

COVER SHEET

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SEC Registration No.

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(Company's Full Name)

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

JOCELYN A. VALLE

Contact Person

(632) 637-3112

Contact Telephone No.

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Fiscal Year

I	-	A	C	G	R
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FORM TYPE

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Month Day

Annual Meeting

Secondary License Type, If Applicable

C	F	D
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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

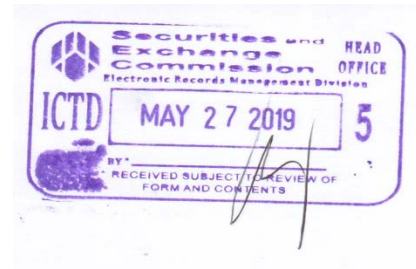
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Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December 31, 2018**
2. SEC Identification Number **112978**. 3. BIR Tax Identification No. **000-263-366-000**.
4. Exact name of issuer as specified in its charter **PHILIPPINE ESTATES CORPORATION**.
5. **Metro Manila, Philippines**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **35th Floor One Corporate Centre, Doña Julia Vargas cor Meralco Ave., Ortigas Center, Pasig City**
Address of principal office Postal Code **1600**
8. **Telephone Number (63)2 637-3112**
Issuer's telephone number, including area code
9. **Not Applicable**
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
<p>Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.</p>			
Recommendation 1.1			
<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	COMPLIANT	<p>Provide information or link/reference to a document containing information on the following:</p>	
<p>2. Board has an appropriate mix of competence and expertise.</p>	COMPLIANT	<p>1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors</p>	
<p>3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</p>	COMPLIANT	<p>2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Information Statement • Annual Report • Revised Manual on Corporate Governance dated May 25, 2017 	
Recommendation 1.2			

1. Board is composed of a majority of non-executive directors.	COMPLIANT	Identify or provide link/reference to a document identifying the directors and the type of their directorships <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Information Statement • Annual Report • Revised Manual on Corporate Governance dated May 25, 2017 	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	COMPLIANT	Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors. <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Information Statement • Annual Report • Revised Manual on Corporate Governance dated May 25, 2017 	
2. Company has an orientation program for first time directors.	COMPLIANT	Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.	
3. Company has relevant annual continuing training for all directors.	COMPLIANT	<ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance Report dated May 25, 2017 • Disclosure on Certificate of Attendance of Directors of the Company for 2018 Corporate Governance 	

Recommendation 1.4			
1. Board has a policy on board diversity.	COMPLIANT	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>Indicate gender composition of the board.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph Board is composed of 2 females and 9 males, to wit: <ul style="list-style-type: none"> ➤ Arthur M. Lopez ➤ Kenneth T. Gatchalian ➤ Elvira A. Ting ➤ Richard L. Ricardo ➤ James Palit-Ang ➤ Dee Hua Gatchalian ➤ Renato Magadia ➤ Joaquin Obieta ➤ Sergio Ortiz-Luiz, Jr. ➤ Byoung Hyun Suh and ➤ Arthur Ponsaran 	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.		<p>Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.</p> <ul style="list-style-type: none"> • Revised Manual on Corporate Governance dated May 25, 2017 <p>Provide link or reference to a progress report in achieving its objectives.</p>	The company will take into consideration this matter in the future.
Recommendation 1.5			

1. Board is assisted by a Corporate Secretary.	COMPLIANT	Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions. <ul style="list-style-type: none"> • Information Statement • Annual Report • 2018 General Information Statement 	
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT		
3. Corporate Secretary is not a member of the Board of Directors.	COMPLIANT		
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered <ul style="list-style-type: none"> • Disclosure on Certificate of Attendance of Directors of the Company for 2018 Corporate Governance 	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	COMPLIANT	Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting <ul style="list-style-type: none"> • The corporate secretary distributed board meeting materials at least five (5) business days before scheduled meeting. 	

Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	COMPLIANT	Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions. <ul style="list-style-type: none"> • Information Statement • Disclosure on Certificate of Attendance of Directors of the Company for 2018 Corporate Governance • 2018 General Information Statement 	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT		
3. Compliance Officer is not a member of the board.	COMPLIANT		
4. Compliance Officer attends training/s on corporate governance.	COMPLIANT	Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered <ul style="list-style-type: none"> • Disclosure on Certificate of Attendance of Directors of the Company for 2018 Corporate Governance 	
Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting) <ul style="list-style-type: none"> • Revised Manual on Corporate Governance Report dated May 25, 2017 	

Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	COMPLIANT	<ul style="list-style-type: none"> Revised Manual on Corporate Governance Report dated May 25, 2017 <p>Indicate frequency of review of business objectives and strategy</p> <ul style="list-style-type: none"> The Company's business objectives and strategy is reviewed and approved as often as required. 	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	COMPLIANT	<p>Indicate or provide link/reference to a document containing the company's vision, mission and core values.</p> <ul style="list-style-type: none"> Company Website: www.phes.com.ph The Board annually reviews the Vision, Mission and the Company's Core Values. Revised Manual on Corporate Governance Report dated May 25, 2017 <p>Indicate frequency of review of the vision, mission and core values.</p> <ul style="list-style-type: none"> The Company's vision and mission statement is reviewed and approved as often as required. 	

