

**SECURITIES AND EXCHANGE COMMISSION**  
**SEC FORM – ACGR**  
**ANNUAL CORPORATE GOVERNANCE REPORT**

**GENERAL INSTRUCTIONS**

**(A) Use of Form ACGR**

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

**(B) Preparation of Report**

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

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

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


**(D) Filing an Amendment**

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

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM – ACRG**

**ANNUAL CORPORATE GOVERNANCE REPORT**

1. Report is Filed for the Year 2013
2. Exact Name of Registrant as Specified in its Charter 2GO Group, Inc.
3. 12<sup>th</sup> Floor Times Plaza Bldg. United Nations Ave. corner Taft Ave., Ermita, Manila 1000  
Address of Principal Office Postal Code
4. SEC Identification Number 4409
5.  (SEC Use Only)  
Industry Classification Code
6. BIR Tax Identification Number 000-313-401
7. (02) 528-7540 / (02) 528-7624  
Issuer's Telephone number, including area code
8. **No change in name, address and fiscal year since its last report**  
Former name or former address, if changed from the last report

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## A. BOARD MATTERS

### 1) Board of Directors

|   |   |
|---|---|
| Number of Directors per Articles of Incorporation | 9 |
|---|---|

|   |   |
|---|---|
| Actual number of Directors for the year | 9 |
|---|---|

#### (a) Composition of the Board

Complete the table with information on the Board of Directors:

| Director's Name        | Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)] | If nominee, identify the principal | Nominator in the last election (if ID, state the relationship with the nominator) | Date first elected | Date last elected (if ID, state the number of years served as ID) <sup>1</sup> | Elected when (Annual /Special Meeting) | No. of years served as director |
|------------------------|---|------------------------------------|---|--------------------|--|--|---------------------------------|
| Francis C. Chua        | ID  | N/A                                | Geoffrey M. Seeto, related  | Jan. 2011          | 05-31-12; 2 years  | Annual Meeting                         | 2                               |
| Sulficio O. Tagud, Jr. | ED  | N/A                                |   | Dec. 2010          | 05-31-12   | Annual Meeting                         | 2                               |
| Jeremias E. Cruzabra   | ED  | N/A                                |   | Dec. 2010          | 05-31-12   | Annual Meeting                         | 2                               |
| Raul Ch. Rabe          | ID  | N/A                                | Mark Williams, related  | Dec. 2010          | 05-31-12; 2 years  | Annual Meeting                         | 2                               |
| Monico V. Jacob        | ID  | Negros Navigation Co., Inc.        | Mark Williams, related  | Dec. 2010          | 05-31-12; 2 years  | Annual Meeting                         | 2                               |
| Mark E. Williams       | NED   | N/A                                |   | Dec. 2010          | 05-31-12   | Annual Meeting                         | 2                               |
| Geoffrey M. Seeto      | NED   | Negros Navigation Co., Inc.        |   | Oct. 2011          | 05-31-12   | Annual Meeting                         | 1                               |
| Nelson T. Yap          | NED   | Negros Navigation Co., Inc.        |   | Dec 2011           | 05-31-12   | Annual Meeting                         | 1                               |
| Patrick Ip             | NED   | Negros Navigation Co., Inc.        |   | Oct 2011           | 05-31-12   | Annual Meeting                         | 1                               |

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

It shall be the Board's responsibility to foster the long-term success of the Company and secure its sustained competitiveness in manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Company, its shareholders and other stakeholders. A director's office is one of trust and confidence. He/she should act in the best interest of the Company in a manner characterized by transparency, accountability and fairness. He/she should exercise leadership, prudence and integrity in directing the corporation towards sustained progress over the long term. A director assumes certain responsibilities to different constituencies or stakeholders, who have the right to expect that the institution is being run in a prudent and sound manner. A Board member or other officer should exercise their powers and discharge their duties in good faith, in the interests of the company and for a proper purpose.

The Company's Board of Directors shall be committed to respect the following rights of the stockholders: (1) Voting rights; (2) Pre-emptive rights; (3) Power of Inspection; (4) Right to Information; (5) Right to Dividends, and; (6) Appraisal Rights. It shall be the duty of the directors to promote shareholder rights, remove impediments to the exercise of stockholders' rights and allow possibilities to seek redress for

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

violation of their rights. They shall encourage the exercise of stockholders' voting rights and the solution of collective action problems through appropriate mechanisms. They shall be instrumental in removing excessive costs and other administrative or practical impediments to stockholders participating in meetings and/or voting in person. The directors shall pave the way for the electronic filing and distribution of stockholder information necessary to make informed decisions subject to legal constraints.

All material information, i.e., anything that could potentially affect share price, shall be publicly disclosed. Other information that shall always be disclosed includes remuneration (including stock options) of all directors and senior management corporate strategy, and off balance sheet transactions. The Board shall commit at all times to fully disclose material information dealings. As a general rule, no director, officer, staff or employee of the Company may communicate material non-public information about the Company to any person, unless the Company is ready to simultaneously disclose the material non-public information to the Philippine Stock Exchange, except when disclosure is made to: (a) a person who is bound by duty to maintain trust and confidence to the Company such as but not limited to its auditors, legal counsels, investment bankers, financial advisers; and, (b) a person who agrees in writing to maintain in strict confidence the disclosed material information and will not take advantage of it for his personal gain. Furthermore, selective disclosure of material non-public information ahead of the general public to securities analysts, institutional investors or other third parties who do not fall under (a) and (b) is strictly prohibited.

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

The Board reviews the vision and mission on an annual basis and approves any revision as deemed necessary.

(d) Directorship in Other Companies

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

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

| Director's Name        | Corporate Name of the Group Company              | Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman. |
|------------------------|--|--|
| Francis C. Chua        | Negros Navigation Co., Inc. (Parent Company)     | Chairman, Independent  |
| Sulficio O. Tagud, Jr. | Negros Navigation Co., Inc. (Parent Company)     | Executive  |
|                        | Negrense Marine Integrated Services, Inc.        | Chairman, Non-Executive  |
|                        | Brisk Nautilus Dock Integrated Services, Inc.    | Chairman, Non-Executive  |
|                        | NN-ATS Logistics Management & Holdings Co., Inc. | Chairman, Non-Executive  |
|                        | 2GO Express, Inc.                                | Chairman, Executive  |
|                        | Supercat Fast Ferry Corporation                  | Chairman, Executive  |
|                        | MCC Transport Philippines, Inc.                  | Non-Executive  |
|                        | Special Container and Value Added Services, Inc. | Chairman, Non-Executive  |
|                        | J&A Services Corporation                         | Chairman, Non-Executive  |
|                        | Red.Dot Corporation                              | Chairman, Non-Executive  |
|                        | Supersail Services Inc.                          | Chairman, Non-Executive  |
|                        | Sun-Gold Forwarding Corporation                  | Chairman, Non-Executive  |
|                        | Super Terminals, Inc.                            | Chairman, Non-Executive  |
|                        | 2GO Logistics, Inc.                              | Chairman, Non-Executive  |
|                        | Hapag-Lloyd Philippines, Inc.                    | Chairman, Non-Executive  |
|                        | Scanasia Overseas Inc.                           | Chairman, Non-Executive  |
|                        | Hansa Meyer-ATS Projects, Inc.                   | Chairman, Non-Executive  |
|                        | KLN Logistics Holdings Philippines, Inc.         | Non-Executive  |
|                        | Kerry ATS Logistics, Inc.                        | Non-Executive  |
|                        | Astir Engineering Works, Inc.                    | Chairman, Non-Executive  |
| Jeremias E. Cruzabra   | Negros Navigation Co., Inc. (Parent Company)     | Executive  |
|                        | Negrense Marine Integrated                       | Non-Executive  |

