVED IN  
INSOLVENCY/SUSPENSION OF PAYMENTS PROCEEDINGS  
DURING THE PRECEDING FIVE YEARS:**

14. Check whether the issuer has filed all documents and reports required to be filed by Section 17 of the Code subsequent to the distribution of securities under a plan confirmed by a court or the Commission.

Yes ☐ No ☐

**DOCUMENTS INCORPORATED BY REFERENCE**

15. If any of the following documents are incorporated by reference, briefly describe them and identify the part of SEC Form 17-A into which the document is incorporated:

- (a) Any annual report to security holders;
- (b) Any information statement filed pursuant to SRC Rule 20;
- (c) Any prospectus filed pursuant to SRC Rule 8.1.



## PART I - BUSINESS AND GENERAL INFORMATION

### Item 1. Business

Furnish the information required by Part I, Paragraph (A) of “Annex C, as amended”.

### Item 2. Properties

Furnish the information required by Part I, Paragraph (B) of “Annex C, as amended”.

### Item 3. Legal Proceedings

- (a) Furnish the information required by Part I, Paragraph (C) of “Annex C, as amended”.
- (b) As to any proceeding that was terminated during the fourth quarter of the fiscal year covered by this report, furnish information similar to that required by Part I, Paragraph (C) of “Annex C, as amended”, including the date of termination and a description of the disposition thereof with respect to the issuer and its subsidiaries.

### Item 4. Submission of Matters to a Vote of Security Holders

If any matter was submitted during the fourth quarter of the fiscal year covered by this report to a vote of security holders, through the solicitation of proxies or otherwise, furnish the following information:

- (a) The date of the meeting and whether it was an annual or special meeting.
- (b) If the meeting involved the election of directors, the name of each director elected at the meeting and the name of each other director whose term of office as a director continued after the meeting. Note whether such director was elected as an “independent director” under Section 38 of the Code and SRC Rule 38 thereunder.
- (c) A brief description of each matter voted upon at the meeting and state the number of votes cast for, against or withheld, as well as the number of abstentions as to each such matter, including a separate tabulation with respect to each nominee for office.
- (d) If any matter has been submitted to a vote of security holders otherwise than at a meeting of such security holders, corresponding information with respect to such submission shall be furnished. The solicitation of any authorization or consent (other than a proxy to vote at a stockholders' meeting) with respect to any matter shall be deemed a submission of such matter to a vote of security holders within the meaning of this item.
- (e) If the issuer has published a report containing all of the information called for by this item, the item may be answered by a reference to the information contained in such report.





\*\*\*\*\*

#### Instructions to Item 4

1. Paragraph (a) need be answered only if paragraph (b) or (c) is required to be answered.
2. Paragraph (b) need not be answered if proxies for the meeting were solicited pursuant to SRC Rule 20, there was no solicitation in opposition to management's nominees as listed in the proxy statement and all of such nominees were elected. If the issuer did not solicit proxies and the board of directors as previously reported to the Commission was reelected in its entirety, a statement to that effect in answer to paragraph (b) will suffice.
3. Paragraph (c) must be answered for all matters voted upon at the meeting, including both contested and uncontested elections.

\*\*\*\*\*

## PART II - OPERATIONAL AND FINANCIAL INFORMATION

### Item 5. Market for Issuer's Common Equity and Related Stockholder Matters

Furnish the information required by Part II, Paragraph (A)(1) through (4) of "Annex C, as amended".

### Item 6. Management's Discussion and Analysis or Plan of Operation.

Furnish the information required by Part III, Paragraph (A) of "Annex C, as amended" for the most recent fiscal year and for the immediately preceding fiscal year.

### Item 7. Financial Statements

Financial Statements and, if applicable, Pro forma Financial Statements meeting the requirements of SRC Rule 68, as amended, Form and Content of Financial Statements, shall be furnished as specified therein.

### Item 8. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

Furnish the information required by Part III, Paragraph (B) of "Annex C, as amended".



### **PART III - CONTROL AND COMPENSATION INFORMATION**

#### **Item 9. Directors and Executive Officers of the Issuer**

Furnish the information required by Part IV, Paragraph (A) of “Annex C, as amended”.

#### **Item 10. Executive Compensation**

Furnish the information required by Part IV, Paragraph (B) of “Annex C, as amended”.

#### **Item 11. Security Ownership of Certain Beneficial Owners and Management**

Furnish the information required by Part IV, Paragraph (C) of “Annex C, as amended”.

#### **Item 12. Certain Relationships and Related Transactions**

Furnish the information required by Part IV, Paragraph (D) of “Annex C, as amended”.

### **PART IV – CORPORATE GOVERNANCE**

#### **Item 13. Corporate Governance**

Furnish the information required by Part V of “Annex C, as amended”.

### **PART V - EXHIBITS AND SCHEDULES**

#### **Item 14. Exhibits and Reports on SEC Form 17-C**

##### **(a) Exhibits**

Furnish the exhibits required by Part VII of “Annex C, as amended”. Where any financial statement or exhibit is incorporated by reference, the incorporation by reference shall be set forth in the list required by this item. Identify in the list each management contract or compensatory plan or arrangement required to be filed as an exhibit to this Form.

##### **(b) Reports on SEC Form 17-C**

State whether any reports on SEC Form 17-C, as amended were filed during the last six month period covered by this report, listing the items reported, any financial statements filed and the dates of such.



### SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of \_\_\_\_\_ on \_\_\_\_\_, 20\_\_.

By:

\_\_\_\_\_  
Principal Executive Officer

\_\_\_\_\_  
Comptroller

\_\_\_\_\_  
Principal Operating Officer

\_\_\_\_\_  
Principal Accounting Officer

\_\_\_\_\_  
Principal Financial Officer

\_\_\_\_\_  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_ affiant(s) exhibiting to me his/their Residence Certificates, as follows:

NAMES	RES. CERT. NO.	DATE OF ISSUE	PLACE OF ISSUE
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

\_\_\_\_\_  
Notary Public



## ANNEX F : Public Ownership Report

## Public Ownership Report

## SAMPLE

## Notes:

1. The Public Ownership Report should follow the format below.

2. Please include direct and indirect ownership of directors, officers, principal/substantial stockholders, and affiliates, if any, for record purposes. If in case, as in the example below, Stockholder 1 has indirect ownership through Stockholder 2, this indirect ownership should be reflected under the indirect ownership item of Stockholder 1. However, this indirect shareholdings shall no longer form part of the total shareholdings of Stockholder 1. The same indirect shareholdings shall form part of the total shareholdings of Stockholder 2.

3. For companies with classified shares, please make a distinction between A & B shares, and indicate the same under the columns provided below. Otherwise, simply indicate the no. of shares under the "Total" column.

## COMPANY, INC.

Computation of Public Ownership as of (mm/dd/yy)

		Number of Shares			
		A	B	Total	
Number of Issued Shares		96,000	64,000	160,000	
Less: Number of Treasury Shares (if any)		10,000	-	10,000	
Number of Issued and Outstanding Shares		86,000	64,000	150,000	
Less:					
	% to total I/O Shares	A	B	Total	
Directors*					
Director 1					
Direct	0.0100 %	10	5	15	
Indirect (thru _____)	- %	0	0	0	
Director 2					
Direct	0.0100 %	10	5	15	
Indirect (thru _____)	- %	0	0	0	
Director 3					
Direct	0.0100 %	10	5	15	
Indirect (thru _____)	- %	0	0	0	
Director 4					
Direct	0.0100 %	10	5	15	
Indirect (thru _____)	- %	0	0	0	
Director 5					
Direct	0.0100 %	10	5	15	
Indirect (thru _____)	- %	0	0	0	
Director 6					
Direct	0.0100 %	10	5	15	
Indirect (thru _____)	- %	0	0	0	
Director 7					
Direct	0.0100 %	10	5	15	
Indirect (thru _____)	- %	0	0	0	
Sub-total		0.0700 %	70	35	105
Officers*					
Officer 1					
Direct	0.007 %	5	5	10	
Indirect (thru _____)	0.000 %	0	0	0	
Officer 2					
Direct	0.007 %	5	5	10	
Indirect (thru _____)	0.000 %	0	0	0	
Officer 3					
Direct	0.007 %	5	5	10	
Indirect (thru _____)	0.000 %	0	0	0	
Officer 4					
Direct	0.007 %	5	5	10	
Indirect (thru _____)	0.000 %	0	0	0	
Officer 5					
Direct	0.007 %	5	5	10	
Indirect (thru _____)	0.000 %	0	0	0	
Sub-total		0.033 %	25	25	50



<b>Principal/Substantial Stockholders*</b>				
Stockholder 1				
Direct	8.67 %	8,000	5,000	13,000
Indirect (thru Stockholder 2)	2.00 %	3,000	-	-
Stockholder 2				
Direct	10.00 %	10,000	5,000	15,000
Indirect (thru _____)	- %	-	-	-
Stockholder 3				
Direct	10.00 %	10,000	5,000	15,000
Indirect (thru _____)	- %	-	-	-
Stockholder 4				
Direct	10.00 %	9,000	6,000	15,000
Indirect (thru _____)	- %	-	-	-
<b>Sub-total</b>	<b>38.67 %</b>	<b>37,000</b>	<b>21,000</b>	<b>58,000</b>
<b>Affiliate*</b>				
Country Lines, Inc.	15.33 %	15,000	8,000	23,000
EES Company, Inc.	14.00 %	12,000	9,000	21,000
<b>Sub-total</b>	<b>29.33 %</b>	<b>27,000</b>	<b>17,000</b>	<b>44,000</b>
<b>Others*</b>				
<b>Government</b>				
Republic of the Philippines	- %	-	-	-
Philippine National Oil Corporation	- %	-	-	-
<b>Banks</b>				
Metropolitan Bank & Trust Company	- %	-	-	-
Bank of the Philippine Islands	- %	-	-	-
<b>Employees</b>				
ERS Pension Fund (i.e. Meralco Pension Fund)	- %	-	-	-
EES Retirement Fund (i.e. DMCI Retirement Plan)	- %	-	-	-
<b>Lock-Up Shares</b>	<b>- %</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Sub-total</b>	<b>- %</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>TOTAL</b>	<b>68.10 %</b>	<b>64,095</b>	<b>38,060</b>	<b>102,155</b>
<b>Total Number of Shares Owned by the Public</b>		<b>21,905</b>	<b>25,940</b>	<b>47,845</b>