2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	COMPLIANT	Provide information on or link/reference to a document containing information on the strategy execution process. <ul style="list-style-type: none"> Articles of Incorporation and By-Laws 	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications <ul style="list-style-type: none"> Information Statement Annual Report 	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation	
2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT	<ul style="list-style-type: none"> The Board with the assistance of the Corporate Governance and Nomination Committee and the Company's Human Resources Dept., has adopted a professional development program for employees, officers, and senior management. Retirement Plan for key officers and employees 	
Recommendation 2.5			

1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT	Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	COMPLIANT	<ul style="list-style-type: none"> Revised Manual on Corporate Governance Report dated May 25, 2017 	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT	<ul style="list-style-type: none"> Information Statement 	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.		Provide proof of board approval <ul style="list-style-type: none"> . 	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.		Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.	<ul style="list-style-type: none"> To be considered in the future.
Recommendation 2.6			

1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders. <ul style="list-style-type: none"> Revised Manual on Corporate Governance Report dated May 25, 2017 		
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT			
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	COMPLIANT			
4. Board nomination and election policy includes how the board shortlists candidates.	COMPLIANT		Provide proof if minority shareholders have a right to nominate candidates to the board <ul style="list-style-type: none"> Revised Manual on Corporate Governance Report dated May 25, 2017 SEC Form 20-IS Definitive 	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	COMPLIANT		Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director. <ul style="list-style-type: none"> Revised Manual on Corporate Governance Report dated May 25, 2017 SEC Form 20-IS Definitive 	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT			
Optional: Recommendation to 2.6				
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.		Identify the professional search firm used or other external sources of candidates <ul style="list-style-type: none"> The Company did not use professional search firms or other external sources of candidate in 2018. 		
Recommendation 2.7				

1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	COMPLIANT	Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT	<ul style="list-style-type: none"> • Revised Manual on Corporate Governance Report dated May 25, 2017 • Annual Report 	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	COMPLIANT	Identify transactions that were approved pursuant to the policy. <ul style="list-style-type: none"> • There was no RPT in 2018 	
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	COMPLIANT	Provide information on a materiality threshold for RPT disclosure and approval, if any. Provide information on RPT categories <ul style="list-style-type: none"> • Revised Manual on Corporate Governance Report dated May 25, 2017 • Annual Report 	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	COMPLIANT	Provide information on voting system, if any. <ul style="list-style-type: none"> • Revised Manual on Corporate Governance Report dated May 25, 2017 • Annual Report 	
Recommendation 2.8			

<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>COMPLIANT</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance Report dated May 25, 2017 <p>Identify the Management team appointed</p> <ul style="list-style-type: none"> Appointed Management Team:: <ul style="list-style-type: none"> Elvira A. Ting : President/CEO Glenn Gerald D. Pantig,: Chief Operating Officer James B.Palit-Ang : VP for Property Management Jocelyn A. Valle : Finance Head & Corporate Information Officer Almira G. Gesolgon : Accounts Management Manager Ferdinand T. Halili : Engineering & Construction Head Mariz M. Ybardolaza : Business Development Manager 	
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<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>COMPLIANT</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance Report dated May 25, 2017 <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <ul style="list-style-type: none"> The Assessment process is done during the organizational meeting of the board during which the Management Team is appointed. 	
<p>Recommendation 2.9</p>			
<p>1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.</p>	
<p>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> Revised Manual on Corporate Governance Report dated May 25, 2017 	
<p>Recommendation 2.10</p>			
<p>1. Board oversees that an appropriate internal control system is in place.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate</p>	

2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT	internal control system is in place and what is included in the internal control system <ul style="list-style-type: none"> Revised Manual on Corporate Governance Report dated May 25, 2017 	
3. Board approves the Internal Audit Charter.	COMPLIANT	Provide reference or link to the company's Internal Audit Charter <ul style="list-style-type: none"> Annual Report Revised Manual on Corporate Governance Report dated May 25, 2017 	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework. <ul style="list-style-type: none"> Revised Manual on Corporate Governance Report dated May 25, 2017 	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT	Provide proof of effectiveness of risk management strategies, if any. <ul style="list-style-type: none"> Annual Report Revised Manual on Corporate Governance Report dated May 25, 2017 	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	COMPLIANT	Provide link to the company's website where the Board Charter is disclosed.	