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

|                   |  |               |
|-------------------|--|---------------|
|                   | Services, Inc.                                   |               |
|                   | Brisk Nautilus Dock Integrated Services, Inc.    | Non-Executive |
|                   | NN-ATS Logistics Management & Holdings Co., Inc. | Executive     |
|                   | 2GO Express, Inc.                                | Non-Executive |
|                   | Supercat Fast Ferry Corporation                  | Executive     |
|                   | Special Container and Value Added Services, Inc. | Non-Executive |
|                   | J&A Services Corporation                         | Executive     |
|                   | Red.Dot Corporation                              | Executive     |
|                   | Supersail Services Inc.                          | Executive     |
|                   | Sun-Gold Forwarding Corporation                  | Executive     |
|                   | Super Terminals, Inc.                            | Executive     |
|                   | 2GO Logistics, Inc.                              | Executive     |
|                   | Hapag-Lloyd Philippines, Inc.                    | Executive     |
|                   | Scanasia Overseas Inc.                           | Executive     |
|                   | Hansa Meyer-ATS Projects, Inc.                   | Executive     |
|                   | Astir Engineering Works, Inc.                    | Executive     |
| Raul Ch. Rabe     | Negros Navigation Co., Inc. (Parent Company)     | Independent   |
| Monico V. Jacob   | Negros Navigation Co., Inc. (Parent Company)     | Independent   |
| Mark E. Williams  | Negros Navigation Co., Inc. (Parent Company)     | Non-Executive |
| Geoffrey M. Seeto | Negros Navigation Co., Inc. (Parent Company)     | Non-Executive |
| Patrick Ip        | Negros Navigation Co., Inc. (Parent Company)     | Non-Executive |
| Nelson T. Yap     | Negros Navigation Co., Inc. (Parent Company)     | Non-Executive |

(ii) Directorship in Other Listed Companies

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

| Director's Name | Name of Listed Company              | Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman. |
|-----------------|-------------------------------------|--|
| Francis C. Chua | Philippine Stock Exchange           | Non-Executive Director   |
|                 | Basic Energy Corporation            | Non-Executive Director   |
| Raul Ch. Rabe   | Vivant Corporation                  | Independent Director   |
| Monico V. Jacob | Jollibee Foods, Inc.                | Independent Director   |
|                 | Asian Terminals, Inc                | Non-Executive Director   |
|                 | Phoenix Petroleum Philippines, Inc  | Independent Director   |
|                 | STI Education Systems Holdings, Inc | Executive Director   |

(iii) Relationship within the Company and its Group

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

| Director's Name | Name of the Significant Shareholder | Description of the relationship |
|-----------------|-------------------------------------|---------------------------------|
| - NONE -        |                                     |                                 |

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

|  | Guidelines | Maximum Number of Directorships in other companies |
|--|------------|--|
|--|------------|--|

|                               |  |  |
|-------------------------------|--|--|
| <b>Executive Director</b>     | The Board shall consider the following guidelines in the determination of the number of the directorships for the Board:<br><br>a. The nature of the business of 2GO Group, Inc. (2GO);<br>b. Age of the director;<br>c. Number of directorship / active memberships and officerships in other corporations or organizations; and<br>d. Possible conflict of interest. | The optimum number of directorships a Director shall hold shall be related to the capacity of a Director to perform his duties diligently in general.<br><br>The Chief Executive Officer and other executive directors shall submit themselves to a low inactive limit on membership in other corporate Boards. The same low limit shall apply to independent, non-executive directors who serve as full-time executives in other corporations. In any case, the capacity of directors to serve with diligence shall not be compromised. |
| <b>Non-Executive Director</b> |  |  |
| <b>CEO</b>                    |  |  |

(e) Shareholding in the Company

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

| Name of Director       | Number of Direct shares                               | Number of Indirect shares / Through (name of record owner)       | % of Capital Stock |
|------------------------|---|--|--------------------|
| Francis C. Chua        | 1,000   | 9,000<br>Record Owner:<br>PCD Nominee Corporation (Filipino)     | 0.00%              |
| Sulficio O. Tagud, Jr. | - none -  | 1,000<br>Record Owner:<br>PCD Nominee Corporation (Filipino)     | 0.00%              |
| Jeremias E. Cruzabra   | - none -  | 1,000<br>Record Owner:<br>PCD Nominee Corporation (Filipino)     | 0.00%              |
| Nelson T. Yap          | 1<br>Beneficial Owner:<br>Negros Navigation Co., Inc. | - none -   | 0.00%              |
| Mark E. Williams       | - none -  | 1,000<br>Record Owner:<br>PCD Nominee Corporation (Non-Filipino) | 0.00%              |
| Geoffrey M. Seeto      | 1<br>Beneficial Owner:<br>Negros Navigation Co., Inc. | - none -   | 0.00%              |
| Raul Ch. Rabe          | - none -  | 1,000<br>Record Owner:<br>PCD Nominee Corporation (Filipino)     | 0.00%              |
| Patrick Ip             | 1<br>Beneficial Owner:<br>Negros Navigation Co., Inc. | - none -   | 0.00%              |
| Monico V. Jacob        | 1<br>Beneficial Owner:<br>Negros Navigation Co., Inc. | - none -   | 0.00%              |
| <b>TOTAL</b>           | <b>1,004</b>  | <b>13,000</b>  | <b>0.00%</b>       |

2) Chairman and CEO

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

Yes ☒

No ☐

Identify the Chair and CEO:

|                       |                 |
|-----------------------|-----------------|
| Chairman of the Board | Francis C. Chua |
|-----------------------|-----------------|



|               |                        |
|---------------|------------------------|
| CEO/President | Sulficio O. Tagud, Jr. |
|---------------|------------------------|

(b) Roles, Accountabilities and Deliverables

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

|                  | Chairman  | Chief Executive Officer  |
|------------------|---|--|
| Role             | <p>The duties and responsibilities of the Chairman in relation to the Board may include, among others, the following:</p> <ol style="list-style-type: none"> <li>1. Ensure that the meetings of the Board are held in accordance with the by-laws or as the Chairman may deem necessary.</li> <li>2. Supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary, taking into consideration the suggestions of the CEO, Management and the directors; and</li> <li>3. Maintain qualitative and timely lines of communication and information between the Board and Management.</li> </ol> | <p>Highest ranking corporate officer, tasked with the overall management of the Corporation, including, but not limited to:</p> <ol style="list-style-type: none"> <li>1. Working in coordination with the Board of Directors;</li> <li>2. Developing and implementing the overall corporate strategy;</li> <li>3. Heading the Executive and Management Committees to ensure that the annual deliverables of the Corporation, as approved by the Board of Directors, are achieved; and</li> <li>4. Maintaining relationships with the various stakeholders, including, but not limited to, government entities, banks, industry associations and key customers.</li> </ol> |
| Accountabilities | <p>He is accountable to the board and shareholders. He shall monitor the Company's compliance with the Corporate Governance Manual and ensure that board meetings are held on schedule and according to the By-Laws</p>   | <p>He is accountable to the members of the Board in providing adequate and timely information about the Company's performance, specific topics or inquiries as requested. He provides leadership to management in developing and implementing business strategies and plans as approved by the Board.</p>  |
| Deliverables     | <p>He provides supervision over the preparation of meeting agenda in coordination with the Corporate Secretary. He ensures that the communication line between Management and the Board is maintained.</p>  | <p>He provides adequate and timely information about the Company's performance and implements business strategies and controls to achieve the Company's goals and objectives.</p>  |

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

The Board takes a direct interest in leadership succession, for the CEO in particular and other senior officers, who must have the motivation, integrity, competence and professionalism at a very high level. To assist the Board is the Nomination, Compensation and Remuneration Committee with the following roles: (1) Ensure that appropriate senior leadership succession planning is in place throughout the Company, both in terms of program design and in terms of consistent execution; (2) Periodically receive and consider reports related to succession planning from the Company's senior leadership, through the CEO; (3) Evaluate the balance of skills, knowledge and experience required for the CEO and other senior leadership roles, and in light of this identify candidates who may be suitable as potential successors to those roles, and their state of readiness to assume those responsibilities, if necessary; and, (4) Recommend to the Board the actual successor to the CEO and other key senior leadership roles, including the Chief Finance Officer, the Chief Strategy Officer, the Chief Resource Officer, and any other senior role agreed by the Board and the CEO from time to time, in the event of the current incumbent's resignation, termination, or non-renewal of his/her contract for any reason.