<b>PUBLIC OWNERSHIP PERCENTAGE</b>	
<b><u>Total Number of Shares Owned by the Public</u></b>	
47,845 shares	<u><u>31.90%</u></u>
150,000 shares	
Number of Issued and Outstanding Shares	= <input style="width: 100px; height: 20px;" type="text"/>
Number of Outstanding Shares	= <input style="width: 100px; height: 20px;" type="text"/>
Number of Treasury Shares	= <input style="width: 100px; height: 20px;" type="text"/>
Number of Listed Shares	= <input style="width: 100px; height: 20px;" type="text"/>
Number of Foreign-Owned Shares	= <input style="width: 100px; height: 20px;" type="text"/>
Foreign Ownership Level (%)	= <input style="width: 100px; height: 20px;" type="text"/>
Foreign Ownership Limit (%)	= <input style="width: 100px; height: 20px;" type="text"/>
<b>Note: Please observe the same cut-off date.</b>	

\* See Annex A for Guidelines and Definitions



### ***GUIDELINES IN DETERMINING THE PUBLIC OWNERSHIP OF LISTED COMPANIES***

The categorization of shareholdings into public and non-public shall be guided by the evaluation of the following:

- a. Amount of shareholding and its significance to the total outstanding shares
- b. Purpose of investment
- c. Extent of involvement in the management of the company

#### ***Non-Public***

If investment is meant to partake of sizable shares for the purpose of gaining substantial influence on how the company is being managed, then these shareholdings are considered non-public.

*Significant holding is 10% or more of the total issued and outstanding shares, in which case, these shares are nonpublic.*

#### **Public**

Generally, shares of the following are available for trading:

- a. Individuals — shares which are not of significant size and which are non-strategic in nature
- b. Trading Participants — shareholdings which are non-strategic in nature
- c. Investment funds and mutual funds
- d. Pension Funds — shares in employee pension funds which are not of the employing company, or its affiliates
- e. PCD Nominee — if this account constitutes a number of shareholders, none of which has significant holdings, this is considered public shares. However, if one shareowner under PCD Nominee has shareholding that is 10% or more of the total issued and outstanding shares, then, this particular shareowner should be included under Principal Stockholder.
- f. Social Security Funds



## DEFINITIONS

### Directors

Under the Corporation Code, a director is anyone owning at least (1) share of the capital stock of the corporation of which he is a director and is elected as such in a meeting where owners of the majority of the outstanding capital stock are present, either in person or by representatives authorized to act by written proxy.

The Amended Implementing Rules and Regulations of the Securities Regulation Code (IRR), under Rule 38, further defines an "independent director" as follows:

"As used in Section 38 of the Code, independent director means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of judgment in carrying out his responsibilities as a director in any covered company and includes, among others, any person who:

- A. Is not a director or officer of the covered company or of its related companies or any of its substantial shareholders except when the same shall be an independent director of any of the foregoing;
- B. Does not own more than two percent (2%) of the shares of the covered company and/or its related companies or any of its substantial shareholders;
- C. Is not related to any director, officer or substantial shareholder of the covered company, any of its related companies or any of its substantial shareholders. For this purpose, relatives includes spouse, parent, child, brother, sister, and the spouse of such child, brother, or sister;
- D. Is not acting as a nominee or representative of any director or substantial shareholder of the covered company, and/or any of its related companies and/or any of its substantial shareholders, pursuant to a Deed of Trust or under any contract or arrangement;
- E. Has not been employed in any executive capacity by the covered company, any of its related companies and/or by any of its substantial shareholders within the last two (2) years;
- F. Is not retained, either personally or through his firm or any similar entity, as a professional adviser, by that covered company, any of its related companies and/or by any of its substantial shareholders within the last two (2) years; or
- G. Has not engaged and does not engage in any transaction with the covered company and/or with any of its related companies and/or with any of its substantial shareholders, whether by himself and/or with other persons and/or through a firm of which he is a partner and/or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arms length and are immaterial



## Officers

Under the Corporation Code, the President, Secretary and Treasurer are specifically mentioned as officers of a corporation. The Board of Directors of a corporation may elect such other officers as may be provided for in the corporation's by-laws.

## Principal/Substantial stockholders

IRR Rule 23 defines a principal stockholder as any person who is directly or indirectly the beneficial owner of 10% or more of any class of any security of a company which satisfies the requirements of Subsection 17.2 of the SRC Code.

## Affiliate

Under the Revised Listing Rules of the Exchange, an affiliate means a person who directly or indirectly, through one or more intermediaries, controls or is controlled by, or is under common control with the person specified, through the ownership of voting shares or other means such as contractual agreements.

## Others (Non-Public Shares)

Shareholdings of the following are considered non-public shares under the circumstances provided therein:

**Government** — Government-run social security funds, SSS and GSIS, are considered non-public shares if acquisition of such shareholdings are made with the intention of acquiring significant influence over the management of that company; otherwise, they are public shares.

**Banks** – Shareholdings by banks are generally considered non-public, except those shares held in trust on behalf of third parties, which are readily available to the public.

**Employees** -- Shares of a company, its subsidiaries and affiliates, which are held by its employees through employee-sponsored plans for the following purposes are considered non-public:

- a. Retirement
- b. Savings Plans
- c. Incentive Compensation Programs
- d. Employee Pension Funds

**Lock-Up Shareholdings** — Shares that are locked-up are non-public. Upon the termination of the lock-up period, these shares shall be classified as public or non-public based on the nature of the shareholder.