2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT	<ul style="list-style-type: none"> Company Website: www.phes.com.ph Revised Manual on Corporate Governance Report dated May 25, 2017 Board Charter of the Corporate Governance and Nomination Committee 	
3. Board Charter is publicly available and posted on the company's website.	COMPLIANT	<ul style="list-style-type: none"> Company Website: www.phes.com.ph 	
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	COMPLIANT	<ul style="list-style-type: none"> Provide information on or link/reference to a document showing company's insider trading policy. Company Website: www.phes.com.ph Revised Manual on Corporate Governance Report dated May 25, 2017 	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.		<p>Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.</p> <ul style="list-style-type: none"> The Company has no policy allowing the granting of a loan to any director. There was no instance in the past where this was practiced by the Company 	
2. Company discloses the types of decision requiring board of directors' approval.		<p>Indicate the types of decision requiring board of directors' approval and where there are disclosed.</p> <ul style="list-style-type: none"> The Company discloses all types of decision mandated by the PSE and SEC to be disclosed. 	

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

Recommendation 3.1

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on all the board committees established by the company.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance Report dated May 25, 2017 	
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Recommendation 3.2

<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company’s financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</p> <ul style="list-style-type: none"> • Revised Manual on Corporate Corporate Governance Report dated May 25, 2017 <p>Indicate if it is the Audit Committee’s responsibility to recommend the appointment and removal of the company’s external auditor.</p> <ul style="list-style-type: none"> • The appointment of the Company’s External Auditor is approved by the stockholders. (Result of ASM) 	
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2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	COMPLIANT	Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship. <ul style="list-style-type: none"> Revised Manual on Corporate Corporate Governance Report dated May 25, 2017 Annual Report 	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee. <ul style="list-style-type: none"> Company Website: www.phes.com.ph Annual Report Information Statement 	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	COMPLIANT	Provide information or link/reference to a document containing information on the Chairman of the Audit Committee <ul style="list-style-type: none"> Company Website: www.phes.com.ph Annual Report Information Statement 	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	COMPLIANT	Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor. <ul style="list-style-type: none"> Revised Manual on Corporate Corporate Governance Report dated May 25, 2017 	

2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	COMPLIANT	Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present. <ul style="list-style-type: none"> Revised Manual on Corporate Governance Report dated May 25, 2017 	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.		Indicate the number of Audit Committee meetings during the year and provide proof	
2. Audit Committee approves the appointment and removal of the internal auditor.		Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	COMPLIANT	Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions <p>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</p> <ul style="list-style-type: none"> Revised Manual on Corporate Governance Report dated May 25, 2017 	

2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.	<ul style="list-style-type: none"> The Corporate Governance Committee was headed by an independent director but one member is a regular director.
3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT	Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee. <ul style="list-style-type: none"> Information Statement 	
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.		Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions	<ul style="list-style-type: none"> Due to the Company's minimal operations and requirements, a BROC is yet to be put in place. The same will be implemented when the business needs of the Company require so. The duties and responsibilities of BROC are performed by the Audit Committee.
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship	<ul style="list-style-type: none"> Due to the Company's minimal operations and requirements, a BROC is yet to be put in place. The same will be implemented when the business needs of the Company require so.
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the Chairman of the BROC	<ul style="list-style-type: none"> Due to the Company's minimal operations and requirements, a BROC is yet to be put in place. The same will be implemented when the business needs of the Company require so.

4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROCC.	<ul style="list-style-type: none"> Due to the Company's minimal operations and requirements, a BROCC is yet to be put in place. The same will be implemented when the business needs of the Company require so.
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.	<ul style="list-style-type: none"> Due to the Company's minimal operations and requirements, a RPT is yet to be put in place. The same will be implemented when the business needs of the Company require so. The duties and responsibilities of RPT are performed by the Audit Committee.
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.	<ul style="list-style-type: none"> Due to the Company's minimal operations and requirements, a RPT is yet to be put in place. The same will be implemented when the business needs of the Company require so.
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.	
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT	<ul style="list-style-type: none"> Company Website: www.phes.com.ph Revised Manual on Corporate Corporate Governance Report dated May 25, 2017 	

3. Committee Charters were fully disclosed on the company's website.	COMPLIANT	Provide link to company's website where the Committee Charters are disclosed. <ul style="list-style-type: none"> Company Website: www.phes.com.ph 	
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Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

Recommendation 4.1

1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	COMPLIANT	Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings. <ul style="list-style-type: none"> Company Website: www.phes.com.ph Revised Manual on Corporate Governance Report dated May 25, 2017 Disclosure on Certificate of Attendance of Directors of the Company for 2018 Corporate Governance Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings. <ul style="list-style-type: none"> Disclosure on Certificate of Attendance of Directors of the Company for 2018 Corporate Governance 	
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2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT	<ul style="list-style-type: none"> All materials to be discussed in the agenda of the meeting have been emailed to all Directors 7 days before the said meeting 	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	<p>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</p> <ul style="list-style-type: none"> Minutes of Board of Directors Meeting 	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	COMPLIANT	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies</p> <ul style="list-style-type: none"> Company Website: www.phes.com.ph Revised Manual on Corporate Governance Report dated May 25, 2017 Annual Corporate Governance Report 	
Recommendation 4.3			