4) Other Executive, Non-Executive and Independent Directors

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

Despite the absence of an explicit policy to ensure diversity of experience and background of board of directors, the Company, as stated in its Revised Corporate Governance Manual (the "Manual"), requires all members of the Board to have previous business experiences and to have the right skills, characteristics and capacity to provide business continuity to the Company.

Below are the profiles of the Company's board of directors:

Mr. Francis C. Chua, Chairman of the Board and Independent Director, 62 years old, Filipino, has served as Chairman of the Board since July 2011 and as an Independent Director of 2GO since January 2011. He is also the Chairman of the Board Audit and Corporate Governance Committees. Mr. Chua also sits as the Chairman of the Board of NENACO since July 2011. His other current positions include Honorary Consulate General of the Republic of Peru in Manila; President and Eminent Adviser of the Philippine Chamber of Commerce and Industry; Chairman of the Philippine Chamber of Commerce and Industry Foundation, CLMC Group of Companies, and Green Army Philippines Network Foundation; President of DongFeng Automotive, Inc. and Philippine Satellite Corporation; Director of Philippine Stock Exchange, National Grid Corporation of the Philippines, Bank of Commerce, Basic Energy, and Overseas Chinese University; and Trustee of Xavier School Educational Trust Fund, and Adamson University. He graduated with a Bachelor of Science degree in Industrial Engineering from the University of the Philippines.

Mr. Sulficio O. Tagud, Jr., President and Chief Executive Officer, 62 years old, Filipino, has served as the President and Chief Executive Officer and a Director of 2GO since December 2010. Mr. Tagud is also the Chairman of the Compensation, Remuneration and Nomination Committee of the Company. Prior to this, he has served as Chairman of the Board of the Company from October 2004 up to July 2011, as Chairman and CEO of C&P Homes, Inc., as President of ML & H Corp., Capital Securities One, Inc. and Bonifacio Land Corporation. He was also a Director of Bonifacio Development Corp. and Public Estates Authority and PEA Tollways. Further, current positions of Mr. Tagud include the following: Chairman and President of KGLI-NM Holdings, Inc. since July 2008; President, Chief Executive Officer and a Director of NENACO since 2004; Chairman & CEO of Negros Holdings & Management Corporation since December 2006; and Chairman of the Philippine Liner Shipping Association. He graduated Class Valedictorian with a Bachelor of Science degree in Business Administration, major in Economics (Magna Cum Laude) at Xavier University, Cagayan De Oro City. He also completed his Masters in Industrial Economics at the Center for Research and Communication in Manila, and Masters in Business Administration at the Ateneo de Manila University. He also completed Real Estate Development Program at the Urban Land Institute at Washington, D.C., U.S.A.

Mr. Jeremias E. Cruzabra, Director and Chief Finance Officer, 46 years old, Filipino, has served as Director since December 2010, Treasurer and Chief Finance Officer since June 2011, and Corporate Information Officer since December 2011 of 2GO. He has served also as the Chief Finance Officer of NENACO since April 2004; Chief Finance Officer and Board Director of KGLI-NM Holdings, Inc. since July 2008; Vice-President and Chief Finance Officer/Treasurer of Negros Holdings & Management Corporation since December 2006; Court-Appointed Receiver of Selegna Holdings Corporation since November 2006; Chief Finance Officer (and later Trustee) of Sapphire Securities, Inc. (owned by the Brunei Investment Agency) from 1997 to 1999. In 1999, he co-founded Business Sense, Inc. (BSI), a business-consulting firm that specializes in strategy formulation and productivity improvement. BSI is affiliated with INPACT Asia-Pacific, an international network of public accounting firms. He started his career with SGV & Co. (a member company of Ernst & Young) from 1988 to 1992. After SGV, Mr. Cruzabra held managerial/executive positions in several subsidiaries of Metro Pacific Corporation from 1992 to 1997. Mr. Cruzabra, who is a Certified Public Accountant, graduated with a Bachelor of Science degree in Commerce, major in Accounting (Magna Cum Laude). He completed his Masters in Business Administration at Murdoch University in Perth, Western Australia. Mr. Cruzabra is also a Certified Securities Representative in the Philippine Stock Exchange.

Amb. Raul Ch. Rabe, Independent Director, 72 years old, Filipino, has been an Independent Director of 2GO since December 2010. He is also the Chairman of the Risk Management Committee. He also served as an Independent Director of NENACO since December 2010; Independent Director of KGLI-NM Holdings, Inc. since July 2008; Director of Bancommerce Investment Corporation since 2007; Director of Vivant Corporation since 2002; Director of Bank of Commerce since 2001; Corporate Secretary of Manila Economic and Cultural Office since 2001, and Of Counsel for Rodrigo, Berenguer and Guno Law Offices since 1999. He graduated with a Bachelor of Arts degree at the University of Santo Tomas, and Bachelor of Laws degree from the Ateneo de Manila Law School and a member of the Philippine Bar since 1965. He also completed the Colombo Plan Scholarship on Diplomacy at the Australian Institute of Foreign Service in Canberra, Australia.

Atty. Monico V. Jacob, Independent Director, 67 years old, Filipino, has served as an Independent Director of 2GO since December 2011. He also sits on the Board of NENACO as an Independent Member since December 2010. As a partner of the Jacob & Jacob Law Firm, he has been involved in corporate recovery work including rehabilitation receiverships and restructuring advisory in the following firms: The Uniwide Group of Companies, ASB Holdings, Inc., RAMCAR Group of Companies, Atlantic Gulf and Pacific Company of Manila, Inc., Petrochemicals Corporation of Asia-Pacific, All Asia Capital and Trust Corporation (now known as Advent Capital and Finance Corporation), Nasipit Lumber Company, Inc. and NENACO. His current positions include: President and CEO of Systems Technology Institute, Inc. (STI), Information and Communications Technology Academy, Inc., PhilPlans First, Inc., Philhealthcare, Inc., Banclife Insurance Co. Inc., and JTH Davies Holdings, Inc.; Member of the Boards of Jollibee

Foods, Inc., Advent Capital and Finance Corp., Asian Life Financial Assurance, Asian Terminals, Inc., Mindanao Energy, Inc., Phoenix Petroleum Philippines, Inc., De los Santos – STI College, De los Santos – STI Medical Center, Philippine Health Educators, Inc., Philippine Women's University, Unlad Resources Development Corporation, and Anvaya Cove Beach and Nature Club; and Chairman of the Boards of Total Consolidated Asset Mgmt, Inc., and Global Resource for Outsourced Workers, Inc. He received his Bachelor of Arts in Liberal Arts from Ateneo de Naga and Bachelor of Laws from the Ateneo de Manila University.

Mr. Nelson T. Yap, Director, 54 years old, Filipino, has served as Director of 2GO since December 2011. Mr. Yap has over 30 years of professional experience in public accounting, financial management, treasury, analysis, controls, accounting, budgeting, tax planning and management reporting with a multinational insurance company, a Hong Kong regional headquarter overseeing operations in Netherlands Antilles, U.K., France, Australia, and the U.S., and with a listed BPO company. During the past 5 years, He has served as a Director of NENACO since December 2011; Group Comptroller of Paxys, Inc., a publicly-listed BPO company, from 2006 to September 2011; and as Treasurer/Comptroller of NGL Pacific Limited from 2005 to June 2006. Mr. Yap, a Certified Public Accountant (15th Board placer), graduated with a Bachelor of Science degree in Commerce, major in Accounting (Cum Laude) from the Xavier University, Cagayan De Oro City. He took his Masters in Business Administration from Ateneo Graduate School of Business (no thesis) and further completed the same from Murdoch University in Perth, Western Australia.