## ANNEX G : Report on Foreign Ownership

### FOREIGN OWNERSHIP MONITORING REPORT

6.1.1.3.1.1 As of (Month) (Day), 20xx

ISSUER	TOTAL OUTSTANDING SHARES	SHARES ALLOWED TO FOREIGNERS	FOREIGN SHARES	LOCAL SHARES	UNLISTED SHARES
GT Capital Holdings, Inc	XXX, XXX, XXX	XXX, XXX, XXX	XXX, XXX, XXX	XXX, XXX, XXX	NONE
Percentage Holdings	100.00%	XX.XX%	XX.XX%	XX.XX%	



## ANNEX H : List of Top 100 Stockholders

A sample of the List of Top 100 Stockholders is shown below.

**METROPOLITAN BANK AND TRUST COMPANY  
TRUST BANKING GROUP**

**STOCK TRANSFER AGENCY ACCOUNT: GT CAPITAL HOLDINGS, INC.**

**TOP 100 STOCKHOLDERS**

**AS OF (Month) xx 2012**

NAME OF STOCKHOLDER	NO. OF SHARES	% OF OWNERSHIP
1 <Name of Individual/ Company>	xxx, xxx	xx.xx
2 <Name of Individual/ Company>	xxx, xxx	xx.xx
3 <Name of Individual/ Company>	xxx, xxx	xx.xx
4 <Name of Individual/ Company>	xxx, xxx	xx.xx
5 <Name of Individual/ Company>	xxx, xxx	xx.xx
6 <Name of Individual/ Company>	xxx,xxx	xx.xx
7 <Name of Individual/ Company>	xxx,xxx	xx.xx
8 <Name of Individual/ Company>	xxx,xxx	xx.xx
9 <Name of Individual/ Company>	xxx,xxx	xx.xx
10 <Name of Individual/ Company>	xxx,xxx	xx.xx



## ANNEX I : SEC FORM 18- A

### SECURITIES AND EXCHANGE COMMISSION

#### 1. SEC FORM 18-A

#### REPORT BY OWNER OF MORE THAN FIVE PERCENT GENERAL INSTRUCTIONS

##### (a) Use of SEC Form 18-A

This SEC Form 18-A must be filed by any person who, after acquiring directly or indirectly the beneficial ownership of any equity security of a class which is specified in paragraph (1) of SRC Rule 18.1, is directly or indirectly the beneficial owner of more than five (5%) percent of such class.

##### (b) Preparation of Report

- (1) This is not a blank form to be filled in. It is a guide to be used in preparing the report in accordance with SRC Rule 72.1. The Commission does not furnish blank copies of this Form to be filled in for filing.
- (2) These general instructions are not to be filed with the report. The instructions to the various captions of the form are also to be omitted from the report as filed. The report shall contain the numbers and captions of all applicable items, but the text of such items may be omitted, provided the answers thereto are prepared in the manner specified in SRC Rule 72.1. All items that are not required to be answered in a particular report may be omitted and no reference thereto need be made in the report. All instructions shall be omitted.

##### (c) Incorporation by Reference

Information contained in exhibits to the statement may be incorporated by reference in conformance with the provisions of SRC Rule 12-2 in answer or partial answer to any item unless it would render such answer misleading, incomplete, unclear or confusing. Material incorporated by reference shall be clearly identified in the reference by page, paragraph, caption or otherwise. An express statement that the specified matter is incorporated by reference shall be made at the particular place in the form where the information is required. A copy of any information or a copy of the pertinent pages of a document containing such information which is incorporated by reference shall be submitted with this Form as an exhibit.

##### (d) Filing by Corporations, Partnerships, Syndicates, or other Groups

- (1) If the Form is filed by a partnership, syndicate, or other group, the information called for by Items 2-5, inclusive, shall be given with respect to (A) each partner of such partnership; (B) each member of such syndicate or group; and (C) each person controlling such partner or member.
- (2) If the form is filed by a corporation or if a person referred to in (A), (B), or (C) of subparagraph (d) (1) is a corporation, the information shall be given with respect to (A) each executive officer and director of such corporation; (B) each person controlling such corporation; and (C) each executive officer and director of any corporation or other person ultimately in control of such corporation.



**(e) Signature and Filing of Report**

- (1)** Five (5) complete copies of the report, including any exhibit or other papers or documents filed as a part thereof, shall be filed with the Commission. At least one complete copy of the report shall simultaneously be filed with a Stock Exchange if any class of the registrant's securities are listed therein.
- (2)** At least one complete copy of the report filed with the Commission and one such copy filed with an Exchange shall be manually signed. Copies not manually signed shall bear typed or printed signatures. See also SRC Rule 72.1(2) and (3) concerning copies, binding, signatures, paper, printing, language and pagination.

**(f) Filing an Amendment**

If this report amends a previously filed SEC Form 18-A, so indicate on the cover page and note the Items to be amended. Only those items where there is a material change in the facts as required under paragraph (6) of SRC Rule 18.1 are required to be included in the amendment.



SECURITIES AND EXCHANGE COMMISSION

2. SEC FORM 18-A

REPORT BY OWNER OF MORE THAN FIVE PERCENT

Check the appropriate box:

☐

Initial Filing

☐

Amendment

Item/s amended by the Filing .....

1. Exact Name of Registrant as Specified in its Charter.....

a. ....

Address of Principal Offices

Postal Code

b. SEC Identification Number .....

c.

(SEC Use Only)

Industry Classification Code

d. BIR Tax Identification Number .....

2. ....

Name of Reporting Person

a. ....