1. The directors notify the company's board before accepting a directorship in another company.	COMPLIANT	Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed. <ul style="list-style-type: none"> Revised Manual on Corporate Corporate Governance Report dated May 25, 2017 No new directorship has been accepted by the current Board of Directors 	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.			
2. Company schedules board of directors' meetings before the start of the financial year.			
3.			
4. Board of directors meet at least six times during the year.		Indicate the number of board meetings during the year and provide proof	
5. Company requires as minimum quorum of at least 2/3 for board decisions.		Indicate the required minimum quorum for board decisions	
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the number of independent directors in the board	<ul style="list-style-type: none"> Additional independent director will be nominated and elected before the Annual Stockholders' Meeting on October, 2019.
Recommendation 5.2			

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	COMPLIANT	Provide information or link/reference to a document containing information on the qualifications of the independent directors. <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Information Statement • Annual Report • Revised Manual on Corporate Governance dated May 25, 2017 	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	COMPLIANT	Provide link/reference to a document containing information that directors are not constrained to vote independently. <ul style="list-style-type: none"> • Revised Manual on Corporate Governance dated May 25, 2017 	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	COMPLIANT	Provide information or link/reference to a document showing the years IDs have served as such. <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Information Statement • Annual Report • Revised Manual on Corporate Governance dated May 25, 2017 	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	COMPLIANT	Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director <ul style="list-style-type: none"> • Revised Manual on Corporate Governance dated May 25, 2017 	

<p>3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.</p>	<p>COMPLIANT</p>	<p>Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.</p> <ul style="list-style-type: none"> • Information Statement • Revised Manual on Corporate Governance dated May 25, 2017 	
Recommendation 5.4			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>COMPLIANT</p>	<p>Identify the company's Chairman of the Board and Chief Executive Officer</p> <ul style="list-style-type: none"> • Information Statement • Revised Manual on Corporate Governance dated May 25, 2017 <ul style="list-style-type: none"> ➤ Arthur M. Lopez nominated and elected as Chairman of the Board ➤ Elvira A. Ting elected as the President 	
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <ul style="list-style-type: none"> • Information Statement • Revised Manual on Corporate Governance dated May 25, 2017 • Annual Report <p>Identify the relationship of Chairman and CEO.</p> <ul style="list-style-type: none"> ➤ Chairman of the Board and the President are not related 	
Recommendation 5.5			

1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	COMPLIANT	Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any. Indicate if Chairman is independent. • General Information Statement	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	COMPLIANT	Provide proof of abstention, if this was the case • Board Charter	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	COMPLIANT	Provide proof and details of said meeting, if any. • Board Charter • Minutes of Meeting • Provide information on the frequency and attendees of meetings.	
2. The meetings are chaired by the lead independent director.	COMPLIANT	• Board Charter	
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.		Provide name/s of company CEO for the past 2 years	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	COMPLIANT	Provide proof of self-assessments	

2. The Chairman conducts a self-assessment of his performance.	COMPLIANT	conducted for the whole board, the individual members, the Chairman and the Committees <ul style="list-style-type: none"> • Board Self Evaluation Questionnaire • Board Charter of Audit and Risk Management Committee • Board Charter of Corporate Governance and Nomination Committee 	
3. The individual members conduct a self-assessment of their performance.	COMPLIANT		
4. Each committee conducts a self-assessment of its performance.	COMPLIANT		
5. Every three years, the assessments are supported by an external facilitator.	COMPLIANT	Identify the external facilitator and provide proof of use of an external facilitator. <ul style="list-style-type: none"> • Revised Manual on Corporate Governance dated May 25, 2017 	
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders	<ul style="list-style-type: none"> • Revised Manual on Corporate Governance dated May 25, 2017
2. The system allows for a feedback mechanism from the shareholders.	NON-COMPLIANT		<ul style="list-style-type: none"> • Due to the minimal operations and requirements of the Company, a feedback mechanism from shareholders is currently not in place. The same will be implemented when the needs of the Company require so.
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			

<p>1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to the company's Code of Business Conduct and Ethics.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • PHES Code of Conduct 	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>COMPLIANT</p>	<p>Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.</p> <ul style="list-style-type: none"> • The Code of Conduct is issued by the Head of Human Resources Department thru business memorandum to the Board, Senior Management and employees to keep informed on all corporate internal policies. 	
<p>3. The Code is disclosed and made available to the public through the company website.</p>	<p>COMPLIANT</p>	<p>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • PHES Code of Conduct 	
<p>Supplement to Recommendation 7.1</p>			

<p>1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery</p> <ul style="list-style-type: none"> • PHEs Code of Conduct • Conflict of Interest Policy • Anti-Corruption Policy 	
Recommendation 7.2			
<p>1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.</p>	<p>COMPLIANT</p>	<p>Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.</p>	
<p>2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 <p>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</p> <ul style="list-style-type: none"> • Board Charter 	
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	
<p>Supplement to Recommendations 8.1</p>			
<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>COMPLIANT</p>	<p>Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • SEC Form 17-A • SEC Form 17-Q 	
<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>COMPLIANT</p>	<p>Provide link or reference to the company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"> 1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders; 2. cross-holdings among company affiliates; and 3. any imbalances between the controlling shareholders' voting power and overall equity position in the company. <ul style="list-style-type: none"> • Item 9 and 11 of Annual Report (SEC Form 17-A) 	
<p>Recommendation 8.2</p>			