Mr. Mark E. Williams, Director, 39 years old, American, has served as Director of 2GO since December 2010. He is also a member of the Board Compensation, Remuneration and Nomination, and Board Audit and Corporate Governance Committees. He currently sits as a Director of NENACO since December 2010; Investment Director of KGL Investment Company, Damietta International Port Company, KGLI-NM Holdings, Inc. and Global Gateway Development Corporation. Mr. Williams has extensive experience in the energy and logistics industries and worked with Horizon Propane LLC in the capacity of Director of Financial Planning and Analysis and later as Vice President of Finance and Assistant Treasurer. In 2004, Mr. Williams accepted a position as a Director at Cross Holdings LLC, a privately held investment firm, where he led teams in all aspects of the deal process, from sourcing, to due diligence and post acquisition management and operational restructuring of portfolio companies along with assessing various real estate investment opportunities. Mr. Williams also lead a team charged with the outsourcing of manufacturing of outdoor related products to manufacturers in China and advised a US based materials handling company owned by the principals of Cross Holdings. He is a Certified Public Accountant and obtained his Bachelor of Science degrees in Accounting, Business Administration, and Finance at the University of Akron in Akron, Ohio, U.S.A. He completed his Juris Doctorate degree at Case Western Reserve University, Cleveland, Ohio, U.S.A., and also obtained a Masters degree in Business Administration, concentration in Finance, from Weatherhead School of Management of the same university.

Mr. Geoffrey M. Seeto, Director, 43 years old, Australian, has been appointed as a Director of 2GO since October 2011. Mr. Seeto is also a Member of the following Company Board Committees: (i) Compensation, Remuneration and Nomination; (ii) Audit and Corporate Governance; and (iii) Risk Management. He is also a member of the Board of NENACO since December 2010. He is the Head of Asia Infrastructure, Singapore with Babcock and Brown. He led infrastructure investments including PPP transactions throughout Singapore, Thailand and other ASEAN countries. Prior to Babcock and Brown, he spent 10 years with ABN Amro Bank in Singapore, the Netherlands and Canada, also specializing in infrastructure investments, mergers and acquisitions. He received his Bachelor of Economics Degree and Masters of Law from the University of Sydney, Australia.

Mr. Patrick Ip, Director, 43 years old, Chinese, was appointed as Director of 2GO since October 2011. He currently sits as a Member of the Board Risk Management and Board Audit and Corporate Governance Committees of 2GO. Mr. Ip is also a Director of NENACO; Member of the Hong Kong Institute of Directors; and Head of Portfolio Supervision Management for China- ASEAN Capital Advisory Company, the advisor to the China-ASEAN Investment Cooperation Fund. Prior to this he was the Chief Financial Officer of the private equity arm of the French bank, Natixis. There he was responsible for all private equity activities in Asia (ex India). Throughout his career he gained substantial experience in auditing and financial transaction advisory, legal and compliance, litigation and arbitration as well as hedge fund and alternative investment. Mr. Ip is a Chartered Financial Analyst, a Certified Public Accountant (Hong Kong) and a Chartered Certified Accountant with PwC in London. He took his Bachelor of Laws degree from the London University Law Schools and his Bachelor of Arts degree major in Accounting and Finance from the Leeds University, UK.

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

Despite the absence of an explicit policy as to the non-executive director having an experience in the sector or industry 2GO belongs to, the Company, as stated in its Revised Corporate Governance Manual (the "Manual"), explicitly requires all members of the Board to have a practical understanding of the businesses of 2GO.

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

|                  | Executive   | Non-Executive   | Independent Director   |
|------------------|---|---|--|
| Role             | He maintains a primary identity as a Board member, while dealing with Board matters, at the same time brings to the Board the benefit of closer knowledge of operational considerations.  | He possesses qualifications and stature that would enable him to effectively participate in the deliberations of the Board while maintaining transparency, accountability, and fairness in the decision-making process.                   | He brings fully to the Board the benefit of the particular experience or expertise that encouraged the invitation to become a Board member, at the same time not feeling constrained to contribute on matters that may be outside personal experience and expertise.         |
| Accountabilities | He is accountable to the Chairman of the Board and reports to the board regularly (e.g., quarterly, semiannually, or annually). The board may suggest on how to improve the organization but the Executive Director decides its implementation. | He is a custodian of the governance process. Although not involved in the day-to-day management of the business, he monitors the executive activity and also contributes to the development of strategy.                                  | He is also a custodian of the governance process. Although not involved in the day-to-day management of the business, he monitors the executive activity and also contributes to the development of strategy. He should be independent in order to maintain his objectivity. |
| Deliverables     | He is responsible for the design, development and implementation of strategic plans for the organization in effective and efficient manner.   | He contributes to the development of strategy and monitors the performance of management in meeting the Company's objectives. He also monitors accuracy of financial reporting and appropriateness of controls implemented by management. | He contributes to the development of strategy and monitors the performance of management in meeting the Company's objectives. He also monitors accuracy of financial reporting and appropriateness of controls implemented by management.                                    |

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

"Independence" means independent from management or from substantial shareholders or has no relationship with Company.

The Company's independent directors are those who are independent of management and free from any business or other relationship that could, or could reasonably be perceived to; materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director.

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

The requirements of SEC Memorandum Circular No. 9-2011, tackling on the "Term Limits for Independent Directors", were not yet incorporated in the Company's Manual. Nonetheless, one of the responsibilities of the Nomination, Compensation and Remuneration Committee is to develop a suggested policy for the contracting and regular rotation of Board Independent Directors every two years, or at such other intervals as the Board may determine from time to time.

Further, the Manual expressly states the directors' responsibility to have a working knowledge of the statutory and regulatory requirements affecting the Company, including those of the SEC. Hence, directors are expected to comply with the requirements of the abovementioned Circular.

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

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

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

| Name     | Position | Date of Cessation | Reason |
|----------|----------|-------------------|--------|
| - NONE - |          |                   |        |

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

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

| Procedure                     | Process Adopted  | Criteria  |
|-------------------------------|--|---|
| a. Selection/Appointment      |  |   |
| (i) Executive Directors       | The Board of Directors and Officers are selected and elected to serve the organization according to the procedures set forth in the By-Laws, with particular care in regard to a director's and an officer's ability to perform duties and responsibilities as specified in its Revised Corporate Governance Manual (the "Manual").<br><br>The Board may select or appoint its own members recommended by the Nomination Committee. It may appoint members of senior management as a Director. The invitation to join the Board is extended by the Board itself. | The Board follows a screening process and evaluates its Directors and Officers based on:<br><br>a. Background<br>b. Skills and characteristics<br>c. Ability to act in good faith in the interest of 2GO and its stakeholders<br>d. Capacity to provide business continuity<br>e. Possession of a keen understanding of the business<br>f. Qualifications and standing as specified in its Manual |
| (ii) Non-Executive Directors  |  |   |
| (iii) Independent Directors   |  |   |
| b. Re-appointment             |  |   |
| (i) Executive Directors       | The Board does not believe it should establish term limits. Instead, a review of each Director's continuation on the Board is done annually.   | Same as criteria mentioned in item (a).   |
| (ii) Non-Executive Directors  |  |   |
| (iii) Independent Directors   |  |   |
| c. Permanent Disqualification |  |   |