Address of Reporting Person

Postal Code

b. ....

Telephone Number of Reporting Person

c. ....

Citizenship or Place of Organization of Reporting Person

.....  
.....  
.....  
Name, Address and Telephone Number of person authorized to receive notices and communications if reporting person is a partnership, corporation or other legal entity



### **Item 1. Security and Issuer**

State the title of the class of equity securities to which this Form relates and the name and address of the principal executive offices of the issuer of such securities.

### **Item 2. Identity and Background**

If the person filing this Form or any person enumerated in subparagraph (d)(1) of the General Instructions to this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement or any person enumerated in (d)(1) of the General Instructions is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

- (a) Name;
- (b) Residence or business address;
- (c) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted;
- (d) Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case;
- (e) Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking; and
- (f) Citizenship.

### **Item 3. Purpose of Transaction**

State the purpose or purposes of the acquisition of securities of the issuer. Describe any plans or proposals which the reporting persons may have which relate to or would result in:

- (a) The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;
- (d) Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;



- (e) Any material change in the present capitalization or dividend policy of the issuer;
- (f) Any other material change in the issuer's business or corporate structure;
- (g) Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- (h) Causing a class of securities of the issuer to be delisted from a securities exchange;
- (i) Any action similar to any of those enumerated above.

**Item 4. Interest in Securities of the Issuer**

- (a) State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group.
- (b) For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared.

(c) **Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a). The description shall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected.**

- (d) If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this Item and, if such interest relates to more than five (5%) percent of the class, such person should be identified.
- (e) If the filing is an amendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities, state the date on which such beneficial ownership was reduced.

**Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Describe any contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any securities of the issue, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities



except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

#### Item 6. Material to be Filed as Exhibits

Copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to:

- (a) the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 3; and
- (b) the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of any proxy as disclosed in Item 5.

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in the City of ..... on ....., 20.....

By: .....  
(Signature)

.....  
(Name/Title)

The original report shall be signed by each person on whose behalf the report is filed or his authorized representative. If the report is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the report. The name and title of each person who signs the report shall be typed or printed beneath his signature.

**SUBSCRIBED AND SWORN** to before me this ..... day of ..... 20..... affiant(s) exhibiting to me his/their Residence Certificates, as follows:

**NAMES**

**RES. CERT. NO.**

**DATE OF ISSUE**

**PLACE OF ISSUE**

.....  
Notary Public





**GT CAPITAL**  
HOLDINGS INCORPORATED

**Legal and Compliance Department**  
**Policies and Procedures Manual**

## ANNEX J: SEC FORM 23- A

**SECURITIES AND EXCHANGE COMMISSION**  
**Metro Manila, Philippines**

**FORM**  
**23-A**

**REVISED**

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 23 of the Securities Regulation Code

1. Name and Address of Reporting Person		2. Date of Event Requiring Statement (Month/Day/Year)		5. Issuer Name and Trading Symbol	
(Last)	(First) (Middle)	3. Tax Identification Number		6. Relationship of Reporting Person to Issuer (Check all applicable)	
(Street)				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) (give title below) _____	
(City) (Province) (Postal Code)				7. If Amendment, Date of Original (Month/Day/Year)	
		4. Citizenship			
		Table 1 - Equity Securities Beneficially Owned			
1. Class of Equity Security		2. Amount of Securities Beneficially Owned		3. Ownership Form: Direct (D) or Indirect (I) *	4. Nature of Indirect Beneficial Ownership
		%	Number		



**If the reporting person previously owned 5% or more but less than 10%,  
provide the disclosure requirements set forth on page 3 of this Form.**

Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.  
(Print or Type Responses)

- \* (1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:
  - (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or  
Investment power which includes the power to dispose of, or to direct the
  - (B) disposition of, such security.
- (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:
  - (A) held by members of a person's immediate family sharing the same household;
  - (B) held by a partnership in which such person is a general partner;
  - (C) held by a corporation of which such person is a controlling shareholder; or  
subject to any contract, arrangement or understanding which gives such person
  - (D) voting power or investment power with respect to such security



**FORM** Table II - Derivative Securities Beneficially Owned (e.g., warrants, options, convertible  
**23-A** (continued) securities)

1. Derivative Security	2. Date Exercisable  and Expiration Date (Month/Day/Year)		3. Title and Amount of Equity Securities  Underlying the Derivative Security		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security  Direct (D) or Indirect (I) *	6. Nature of Indirect Beneficial Ownership
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of  
Responses:



**FORM**  
**23-A**

(continued)

Table II - Derivative Securities Beneficially Owned (e.g., warrants, options,  
convertible securities)

1. Derivative Security	2. Date Exercisable. and Expiration Date (Month/Day/Year)		3. Title and Amount of Equity Securities Underlying the Derivative Security		4. Conversion  or Exercise Price of Derivative Security	5. Ownership  Form of Derivative Security Direct (D) or Indirect (I) *	6. Nature of Indirect Beneficial Ownership
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of  
Responses:



**FOR REPORTING PERSONS WHO PREVIOUSLY OWNED 5% OR MORE BUT LESS THAN 10%  
DISCLOSURE REQUIREMENTS**

**Item 1. Security and Issuer**

State the title of the class of equity securities to which this Form relates and the name and address of the principal executive offices of the issuer of such securities.

**Item 2. Identity and Background**

If the person filing this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

- a. Name;
- b. Residence or business address;
- c. Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted;
- d. Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case;
- e. Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking; and
- f. Citizenship.