1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	COMPLIANT	Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	COMPLIANT	<ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 <p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	COMPLIANT	<p>Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Information Statement • Annual Report • Top 20 Shareholders under Investor Relations <p>Provide link or reference to the company's Conglomerate Map.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph 	
Recommendation 8.3			

<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>COMPLIANT</p>	<p>Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Information Statement • Annual Report 	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>COMPLIANT</p>	<p>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Information Statement • Annual Report 	
Recommendation 8.4			
<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	<p>COMPLIANT</p>	<p>Disclose or provide link/reference to the company policy and practice for setting board remuneration</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	
<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	<p>COMPLIANT</p>	<p>Disclose or provide link/reference to the company policy and practice for determining executive remuneration</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	

<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>COMPLIANT</p>	<p>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</p> <ul style="list-style-type: none"> • Revised Manual on Corporate Governance dated May 25, 2017 • Standard Arrangements, except for per diem of ₱30,000.00 for the Chairman per month and ₱10,000.00 per Director per board meeting, there are no other standard arrangements pursuant to which directors of the Company are compensated or are expected to be compensated directly or indirectly for any service provided directly or indirectly to the Company's during the last fiscal year and ensuing year. • Annual Report (SEC Form 17-A Item 10) 	
<p>Recommendation 8.5</p>			
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>COMPLIANT</p>	<p>Disclose or provide reference/link to company's RPT policies</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <ul style="list-style-type: none"> • Revised Manual on Corporate Governance dated May 25, 2017 	

<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>COMPLIANT</p>	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> 1. name of the related counterparty; 2. relationship with the party; 3. transaction date; 4. type/nature of transaction; 5. amount or contract price; 6. terms of the transaction; 7. rationale for entering into the transaction; 8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and 9. other terms and conditions <ul style="list-style-type: none"> • Annual Report (SEC Form 17-A) • Full Disclosure in Notes to Financial Statements 	
Supplement to Recommendation 8.5			
<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>COMPLIANT</p>	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	
Optional : Recommendation 8.5			

1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.		Provide link or reference where this is disclosed, if any	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	COMPLIANT	Provide link or reference where this is disclosed <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	COMPLIANT	Identify independent party appointed to evaluate the fairness of the transaction price Disclose the rules and procedures for evaluating the fairness of the transaction price, if any. <ul style="list-style-type: none"> • These transactions are subject to approval by the Board which has enough numbers of Independent Directors, and with the recommendation of the Executive/Management Committee 	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	COMPLIANT	Provide link or reference where these are disclosed. <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	
Recommendation 8.7			

1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	Provide link to the company's website where the Manual on Corporate Governance is posted.	
2. Company's MCG is submitted to the SEC and PSE.	COMPLIANT	<ul style="list-style-type: none"> Company Website: www.phes.com.ph Revised Manual on Corporate Governance dated May 25, 2017 	
3. Company's MCG is posted on its company website.	COMPLIANT		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	COMPLIANT	Provide proof of submission. <ul style="list-style-type: none"> Company Disclosure posted on company website under Corporate Governance 	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		Provide link or reference to the company's Annual Report containing the said information.	
a. Corporate Objectives	COMPLIANT	<ul style="list-style-type: none"> Annual Report for the year 2018 	
b. Financial performance indicators	COMPLIANT		
c. Non-financial performance indicators	COMPLIANT		
d. Dividend Policy	COMPLIANT		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	COMPLIANT		

f. Attendance details of each director in all directors meetings held during the year	COMPLIANT		
g. Total remuneration of each member of the board of directors	COMPLIANT		
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	COMPLIANT	Provide link or reference to where this is contained in the Annual Report <ul style="list-style-type: none"> Annual Report for the year 2018 	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	NON-COMPLIANT	Provide link or reference to where this is contained in the Annual Report	<ul style="list-style-type: none"> The Board of Directors, instead of conducting a review, require an attestation letter from the Chief Executive and Compliance Officer containing representations among others, the adequacy of the Company's material controls and risk management systems.
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	NON-COMPLIANT	Provide link or reference to where this is contained in the Annual Report	<ul style="list-style-type: none"> The Board of Directors, instead of conducting a review, require an attestation letter from the Chief Executive and Compliance Officer containing representations among others, the adequacy of the Company's material controls and risk management systems.
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	COMPLIANT	Provide link or reference to where these are contained in the Annual Report <ul style="list-style-type: none"> Annual Report for the year 2018 	

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

Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	COMPLIANT	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor. <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	COMPLIANT	Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor. <ul style="list-style-type: none"> • Revised Manual on Corporate Governance dated May 25, 2017 	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	COMPLIANT	Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor. <ul style="list-style-type: none"> • Revised Manual on Corporate Governance dated May 25, 2017 	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	COMPLIANT	Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years. <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	
Recommendation 9.2			