|                              |  |   |
|------------------------------|--|---|
| (i) Executive Directors      |  | <p>a. Any person engaged in any business that competes with or is antagonistic to that of 2GO.</p> <p>b. Any person who has been finally convicted by a competent judicial or administrative body of the following: (i) any crime involving the purchase or sale of securities; (ii) any crime arising out of the person's conduct as an underwriter, broker, dealer, investment house or investment company employee, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, floor broker; and (iii) any crime arising out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house, investment company or as an affiliated person of any of them.</p> <p>c. Any person who, by reason of any misconduct, after hearing or trial, is permanently enjoined by order, judgment or decree of the SEC or any court or other administrative body of competent jurisdiction from: (i) acting as an underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or a floor broker; (ii) acting as a director or officer of a bank, quasibank, trust company, investment house, investment company or an affiliated person of any of them; (iii) engaging in or continuing any conduct or practice in connection with any such activity or willfully violating laws governing securities, and banking activities. Such disqualification shall also apply when such person is currently subject to an effective order of the SEC or any court or other administrative body refusing, revoking or suspending any registration, license or permit issued under the Corporation Code, Securities Regulation Code, or any other law administered by the SEC or Bangko Sentral ng Pilipinas (BSP), or under any rule or regulation promulgated by the SEC or BSP, or otherwise restrained to engage in any activity involving securities and banking. Such person is also disqualified when he/she is currently subject to an effective order of a self-regulatory organization suspending or expelling him from membership or participation or from associating with a member or participant of the organization.</p> |
| (ii) Non-Executive Directors |  | <p>d. Any person finally convicted judicially or administratively of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false oath, perjury or other fraudulent act or transgressions.</p> <p>e. Any person finally found by the SEC or a court or other administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of, any provision of the Securities Regulation Code, the Corporation Code, or any other law</p>   |

|                               |  |  |
|-------------------------------|--|--|
| (iii) Independent Directors   |  | <p>administered by the SEC or BSP, or any rule, regulation or order of the SEC or BSP, or who has filed a materially false or misleading application, report or registration statement required by the SEC, or any rule, regulation or order of the SEC.</p> <p>f. Any person judicially declared to be insolvent.</p> <p>g. Any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct listed in the foregoing paragraphs.</p> <p>h. Any person who has been convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code, committed within five (5) years prior to the date of his election or appointment.</p>   |
| d. Temporary Disqualification |  |  |
| (i) Executive Directors       |  | <p>a. Refusal to fully disclose the extent of his business interest as required under the Securities Regulation Code and its Implementing Rules and Regulations. This disqualification shall be in effect as long as his refusal persists.</p> <p>b. Absence or non-participation for whatever reason/s for more than fifty percent (50%) of all meetings, both regular and special, of the Board of directors during his incumbency, or any twelve (12) month period during said incumbency. This disqualification applies for purposes of the succeeding election.</p> <p>c. Dismissal/termination from directorship in another listed corporation for cause. This disqualification shall be in effect until he/she has cleared himself of any involvement in the alleged irregularity.</p> <p>d. Being under preventive suspension by the corporation.</p> <p>e. If the independent director becomes an officer or employee of the same corporation he/she shall be automatically disqualified from being an independent director.</p> <p>f. Conviction that has not yet become final referred to in the grounds for the disqualification of directors.</p> <p>g. If the beneficial equity ownership of an independent director in the corporation or its subsidiaries and affiliates exceeds two percent (2%) of its subscribed capital stock. The disqualification shall be lifted if the limit is later complied with.</p> |
| (ii) Non-Executive Directors  |  |  |
| (iii) Independent Directors   |  |  |
| e. Removal                    |  |  |
| (i) Executive Directors       | All of the directors are subject to re-election at least annually. Policies for the specific grounds for removal, re-instatement and suspension of any director are being developed. This process will be reviewed further to align with Company's business environment. |  |
| (ii) Non-Executive Directors  |  |  |
| (iii) Independent Directors   |  |  |
| f. Re-instatement             |  |  |
| (i) Executive Directors       | All of the directors are subject to re-election at least annually. Policies for the specific grounds for removal, re-instatement and suspension of any director are being developed. This process will be reviewed further to align with Company's business environment. |  |
| (ii) Non-Executive Directors  |  |  |
| (iii) Independent Directors   |  |  |
| g. Suspension                 |  |  |

|                              |  |
|------------------------------|--|
| (i) Executive Directors      | All of the directors are subject to re-election at least annually. Policies for the specific grounds for removal, re-instatement and suspension of any director are being developed. This process will be reviewed further to align with Company's business environment. |
| (ii) Non-Executive Directors |  |
| (iii) Independent Directors  |  |

#### Voting Result of the last Annual General Meeting

| Name of Director       | Votes Received |
|------------------------|----------------|
| Francis C. Chua        | Unanimous      |
| Sulficio O. Tagud, Jr. | Unanimous      |
| Jeremias E. Cruzabra   | Unanimous      |
| Raul Ch. Rabe          | Unanimous      |
| Monico V. Jacob        | Unanimous      |
| Mark E. Williams       | Unanimous      |
| Geoffrey M. Seeto      | Unanimous      |
| Patrick Ip             | Unanimous      |
| Nelson T. Yap          | Unanimous      |

#### 6) Orientation and Education Program

- Disclose details of the company's orientation program for new directors, if any.
- State any in-house training and external courses attended by Directors and Senior Management<sup>3</sup> for the past three (3) years:
- Continuing education programs for directors: programs and seminars and roundtables attended during the year.

The Company has engaged the services of SGV & Co. to conduct an orientation and education program for Directors and Senior Management. The date of the program is still to be set pending the availability of the Directors.

## B. CODE OF BUSINESS CONDUCT & ETHICS

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

| Business Conduct & Ethics                 | Directors   | Senior Management   | Employees |
|---|---|---|-----------|
| (a) Conflict of Interest                  | At all times directors have a duty to avoid conflicts of interest. Thus, a director must not do anything for and on behalf of 2GO where his motivation and loyalties would be divided in that his own self-interest or someone connected or related to him, may be given equal or higher stature to that of 2GO. Directors have a duty to account to 2GO any profits or gains he may have had as a result of such, and in consequence thereof, 2GO may exercise certain rights against the director for acting in circumstances such as conflict of interest. | Each employee must avoid any investment, interest, or association that interferes or might interfere with the independent exercise of his or her own individual best judgment, and with such employee's obligation to perform his or her responsibilities in the best interests of the Company. |           |
| (b) Conduct of Business and Fair Dealings | All employees shall deal with all suppliers, customers and all other persons doing business with the Company in a completely fair and objective manner without favor or preference based upon personal financial considerations.  |   |           |