**Item 3. Purpose of Transaction**

State the purpose or purposes of the acquisition of securities of the issuer. Describe any plans or proposals which the reporting persons may have which relate to or would result in:

- a. The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- b. An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- c. A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;
- d. Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- e. Any material change in the present capitalization or dividend policy of the issuer;
- f. Any other material change in the issuer's business or corporate structure;
- g. Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- h. Causing a class of securities of the issuer to be delisted from a securities exchange;
- i. Any action similar to any of those enumerated above.



**Item 4. Interest in Securities of the Issuer**

- a. State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group.
- b. For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared.
- c. Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a). The description shall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected.
- d. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this Item and, if such interest relates to more than five (5%) percent of the class, such person should be identified.
- e. If the filing is an amendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities, state the date on which such beneficial ownership was reduced.

**Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Describe any contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any securities of the issue, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

**Item 6. Material to be Filed as Exhibits**

Copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to:

- a. the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 3; and
- b. the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of any proxy as disclosed in Item 5.



After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in the City of ..... on ....., 20.....

SIGNATURE

By:

.....

(Name/Title)

By:

.....

(Signature)

.....

(Name/Title)



GT CAPITAL  
HOLDINGS INCORPORATED

Legal and Compliance Department  
Policies and Procedures Manual

## ANNEX K: SEC FORM 23- B

SECURITIES AND EXCHANGE COMMISSION  
Metro Manila, Philippines

FORM 23-B

REVISED

STATEMENT OF CHANGES IN  
BENEFICIAL OWNERSHIP OF SECURITIES

☐

Check box if no longer  
subject to filing  
requirement

Filed pursuant to  
Section 23 of the  
Securities Regulation  
Code

1. Name and Address of Reporting Person			2. Issuer Name and Trading Symbol		7. Relationship of Reporting Person to Issuer  (Check all applicable)  Director _____ Owner _____ 10% Officer _____ Other _____  (give title below) (specify below)
(Last)	(First)	(Middle)	3. Tax Identification Number	5. Statement for Month/Year	
(Street)			4. Citizenship	6. If Amendment, Date of Original (MonthYear)	
(City)	(Province)	(Postal Code)			





		Table 1 - Equity Securities Beneficially Owned						
1. Class of Equity Security	2. Transaction  Date  (Month/Day/Year)	4. Securities Acquired (A) or Disposed of (D)			3.Amount of Securities Owned at End of Month		4 Ownership Form: Direct (D) or Indirect (I) *	6. Nature of Indirect Beneficial Ownership
					%	Number of Shares		
		Amount	(A) or (D)	Price				

(Print or Type  
Responses)

**If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.**

Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.

(1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:

- (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
- (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.

(2) A person will be deemed to have an indirect beneficial interest in any equity security which is:

- (A) held by members of a person's immediate family sharing the same household;
- (B) held by a partnership in which such person is a general partner;
- (C) held by a corporation of which such person is a controlling shareholder; or
- (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.



Table II - Derivative Securities Acquired, Disposed of, or Beneficially  
Owned

(e.g., warrants, options, convertible securities)

1. Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year)	4. Number of Derivative Securities		5. Date exercisable and Expiration Date (Month/ Day/ Year)		6. Title and Amount of Underlying Securities		7. Price of derivative Security	8. No. of Derivative Securities Beneficially Owned at End of Month	9. Ownership Form of Derivative Security Direct (D) or Indirect (I) *	10. Nature of Indirect Beneficial Ownership
			Acquired (A) or Disposed of (D)	Amount	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

Note: File **three (3)** copies of this form, one of which must be manually signed.  
Attach additional sheets if space provided is insufficient.



**DISCLOSURE REQUIREMENTS  
IN CASE OF MATERIAL CHANGES IN BENEFICIAL OWNERSHIP  
(50% INCREASE/DECREASE OR EQUIVALENT TO 5% OF THE OUTSTANDING CAPITAL STOCK OF  
ISSUER)**

**Item 1. Security and Issuer**

State the title of the class of equity securities to which this Form relates and the name and address of the principal executive offices of the issuer of such securities.

**Item 2. Identity and Background**

If the person filing this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

- a. Name;
- b. Residence or business address;
- c. Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted;
- d. Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case;
- e. Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking; and
- f. Citizenship.

**Item 3. Purpose of Transaction**

State the purpose or purposes of the acquisition of securities of the issuer. Describe any plans or proposals which the reporting persons may have which relate to or would result in:

- a. The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- b. An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- c. A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;
- d. Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- e. Any material change in the present capitalization or dividend policy of the issuer;
- f. Any other material change in the issuer's business or corporate structure;
- g. Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- h. Causing a class of securities of the issuer to be delisted from a securities exchange;
- i. Any action similar to any of those enumerated above.



**Item 4. Interest in Securities of the Issuer**

- a. State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group.
- b. For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared.
- c. Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a). The description shall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected.
- d. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this Item and, if such interest relates to more than five (5%) percent of the class, such person should be identified.
- e. If the filing is an amendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities, state the date on which such beneficial ownership was reduced.

**Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Describe any contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any securities of the issue, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.



**Item 6. Material to be Filed as Exhibits**

Copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to:

- a. the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 3; and
- b. the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of any proxy as disclosed in Item 5.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in the City of ..... on ....., 20.....

By: .....