<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	<p>COMPLIANT</p>	<p>Provide link/reference to the company's Audit Committee Charter</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	<p>COMPLIANT</p>	<p>Provide link/reference to the company's Audit Committee Charter</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	
<p>Supplement to Recommendations 9.2</p>			
<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>	<p>COMPLIANT</p>	<p>Provide link/reference to the company's Audit Committee Charter</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	

2. Audit Committee ensures that the external auditor has adequate quality control procedures.	COMPLIANT	Provide link/reference to the company's Audit Committee Charter <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	COMPLIANT	Disclose the nature of non-audit services performed by the external auditor, if any. <ul style="list-style-type: none"> • Annual Report • The Company policy is not to engage any non-audit services with the external auditor. 	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	COMPLIANT	Provide link or reference to guidelines or policies on non-audit services <ul style="list-style-type: none"> • The Company has not engaged any non-audit services with the external auditor. 	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	COMPLIANT	Provide information on audit and non-audit fees paid. The Company has not engaged any non-audit services with the external auditor.	
Additional Recommendation to Principle 9			

<p>1. Company's external auditor is duly accredited by the SEC under Group A category.</p>	<p>COMPLIANT</p>	<p>Provide information on company's external auditor, such as:</p> <ol style="list-style-type: none"> 1. Name of the audit engagement partner; 2. Accreditation number; 3. Date Accredited; 4. Expiry date of accreditation; and 5. Name, address, contact number of the audit firm. <ul style="list-style-type: none"> • DIAZ MURILLO DALUPAN AND COMPANY <i>A member of HLB International</i> SEC Accreditation No. 0192-FR-3, Group A, effective until April 2, 2022: BIR Accreditation No. 08-001911-000-2019, effective until March 27, 2022 • Rosemary D. De Mesa Partner CPA Certificate No. 29084 SEC Accreditation No. 1089-AR-2, Group A, effective until May 10, 2020 • 7th and 8th Floors, Don Jacinto Building, Dela Rosa corner Salcedo Streets, Legaspi Village, Makati City (632) 894-5892 	
<p>2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).</p>	<p>NON-COMPLIANT</p>	<p>Provide information on the following:</p> <ol style="list-style-type: none"> 1. Date it was subjected to SOAR inspection, if subjected; 2. Name of the Audit firm; and 3. Members of the engagement team inspected by the SEC. 	<ul style="list-style-type: none"> • Not yet subjected to SOAR Inspection

Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

Recommendation 10.1

<p>1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.</p>	<p>COMPLIANT</p>	<p>Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Anti-Corruption Policy • Conflict of Interest Policy • Disclosure Policy • Related Party Transaction Policy • Rewards or Compensation Policy • Vendors Code of Conduct Policy • Whistleblowing Policy • Data Privacy Policy • Health, Safety and Wealth Policy • Succession Planning 	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>COMPLIANT</p>	<p>Provide link to Sustainability Report, if any. Disclose the standards used.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Anti-Corruption Policy • Conflict of Interest Policy • Disclosure Policy • Related Party Transaction Policy • Rewards or Compensation Policy • Vendors Code of Conduct Policy • Whistleblowing Policy • Data Privacy Policy • Health, Safety and Wealth Policy • Succession Planning 	

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

Recommendation 11.1

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	COMPLIANT	Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any. <ul style="list-style-type: none"> Company Website: www.phes.com.ph 	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	COMPLIANT	Provide link to company website <ul style="list-style-type: none"> Company Website: www.phes.com.ph 	
a. Financial statements/reports (latest quarterly)	COMPLIANT		
b. Materials provided in briefings to analysts and media	COMPLIANT		
c. Downloadable annual report	COMPLIANT		
d. Notice of ASM and/or SSM	COMPLIANT		
e. Minutes of ASM and/or SSM	COMPLIANT		
f. Company's Articles of Incorporation and By-Laws	COMPLIANT		
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	COMPLIANT	<ul style="list-style-type: none"> Yes 	
Internal Control System and Risk Management Framework			

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

Recommendation 12.1

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>List quality service programs for the internal audit functions. Indicate frequency of review of the internal control system</p> <ul style="list-style-type: none"> • Audit Committee under the Board of Directors • The company reviews the internal control system as needed. 	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>Identify international framework used for Enterprise Risk Management</p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> 1. Company's risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks <p>Indicate frequency of review of the enterprise risk management framework.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Annual Report for the year 2018 – Notes to Financial Statements 	

Supplement to Recommendations 12.1

<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p> <p>Indicate frequency of review.</p> <ul style="list-style-type: none"> The Corporate Secretary and Compliance Officer have instructed all department heads to monitor, be updated and comply on all regulatory requirements through the website of each regulatory office. If training is required, the Company sends representative from the department concerned to attend the related seminars accordingly. 	
<p>Optional: Recommendation 12.1</p>			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>		<p>Provide information on IT governance process</p>	
<p>Recommendation 12.2</p>			
<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p>	<p>COMPLIANT</p>	<p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p> <ul style="list-style-type: none"> In-house Internal Audit Group 	
<p>Recommendation 12.3</p>			