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



|   |   |  |  |
|---|---|--|--|
| (c) Receipt of gifts from third parties                     | Employees shall not accept from or give to any supplier, customer or competitor any gift or entertainment reasonable value, normal business meals and entertainment, the exchange of customary reciprocal courtesies between employees of the Company and their business associates, and similar customary and reasonable expenditures to promote general business goodwill.  |  |  |
| (d) Compliance with Laws & Regulations                      | The employees of the Company and its Board of Directors shall comply with the laws and highest standards of business ethics and conduct in every area in which the Company does business.   |  |  |
| (e) Respect for Trade Secrets/Use of Non-public Information | <p>No employee shall, without the written consent of the Company, during the term of employment or thereafter, use, directly or indirectly, for the benefit of such employee or others, or disclose to others, any confidential information obtained during the course of employment.</p> <p>Each employee shall promptly report to the appropriate immediate supervisor any attempt by outsiders to obtain confidential information or any unauthorized use or disclosure of confidential information by other employees.</p>  |  |  |
| (f) Use of Company Funds, Assets and Information            | <p>Policy on Business Conduct or Ethics:</p> <p>The Company has a code of ethics, also called a code of conduct or ethical code, setting out the company's values, ethics, objective and responsibilities. This code also gives guidance to employees on how to deal with certain ethical situations. It reflects the company's ethos, values and business style.</p> <p>Our Policy on Business Conduct states that good values must guide everyone's actions in all cases. It touches on the core values of the Company and what it represents. The core values are corporate governance, integrity and transparency, teamwork, our people, innovation, and excellence. The specific guidelines cover areas of integrity and fairness, such as how to avoid conflicts of interest and how to safeguard company information. There is also a section on protecting the company assets, including what to do in cases of sabotage and how to ensure accurate records.</p> <p>This is applicable to everyone from rank &amp; file employees, to officers and senior management, up to the director level.</p> |  |  |
| (g) Employment & Labor Laws & Policies                      | <p>It is the policy of the Company to provide employment opportunities without regard to race, religion, color, national origin, sex, age, ancestry, citizenship, veteran status, marital status, sexual orientation or disability, or any other reason prohibited by law, and to maintain a work environment free from harassment. Decisions as to hiring, promotion and other aspects of the employment relationship must be based solely upon job-related qualifications.</p> <p>The Company is committed to providing its employees with a safe and healthy work environment. Employees shall comply with all applicable occupational health and safety laws and regulations.</p>   |  |  |
| (h) Disciplinary action                                     | <p>Disciplinary actions may be taken for:</p> <ul style="list-style-type: none"> <li>▪ Authorization or participation in actions that violate the Code.</li> <li>▪ Failure to report a violation of the Code.</li> <li>▪ Refusal to cooperate in the investigation of a violation of the Code.</li> <li>▪ Failure by a violator's supervisor(s) to detect and report a violation of the Code, if such failure reflects inadequate supervision or lack of oversight.</li> <li>▪ Retaliation against an individual for reporting a violation of the Code.</li> </ul> <p>Disciplinary action may, when appropriate, include dismissal. With respect to disciplinary action, principles of fairness will apply including, when appropriate, review of a disciplinary decision.</p>  |  |  |
| (i) Whistle Blower  | <p>If the disclosure is about a co-director the director should report his concerns directly to the Chair of the 2GO Group, Inc. Audit Committee who will decide how the investigation should proceed.</p> <p>If the director is unhappy with the response that he receives, he may report the matter to the Group Chairman.</p> <p>This option will not apply where an allegation has been dismissed following an investigation.</p>   | <p>Employees should first raise their concerns with their line manager or SBU Head. If for any reason the employee find this difficult, he should report the matter to the Chief Corporate Services Officer who is the nominated executive with responsibility for dealing with concerns raised under this policy and where appropriate ensuring that an investigation is conducted.</p> <p>If, exceptionally, the disclosure is about a director or senior executive the employee should report his concerns directly to the Chair of the 2GO</p> | <p>Employees should first raise their concerns with their line manager or SBU Head. If for any reason the employee find this difficult, he should report the matter to the Chief Corporate Services Officer who is the nominated executive with responsibility for dealing with concerns raised under this policy and where appropriate ensuring that an investigation is conducted.</p> <p>If, exceptionally, the disclosure is about a director or senior executive the employee should report his concerns directly to the Chair of the 2GO Group, Inc. Audit Committee</p> |

|                         |   |  |  |
|-------------------------|---|--|--|
|                         |   | <p>Group, Inc. Audit Committee who will decide how the investigation should proceed.</p> <p>If the employee is unhappy with the response that he receives, he may report the matter to the Group Chairman. This option will not apply where an allegation has been dismissed following an investigation.</p> | <p>who will decide how the investigation should proceed.</p> <p>If the employee is unhappy with the response that he receives, he may report the matter to the Group Chairman. This option will not apply where an allegation has been dismissed following an investigation.</p> |
| (j) Conflict Resolution | <p>The director should report the matter to the Chairman of the Board, who is the nominated executive with responsibility for dealing with concerns raised under this policy and where appropriate ensuring that an investigation is conducted.</p> | <p>The employee should report the matter to the Chief Corporate Services Officer who is the nominated executive with responsibility for dealing with concerns raised under this policy and where appropriate ensuring that an investigation is conducted.</p>  | <p>The employee should report the matter to the Chief Corporate Services Officer who is the nominated executive with responsibility for dealing with concerns raised under this policy and where appropriate ensuring that an investigation is conducted.</p>                    |

2) Has the code of ethics or conduct been disseminated to all directors, senior management and employees?

Yes. The Company requires that all employees and Board of Directors sign an acknowledgment confirming that they have received and read the Code and understand it.

3) Discuss how the company implements and monitors compliance with the code of ethics or conduct.

The Chief Finance Officer or any designated officer is the Corporate Compliance Officer responsible for implementation of the Company's compliance program, including the Code.

An employee who has a question regarding the applicability or interpretation of the Code should direct the question to: (a) His or her manager, or (b) Human Resource Manager. Questions may also be directed to the Corporate Compliance Officer. If an employee knows of a violation or possible violation of the Code, the employee should immediately report it to: (a) His or her manager, or (b) Human Resource Manager. An employee may also report a violation or possible violation of the Code directly to the Corporate Compliance Officer. Any manager, or Human Resource Manager receiving such a report must, when appropriate, immediately advise the Corporate Compliance Officer.

All reported violations of the Code will be promptly investigated by the Company and will be treated confidentially to the extent consistent with the Company's interests and its legal obligations. All investigations by the Company of wrongdoing will be directed by the Corporate Compliance Officer. Employees are expected to cooperate in the investigation of an alleged violation of the Code. If the result of the investigation indicates that corrective action is required, the Company will decide what steps it should take, including, when appropriate, legal proceedings, to rectify the problem and avoid the likelihood of its recurrence.

Disciplinary actions may be taken for: (a) Authorization or participation in actions that violate the Code; (b) Failure to report a violation of the Code; (c) Refusal to cooperate in the investigation of a violation of the Code; (d) Failure by a violator's supervisor(s) to detect and report a violation of the Code, if such failure reflects inadequate supervision or lack of oversight; (e) Retaliation against an individual for reporting a violation of the Code. Disciplinary action may, when appropriate, include dismissal. With respect to disciplinary action, principles of fairness will apply including, when appropriate, review of a disciplinary decision.

4) Related Party Transactions

(a) Policies and Procedures

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

Generally, the Company requires prior written consent of all major shareholders for any transaction between and among the Company and its parent, joint ventures, subsidiaries, associates, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents of interlocking director relationships of members of the Board.

Periodic review of all related party transactions are being made to ensure reconciliation of accounts among the Group. Respective finance leaders of the Company and its associates, affiliates and subsidiaries regularly meet every 4th Thursday of the month to discuss related issues (if there's any) and to monitor the related party accounts among the Group.

(b) Conflict of Interest

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

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

|                                  | Details of Conflict of Interest (Actual or Probable) |
|----------------------------------|--|
| Name of Director/s               | None   |
| Name of Officer/s                | None   |
| Name of Significant Shareholders | None   |

(ii) Mechanism

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

|         | Directors/Officers/Significant Shareholders  |
|---------|--|
| Company | Our Board has adopted a Code of Conduct, which provides guidelines for all directors, officers, and employees of the company in the conduct of corporate operations in all facets and at all levels.   |
| Group   | a) The Code of Conduct aims to promote and foster observance of principles founded on ethics, social responsibility, and good governance. We post our company's Code of Conduct on our company website.<br>b) Our Board has imposed a policy of full compliance with the company's Code of Conduct on the part of all directors, officers, and employees of our company. |

5) Family, Commercial and Contractual Relations

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

| Names of Related Significant Shareholders | Type of Relationship | Brief Description of the Relationship |
|---|----------------------|---------------------------------------|
| - NONE -                                  |                      |                                       |

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

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

| Names of Related Significant Shareholders | Type of Relationship | Brief Description |
|---|----------------------|-------------------|
| - NONE -                                  |                      |                   |

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

| Name of Shareholders | % of Capital Stock affected (Parties) | Brief Description of the Transaction |
|----------------------|---------------------------------------|--------------------------------------|
| - NONE -             |                                       |                                      |

6) Alternative Dispute Resolution

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

|                                      | Alternative Dispute Resolution System |
|--------------------------------------|---------------------------------------|
| Corporation & Stockholders           | None                                  |
| Corporation & Third Parties          | None                                  |
| Corporation & Regulatory Authorities | None                                  |

## C. BOARD MEETINGS & ATTENDANCE

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

No. Meetings are held quarterly. Special meetings are held on an "as needed" basis.