(Signature of Reporting Person)

.....

(Name/Title)



## ANNEX L : Minutes Review Tracking Sheet

 <p><b>GT CAPITAL</b> HOLDINGS INCORPORATED</p> <p>Review of Minutes Tracking Sheet</p> <p>Date Routed: _____</p> <p>For: _____</p> <p>From (L&amp;C Department): _____</p> <p>Date of Board/Committee Meeting: _____</p> <p>Comments:</p> <p><input type="checkbox"/> For Revision      <input type="checkbox"/> Approved</p> <p>Date      Signature</p> <p>_____</p>	 <p><b>GT CAPITAL</b> HOLDINGS INCORPORATED</p> <p>Review of Minutes Tracking Sheet</p> <p>Date Routed: _____</p> <p>For: _____</p> <p>From (L&amp;C Department): _____</p> <p>Date of Board/Committee Meeting: _____</p> <p>Comments:</p> <p><input type="checkbox"/> For Revision      <input type="checkbox"/> Approved</p> <p>Date      Signature</p> <p>_____</p>
 <p><b>GT CAPITAL</b> HOLDINGS INCORPORATED</p> <p>Review of Minutes Tracking Sheet</p> <p>Date Routed: _____</p> <p>For: _____</p> <p>From (L&amp;C Department): _____</p> <p>Date of Board/Committee Meeting: _____</p> <p>Comments:</p> <p><input type="checkbox"/> For Revision      <input type="checkbox"/> Approved</p> <p>Date      Signature</p> <p>_____</p>	 <p><b>GT CAPITAL</b> HOLDINGS INCORPORATED</p> <p>Review of Minutes Tracking Sheet</p> <p>Date Routed: _____</p> <p>For: _____</p> <p>From (L&amp;C Department): _____</p> <p>Date of Board/Committee Meeting: _____</p> <p>Comments:</p> <p><input type="checkbox"/> For Revision      <input type="checkbox"/> Approved</p> <p>Date      Signature</p> <p>_____</p>



## ANNEX M : Acknowledgment with Endorsement

### ACKNOWLEDGMENT WITH ENDORSEMENT

(•)

Attn.: **Corporate Secretary**

Gentlemen:

This will acknowledge that **Stock Certificate No. (•)** for **(•) (•) Share** is registered in my name as Nominee of **(•)** which is the real Owner.

As such, all rights and privileges attached to the Share, such as dividends (cash, stock or otherwise), pre-emptive/subscription and other rights belong to, and shall be exercised by, the Owner. However, I have undertaken to vote or appoint a proxy who will vote in accordance with the instructions of the Owner.

This letter also serves as a Detached Blank Endorsement to be used by the Owner at its absolute discretion, by virtue of which I hereby assign and transfer the Share unto another nominee designated by the Owner, and this will so authorize the Corporate Secretary/Transfer Agent to transfer the Share accordingly, after payment of appropriate taxes.

Please be guided accordingly.

Very truly yours,

(•)



## ANNEX N : Declaration of Trust and Deed of Assignment

### DECLARATION OF TRUST AND DEED OF ASSIGNMENT OF SUBSCRIPTION/SHARE

#### KNOW ALL MEN BY THESE PRESENTS:

This Declaration of Trust and Deed of Assignment of Subscription/Share made and executed this \_\_\_\_\_ at \_\_\_\_\_ by and between:

(•), with office address at (•) (the "ASSIGNOR");

and

(•), with principal address at (•) (the "ASSIGNEE").

#### RECITALS:

- A. The ASSIGNOR appears in the books and records of (•) (the "Corporation") as the subscriber/stockholder of record of (•) (•) SHARE of the Corporation's capital stock with a par value of (•) (Php);
- B. The ASSIGNOR has consented to having the Share placed in his name only for convenience of the ASSIGNEE, the ASSIGNEE having advanced the funds for the full payment of the Share;
- C. The Share was placed in the name of the ASSIGNOR with the intention that he will hold the Share only for and in behalf of, and in trust for, ASSIGNEE;

NOW, THEREFORE, for and in consideration of the foregoing premises and the mutual covenants hereinafter set forth:

1. The ASSIGNOR hereby acknowledges:
  - 1.1 The absolute title and ownership of ASSIGNEE over the Share registered in the books of the Corporation under the ASSIGNOR's name.
  - 1.2 His role as nominee and agent of ASSIGNEE to hold naked title to the Share for and in behalf of and in trust for ASSIGNEE, upon the terms and conditions hereinafter provided.
2. On the instructions of ASSIGNEE, the ASSIGNOR hereby assigns, transfers, cedes, and conveys the Share and all of ASSIGNOR's rights, title, and interests in and to such Share, to the ASSIGNEE or its designated nominee. The ASSIGNOR hereby agrees to execute and deliver such other writings necessary to transfer legal ownership in and to the Share to ASSIGNEE or its designated nominee and to lawfully enable the ASSIGNEE or its designated nominee to cause the registration and recording of title to the Share in its/his name. For this purpose, the ASSIGNOR hereby authorizes the Corporate Secretary of the Corporation to make the corresponding transfer of the Share from the name of the ASSIGNOR to that of the ASSIGNEE or its designated nominee in the corporate books of the Corporation at any time upon request of the ASSIGNEE, after payment by the ASSIGNEE of all applicable taxes, fees, and charges of any nature that may be imposed on the said transfer, if any.
3. The ASSIGNOR hereby agrees to execute any and all proxies requested by the ASSIGNEE to enable the ASSIGNEE or its designated nominee to exercise the voting rights pertaining to the Share.
4. The ASSIGNEE hereby assumes all obligations pertaining to the Share, and shall indemnify the ASSIGNOR for, and save him free and harmless from, any and all liabilities, damages, costs, and expenses which the ASSIGNOR may suffer or incur by virtue of his aforesaid subscription, or by reason of his being or having been such subscriber or registered owner of the Share.