1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	COMPLIANT	Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities. <ul style="list-style-type: none"> • Mr. James Palit-Ang • Revised Manual on Corporate Governance dated May 25, 2017 	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	COMPLIANT	<ul style="list-style-type: none"> • Yes 	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	COMPLIANT	Identify qualified independent executive or senior management personnel, if applicable. <ul style="list-style-type: none"> • In-house Internal Audit Group 	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	Provide information on company's risk management function. <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	COMPLIANT	Identify source of external technical support, if any. <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	
Recommendation 12.5			

1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	COMPLIANT	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background. <ul style="list-style-type: none"> • Mr. Sergio R. Ortiz-Luis, Jr. • Information Statement 	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	COMPLIANT	<ul style="list-style-type: none"> • Yes 	
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	COMPLIANT	Provide link to CEO and CAE's attestation <ul style="list-style-type: none"> • Company Website: www.phes.com.ph 	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed. <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT	Provide link to company's website <ul style="list-style-type: none"> • Company Website: www.phes.com.ph 	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	COMPLIANT	<ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	

2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	COMPLIANT	Provide information on all classes of shares, including their voting rights if any. <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	
3. Board has an effective, secure, and efficient voting system.	COMPLIANT	Provide link to voting procedure. Indicate if voting is by poll or show of hands. <ul style="list-style-type: none"> • Information Statement 	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	COMPLIANT	Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any. <ul style="list-style-type: none"> • Revised Manual on Corporate Governance dated May 25, 2017 	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	COMPLIANT	Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution) <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	COMPLIANT	Provide information or link/reference to the policies on treatment of minority shareholders <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	

7. Company has a transparent and specific dividend policy.	COMPLIANT	<p>Provide information on or link/reference to the company's dividend Policy.</p> <p>Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.		Identify the independent party that counted/validated the votes at the ASM, if any.	
Recommendation 13.2			

<p>1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.</p>	<p>COMPLIANT</p>	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p> <ul style="list-style-type: none"> • All materials for the Annual Stockholder's Meeting were sent out at least 28 days before the meeting • Notice of Agenda of Annual Stockholder's Meeting 	
Supplemental to Recommendation 13.2			
<p>1. Company's Notice of Annual Stockholders' Meeting contains the following information:</p>	<p>COMPLIANT</p>	<p>Provide link or reference to the company's notice of Annual Shareholders' Meeting</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph Under SEC Filings –Information Statement together with the Notice and Agenda of the Annual Stockholders' Meeting and Management Report 	
<p>a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> • Company Website: www.phes.com.ph Under SEC Filings –Information Statement together with the Notice and Agenda of the Annual Stockholders' Meeting and Management Report 	

b. Auditors seeking appointment/re-appointment	COMPLIANT	<ul style="list-style-type: none"> Company Website: www.phes.com.ph Under SEC Filings –Information Statement together with the Notice and Agenda of the Annual Stockholders’ Meeting and Management Report 	
c. Proxy documents	COMPLIANT	<ul style="list-style-type: none"> Proxy documents includes in the mail out 28 days before the meeting 	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting		Provide link or reference to the rationale for the agenda items	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders’ Meeting publicly available the next working day.	COMPLIANT	<p>Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p> <ul style="list-style-type: none"> Company Website: www.phes.com.ph Minutes of the Annual Stockholders’ Meeting on October 26, 2018 	

<p>2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.</p>	<p>COMPLIANT</p>	<p>Provide link to minutes of meeting in the company website.</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Indicate also if the voting on resolutions was by poll.</p> <p>Include whether there was opportunity to ask question and the answers given, if any</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Minutes of the Annual Stockholders' Meeting on October 26, 2018 	
Supplement to Recommendation 13.3			
<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>	<p>COMPLIANT</p>	<p>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting</p> <ul style="list-style-type: none"> • Yes 	
Recommendation 13.4			
<p>1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p>	<p>COMPLIANT</p>	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes</p> <ul style="list-style-type: none"> • Board Charter 	
<p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p>	<p>COMPLIANT</p>	<p>Provide link/reference to where it is found in the Manual on Corporate Governance</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Revised Manual on Corporate Governance dated May 25, 2017 	

Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	COMPLIANT	<p>Disclose the contact details of the officer/office responsible for investor relations, such as:</p> <ol style="list-style-type: none"> 1. Name of the person 2. Telephone number 3. Fax number 4. E-mail address <ul style="list-style-type: none"> • Richard L. Ricardo • 706-7888 • 706-5980 • rlricardo@wellex.com.ph / rickyrics2005@yahoo.com 	
2. IRO is present at every shareholder's meeting.	COMPLIANT	<p>Indicate if the IRO was present during the ASM.</p> <ul style="list-style-type: none"> • Yes, Richard L. Ricardo is concurrent the Corporate Treasurer of the Company 	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	COMPLIANT	<p>Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.</p> <ul style="list-style-type: none"> • Board Charter – Presence of Independent Directors and Directors with diverse experience 	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	COMPLIANT	<p>Indicate the company's public float.</p> <ul style="list-style-type: none"> • 52.57% 	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting		Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM	