- 2) Attendance of Directors

| Board       | Name                   | Date of Election | No. of Meetings Held during the year | No. of Meetings Attended | %    |
|-------------|------------------------|------------------|--------------------------------------|--------------------------|------|
| Chairman    | Francis C. Chua        | May 31, 2012     | 8                                    | 8                        | 100% |
| Member      | Sulficio O. Tagud, Jr. | May 31, 2012     | 8                                    | 8                        | 100% |
| Member      | Jeremias E. Cruzabra   | May 31, 2012     | 8                                    | 8                        | 100% |
| Member      | Nelson T. Yap          | May 31, 2012     | 8                                    | 8                        | 100% |
| Member      | Mark E. Williams       | May 31, 2012     | 8                                    | 8                        | 100% |
| Member      | Geoffrey M. Seeto      | May 31, 2012     | 8                                    | 8                        | 100% |
| Member      | Patrick Ip             | May 31, 2012     | 8                                    | 8                        | 100% |
| Independent | Raul Ch. Rabe          | May 31, 2012     | 8                                    | 8                        | 100% |
| Independent | Monico V. Jacob        | May 31, 2012     | 8                                    | 6                        | 75%  |

- 3) Do non-executive directors have a separate meeting during the year without the presence of any executive? If yes, how many times?

None.

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

As stated in the Company's By-Laws, a quorum at any meeting of the directors shall consist of a majority of the number of directors fixed in the Articles of Incorporation. A majority of such quorum shall decide any question that may come before the meeting and shall be considered a valid corporate act except for the election of officers which shall require the vote of a majority of all the members of the Board. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.

- 5) Access to Information

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

Board papers are provided to the Board at least five (5) working days before the meeting.

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

Yes, board members have independent access to Management and the Corporate Secretary.

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

The following are the major duties and responsibilities of the Company's corporate secretary: (1) Gathers and analyzes all documents, records and other information essential to the conduct of his duties and responsibilities to the Company; (2) As to Board meetings, gets a complete schedule thereof at least for the current year and puts the Board on notice, a reasonable period before every meeting. He also prepares and issues the agenda in consultation with senior management and ensure that the directors have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval; (3) Assists the Board in making business judgments in good faith and in the performance of their responsibilities and obligations; (4) Attends all Board meetings and personally prepares the minutes of such meetings; (5) Responsible for the safekeeping and preservation of the integrity of the minutes of the meetings of the Board and its committees, as well as the other official records of the corporation; and (6) Ensures that all Board procedures, rules and regulations are strictly followed by the members.

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

Yes. Legal, financial and accounting skills are among the qualifications of the Company's corporate secretary.

- (e) Committee Procedures

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

Yes ☒

No ☐

| Committee    | Details of the procedures  |
|--------------|--|
| Executive    | Notices are given at least 7 days in advance. Materials are given at least 5 business days in advance. |
| Audit        | Notices are given at least 7 days in advance. Materials are given at least 5 business days in advance. |
| Nomination   | Notices are given at least 7 days in advance. Materials are given at least 5 business days in advance. |
| Remuneration | Notices are given at least 7 days in advance. Materials are given                                      |

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

|                  |                                      |
|------------------|--------------------------------------|
|                  | at least 5 business days in advance. |
| Others (specify) | Not applicable                       |

6) External Advice

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

The directors may, as and when appropriate, seek advice from external providers for specific needs for which internal expertise is unavailable, or for which an independent perspective is considered valuable.

7) Change/s in existing policies

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

No Changes have been made during the last term.

## D. REMUNERATION MATTERS

1) Remuneration Process

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

| Process   | CEO  | Top 4 Highest Paid Management Officers   |
|---|--|--|
| (1) Fixed remuneration                            | The Board of Directors shall fix the salaries and bonuses of all officers. The fact that any officer is a director shall not preclude him from voting upon the resolution fixing the same. | The Company has no significant or special arrangements of any kind as regard to the compensation of all officers other than the funded, noncontributory tax-qualified retirement plans covering all regular employees.<br><br>Starting 2012, the compensation of the company's officers is shared proportionately with Negros Navigation Co., Inc. (NENACO), its parent company. The above share of 2GO is equivalent to the 80% compensation of the officers.<br><br>Except for the regular company retirement plan, which by its very nature will be received by the officers concerned only upon retirement from the Company, the officers do not receive any profit sharing nor any other compensation in the form of warrants, options, bonuses, etc. |
| (2) Variable remuneration                         |  |  |
| (3) Per diem allowance                            |  |  |
| (4) Bonus   |  |  |
| (5) Stock Options and other financial instruments |  |  |
| (6) Others (specify)                              |  |  |

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

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

| Remuneration Policy | Structure of Compensation Packages | How Compensation is Calculated |
|---------------------|------------------------------------|--------------------------------|
|---------------------|------------------------------------|--------------------------------|

|                         |  |   |  |
|-------------------------|--|---|--|
| Executive Directors     | Each director shall receive a reasonable per diem for his attendance at every meeting of the Board. Furthermore, every member of the Board shall receive such amount, not to exceed ten percent (10%), of the net income before income tax of the corporation during the preceding year, as may be determined by the Board of Directors, as compensation, subject to the approval by the stockholders. | <p>The Company has no significant or special arrangements of any kind as regard to the compensation of directors other than the funded, noncontributory tax-qualified retirement plans covering all regular employees.</p> <p>Each director receives a monthly allowance and a per diem for every Board meeting attended. Such allowances and per diems are shared equally with NENACO whenever board meetings of NENACO and the Company are held on the same day.</p> <p>The directors do not receive any profit sharing nor any other compensation in the form of warrants, options, bonuses, etc.</p> <p>Likewise, there are no standard arrangements that compensate directors directly or indirectly, for any services provided to the Company either as director or as committee member or both or for any other special assignments.</p> | Each director receives a monthly allowance of P80,000 except for the Chairman of the Board who receives P120,000 a month. Further, a per diem of P30,000 is given to each Director and P45,000 for the Chairman for every Board meeting attended. Such allowances and per diems are shared equally with NENACO whenever board meetings of NENACO and the Company are held on the same day. |
| Non-Executive Directors |  |   |  |

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

| Remuneration Scheme  | Date of Stockholders' Approval |
|--|--------------------------------|
| - No changes in total remuneration of the directors for the past three (3) years - |                                |

### 3) Aggregate Remuneration

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

| Remuneration Item                                    | Executive Directors | Non-Executive Directors (other than independent directors) | Independent Directors |
|--|---------------------|--|-----------------------|
| (a) Fixed Remuneration                               | 920,000             | 1,760,000  | 1,540,000             |
| (b) Variable Remuneration                            | -                   | -  | -                     |
| (c) Per diem Allowance                               | 180,000             | 480,000  | 292,500               |
| (d) Bonuses  | -                   | -  | -                     |
| (e) Stock Options and/or other financial instruments | -                   | -  | -                     |
| (f) Others (Specify)                                 | -                   | -  | -                     |
| <b>Total</b>   | <b>1,100,000</b>    | <b>2,240,000</b>   | <b>1,832,500</b>      |

| Other Benefits    | Executive Directors | Non-Executive Director (other than independent directors) | Independent Directors |
|-------------------|---------------------|---|-----------------------|
| 1) Advances       | - None -            |   |                       |
| 2) Credit granted |                     |   |                       |

|   |  |
|---|--|
| 3) Pension Plan/s Contributions         |  |
| (d) Pension Plans, Obligations incurred |  |
| (e) Life Insurance Premium              |  |
| (f) Hospitalization Plan                |  |
| (g) Car Plan                            |  |
| (h) Others (Specify)                    |  |
| <b>Total</b>                            |  |

4) Stock Rights, Options and Warrants

(a) Board of Directors

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

Except for the regular company retirement plan, which by its very nature will be received by the officers concerned only upon retirement from the Company, the above-mentioned directors and officers do not receive any profit sharing nor any other compensation in the form of warrants, options, bonuses, etc.