IN WITNESS WHEREOF, the parties have affixed their signatures on the date and at the place first stated above.

(•)  
By:

(•)

Assignor

Assignee

Signed in the presence of:

#### ACKNOWLEDGEMENT

Republic of the Philippines )  
S.S.

Before me, this \_\_\_\_\_ at \_\_\_\_\_ personally appeared the following persons exhibiting to me their government-issued IDs as follows:




known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged to me that the same is their free and voluntary act and deed and of the corporation represented.

WITNESS MY HAND AND SEAL on the date and at the place first above written.

Doc No: \_\_\_\_\_  
Page No: \_\_\_\_\_  
Book No: \_\_\_\_\_  
Series of 201\_: \_\_\_\_\_





## ANNEX O : Issuance of New Stock Certificate Table



**GT CAPITAL**  
HOLDINGS, INCORPORATED

### ISSUANCE OF NEW STOCK CERTIFICATE/S

Corporation (•)  
Type of Transaction (•)

#### Nominee directors

	Previous Nominee	New Nominee
Name		
Stock Cert. No.		
No. of Shares		
Date of issuance of Stock Cert.		
Date of cancellation of Stock Cert.		
Acknowledgement with endorsement		
Declaration of Trust		
Written request		

#### Sale

	Seller	Buyer
Name		
Stock Cert. No.		
STB Reference		
No. of Shares		
Date of issuance of Stock Cert.		
Date of cancellation of Stock Cert.		
CAR and DST Payment		
Written request		

#### Original Issuance

	Subscriber
Name	
Stock Cert. No.	
STB Reference	
No. of Shares	
DST Payment	
Date of issuance of Stock Cert.	
Written request	



**GT CAPITAL**  
HOLDINGS INCORPORATED

**Legal and Compliance Department**  
**Policies and Procedures Manual**



**GT CAPITAL**  
HOLDINGS, INCORPORATED

**Lost Stock Certificate**

	<b>Lost Stock Certificate</b>	<b>New Stock Certificate</b>
<b>Name</b>		
<b>Stock Cert. No.</b>		
<b>No. of Shares</b>		
<b>Date of issuance of Stock Cert.</b>		
<b>Date of cancellation of Stock Cert.</b>		
<b>Affidavit of Loss</b>		
<b>Publication</b>		
<b>Secretary's Certificate</b>		
<b>Written Request</b>		

<b>Implemented by:</b>	<b>Reviewed by:</b>	<b>Approved by:</b>



## ANNEX P : List of Directors

Annex (•)

### LIST OF DIRECTORS (Name of Company)

#### BOARD OF DIRECTORS

Position	(Current year)	(Ensuing year)
Chairman	1. Name of director	<input type="checkbox"/> Same <input type="checkbox"/> Replace _____
Vice Chairman	2. Name of director	<input type="checkbox"/> Same <input type="checkbox"/> Replace _____
Director / President	3. Name of director	<input type="checkbox"/> Same <input type="checkbox"/> Replace _____
Director	4. Name of director	c/o (Business Partner)

#### CORPORATE OFFICERS

Position	(Current year)	(Ensuing year)
Corporate Secretary	Name of officer	<input type="checkbox"/> Same <input type="checkbox"/> Replace _____

#### (•) COMMITTEE

Position	(Current year)	(Ensuing year)
Chairman	Name of committee member	<input type="checkbox"/> Same <input type="checkbox"/> Replace _____
Vice Chairman	Name of committee member	<input type="checkbox"/> Same <input type="checkbox"/> Replace _____

APPROVED BY: \_\_\_\_\_

DATE: \_\_\_\_\_



## ANNEX Q : Unstructured Disclosure Approval Tracking Sheet

 <b>GT CAPITAL</b> HOLDINGS INCORPORATED  Unstructured Disclosure Approval Tracking Sheet  Date Routed: _____  For: _____  From (L&C Department): _____  Date to be Disclosed: _____  Nature of Disclosure:  Comments:  Approved for disclosure:  SIGNATURE	 <b>GT CAPITAL</b> HOLDINGS INCORPORATED  Unstructured Disclosure Approval Tracking Sheet  Date Routed: _____  For: _____  From (L&C Department): _____  Date to be Disclosed: _____  Nature of Disclosure:  Comments:  Approved for disclosure:  SIGNATURE
 <b>GT CAPITAL</b> HOLDINGS INCORPORATED  Unstructured Disclosure Approval Tracking Sheet  Date Routed: _____  For: _____  From (L&C Department): _____  Date to be Disclosed: _____  Nature of Disclosure:  Comments:  Approved for disclosure by:  SIGNATURE	 <b>GT CAPITAL</b> HOLDINGS INCORPORATED  Unstructured Disclosure Approval Tracking Sheet  Date Routed: _____  For: _____  From (L&C Department): _____  Date to be Disclosed: _____  Nature of Disclosure:  Comments:  Approved for disclosure by:  SIGNATURE