2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.		Disclose the process and procedure for secure electronic voting in absentia, if any.	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders. <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Stockholders Policy 	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	COMPLIANT	Identify policies and programs for the protection and fair treatment of company's stakeholders <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Stockholders Policy 	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	COMPLIANT	Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights. Provide information on whistleblowing policy, practices and procedures for stakeholders <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Whistle Blowing Policy 	

Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	COMPLIANT	Provide information on the alternative dispute resolution system established by the company. <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Alternative Dispute Resolution Policy 	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	COMPLIANT	Disclose any requests for exemption by the company and the reason for the request. <ul style="list-style-type: none"> • The Company respects the law and rights of all stockholders. 	
2. Company respects intellectual property rights.	COMPLIANT	Provide specific instances, if any. <ul style="list-style-type: none"> • The Company respects the law and rights of all stockholders. 	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare		Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.	
2. Company discloses its policies and practices that address supplier/contractor selection procedures		Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.	
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			

<p>1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Anti-Corruption Policy • Conflict of Interest Policy • Disclosure Policy • Related Party Transaction Policy • Rewards or Compensation Policy • Vendors Code of Conduct Policy • Whistleblowing Policy • Data Privacy Policy • Health, Safety and Wealth Policy • Succession Planning 	
<p>Supplement to Recommendation 15.1</p>			
<p>1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.</p>	<p>COMPLIANT</p>	<p>Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Rewards or Compensation Policy 	
<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>COMPLIANT</p>	<p>Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Health, Safety and Wealth Policy 	

3. Company has policies and practices on training and development of its employees.	COMPLIANT	<p>Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Succession Planning 	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	COMPLIANT	<p>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Anti-Corruption Policy 	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT	<p>Identify how the board disseminated the policy and program to employees across the organization</p> <ul style="list-style-type: none"> • Through issuance of business memorandum 	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	COMPLIANT	<p>Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices.</p> <p>Include any finding of violations of the company policy.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Anti-Corruption Policy • Code of Conduct and Ethics 	
Recommendation 15.3			

<p>1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation</p>	<p>COMPLIANT</p>	<p>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees.</p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.</p> <p>Provide contact details to report any illegal or unethical behavior.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Whistleblowing Policy • Elvira A. Ting President eating@phes.com.ph 637-3112 	
<p>2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Whistleblowing Policy 	
<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>COMPLIANT</p>	<p>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <ul style="list-style-type: none"> • Company Website: www.phes.com.ph • Whistleblowing Policy 	
<p>Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.</p>			
<p>Recommendation 16.1</p>			

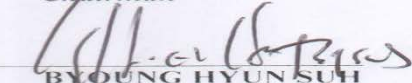
<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>COMPLIANT</p>	<p>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</p> <ul style="list-style-type: none"> • PHEs continuously participates in many charity events in many different organizations 	
Optional: Principle 16			
<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>		<p>Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.</p>	
<p>2. Company exerts effort to interact positively with the communities in which it operates</p>		<p>Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.</p>	

SIGNATURES

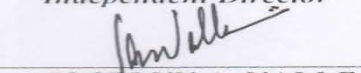
Pursuant to the requirement of the Securities and Exchange Commission, this **Integrated Annual Corporate Governance Report** is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Pasig City on 24th day of May 2019.



ARTHUR M. LOPEZ
Chairman



BYOUNG HYUN SUH
Independent Director



JOCELYN A. VALLE
Compliance Officer



ELVIRA A. TING
President/CEO



SERGIO R. ORTIZ-LUIS, JR.
Independent Director



ARSENIO A. ALFILER JR.
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 27 MAY 2019 day of _____, 2019, affiants exhibited to me their respective competent evidences of identity as follows:

Name	ID	Issuer
1. Arthur M. Lopez	050-181-980-000	Bureau of Internal Revenue
2. Elvira A. Ting	117-922-153-000	Bureau of Internal Revenue
3. Byoung Hyun Suh	122-963-522-000	Bureau of Internal Revenue
4. Sergio R. Ortiz-Luis, Jr.	107-846-762-000	Bureau of Internal Revenue
5. Jocelyn A. Valle	110-820-293-000	Bureau of Internal Revenue
6. Arsenio A. Alfiler Jr.	108-160-743-000	Bureau of Internal Revenue

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Series 2019



ATTY. LADY MAE A. CLEMENTE
PTR No. 5232087; 1-4-19 Pasig
IBF Membership No. 056404; RSM
Roll No. 69675
MCLE Compliance No. VI-0003249
Appointment No. 77 (2019-2020)
... /argas Avenue Corner Meralco Avenue,
Ortigas Center, Pasig City