| Director's Name | Number of Direct Option/Rights/Warrants | Number of Indirect Option/Rights/Warrants | Number of Equivalent Shares | Total % from Capital Stock |
|-----------------|---|---|-----------------------------|----------------------------|
| - NONE -        |   |   |                             |                            |

(b) Amendments of Incentive Programs

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

| Incentive Program | Amendments | Date of Stockholders' Approval |
|-------------------|------------|--------------------------------|
| - NONE -          |            |                                |

5) Remuneration of Management

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

| Name of Officer/Position | Total Remuneration |
|--------------------------|--------------------|
| Fred S. Pajo             | Php 14,431,580.80  |
| Jose Manuel L. Mapa      |                    |
| Wilmer A. Alfonso        |                    |
| Stephen Rey R. Tagud     |                    |
| Zenaida R. Cabral        |                    |



## E. BOARD COMMITTEES

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

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

| Committee   | No. of Members          |                              |                           | Committee Charter  | Functions | Key Responsibilities | Power |
|-------------|-------------------------|------------------------------|---------------------------|--|-----------|----------------------|-------|
|             | Executive Director (ED) | Non-executive Director (NED) | Independent Director (ID) |  |           |                      |       |
| Executive   | - NOT APPLICABLE -      |                              |                           |  |           |                      |       |
| Audit       | - NONE -                | 3                            | 1                         | <p>The Board believes that it can usefully supplement its ability to make audit decisions effectively and in a timely manner if it can delegate the task of preparing a strategic agenda for the Board and ensuring that the Board is given the information necessary for making good governance and audit-related decisions. The Committee is intended to assist the Board and not to pre-empt any Board responsibilities in making any final audit related decisions.</p> <p>In performing its duties, the Committee will maintain effective working relationships with the Board and the Company's senior leaders. To perform his or her role effectively, each Committee member will obtain an understanding of the detailed responsibilities of Committee membership as well as the Company's business and operating environment.</p> <p>a. Audit Function</p> <p>The Committee is intended to provide assistance to the Board in fulfilling their responsibility to the shareholders, potential shareholders and investment community relating to the:</p> <ul style="list-style-type: none"><li>• Integrity of the listed company's financial statements</li><li>• The listed company's compliance with legal/regulatory requirements</li><li>• The independent auditor's qualifications and independence</li><li>• The performance of the listed company's internal audit function and independent auditors</li></ul> <p>As part of this process, the external auditors will report to the Committee, and the Company's Internal Auditor will report to the Committee also from a functional perspective. In performing its duties, the Committee has the authority to engage and compensate independent counsels and other advisors, which the Committee determines are necessary to carry out its duties, subject to Board approval.</p> <p>The Committee is required to ensure that corporate accounting and reporting practices of the Company are in accordance with all legal requirements and are of highest quality. Each committee member must exercise the care, diligence and skills that a reasonably prudent person would exercise in comparable situations.</p> <p>b. Corporate Governance Function</p> <p>The Committee is responsible in developing and recommending to the Board a set of corporate governance principles, including independence standards and otherwise taking a leadership role in shaping the corporate governance of the Company.</p> <p>The Committee is required to contribute to the management of the Company's affairs to ensure good governance, and in doing so to act honestly and in good faith with a view to the best interest of the stakeholders.</p> |           |                      |       |
| Nomination* | 1                       | 2                            | - NONE -                  | The Board believes that it can usefully supplement its ability to make   |           |                      |       |

|               |  |  |  |  |
|---------------|--|--|--|--|
| Remuneration* |  |  |  | <p>strategic decisions effectively and in a timely manner if it can delegate the task of reviewing the Company's nomination and compensation matters. The Nomination, Compensation and Remuneration Committee is intended to assist the Board and not to pre-empt any board responsibilities in making the final decisions on nomination and compensation matters.</p> <p>In performing its duties, the Committee will maintain effective working relationships with the Board and the Company's senior leadership. To perform his or her role effectively, each Committee member will obtain an understanding of the detailed responsibilities of Committee membership as well as the Company's business and operating environment.</p> <p>The Committee has four main broad responsibilities:</p> <ul style="list-style-type: none"> <li>a. Assisting the Board through developing and recommending for approval a set of governance guidelines applicable to the selection, contribution and conduct of Board members; and based on the approved guidelines to conduct periodic evaluations of the performance of Board members against the approved criteria.</li> <li>b. Assisting the Board through developing for approval criteria for the identification and selection of independent non-executive directors and executive senior management directors; and making a specific recommendation to the Board, related to the director or directors to be put forward for approval at the next annual meeting of shareholders.</li> <li>c. Assisting the Board through ensuring that appropriate senior leadership succession planning is in place throughout the Company and recommending the Board appropriate potential and actual successors to the CEO and other key senior leadership roles.</li> <li>d. Assisting the Board through considering and recommending goals and objectives relevant to Board Director and senior leadership compensation, and making recommendations for compensation structures and levels for Board Directors, the CEO's and other senior leaders.</li> </ul> <p>In performing its duties, the Committee shall have the authority to retain at the expense of the Company such outside counsel, experts and other advisors as it determines appropriate to assist it in the full performance of its functions, subject to Board approval of such appointment.</p> <p>The Committee is required to manage the Company's nominations and compensation affairs, as outlined here, and in doing so to act honestly and in good faith with a view to the best interest of the stakeholders.</p> |
|---------------|--|--|--|--|

|                 |          |   |   |  |
|-----------------|----------|---|---|--|
| Risk Management | - NONE - | 3 | 1 | <p>The Board believes that it can usefully supplement its ability to make decisions related to risk management effectively and in a timely manner if it can delegate to a Risk Management Committee the task of preparing an appropriate strategic agenda for the Board and ensuring that the Board is given the information necessary for making good risk management decisions. The Committee is intended to assist the Board and not to pre-empt any board responsibilities in making any decisions related to risk management.</p> <p>In performing its duties, the Committee will maintain effective working relationships with the Board and the Company's senior leaders. To perform his or her role effectively, each Committee member will obtain an understanding of the detailed responsibilities of Committee membership as well as the Company's business and operating environment.</p> <p>The primary purpose of the Risk Management Committee is to assist the Board, and to some extent the Audit and Corporate Governance Committee of the Board, in fulfilling its corporate governance responsibilities relating to risk management. The Risk Management Committee also assists in defining the Company's risk appetite and oversees the Company's risk profile and performance against the defined risk appetite.</p> <p>The Committee is responsible for overseeing the identification, measurement, monitoring and controlling of the Company's principal business risks. Each committee member must exercise the care, diligence and skills that a reasonably prudent person would exercise in comparable circumstances.</p> <p>The Committee in fulfilling its role is to establish a constructive, collaborative relationship, with the Company's senior leaders, especially, the CEO, the Chief Risk Officer and the heads of each of the businesses within the Company.</p> <p>The Committee is required to contribute to the management of the Company's risk management, and in doing so to act honestly and in good faith with a view to the best interest of all stakeholders.</p> |
|-----------------|----------|---|---|--|

\* consolidated as Nomination, Compensation and Remuneration Committee.

## 2) Committee Members

### (a) Executive Committee

| Office       | Name                      | Date of Appointment | No. of Meetings Held | No. of Meetings Attended | % | Length of Service in the Committee |
|--------------|---------------------------|---------------------|----------------------|--------------------------|---|------------------------------------|
| Chairman     | <b>- NOT APPLICABLE -</b> |                     |                      |                          |   |                                    |
| Member (ED)  |                           |                     |                      |                          |   |                                    |
| Member (NED) |                           |                     |                      |                          |   |                                    |
| Member (ID)  |                           |                     |                      |                          |   |                                    |
| Member       |                           |                     |                      |                          |   |                                    |

### (b) Audit Committee

| Office       | Name                 | Date of Appointment | No. of Meetings Held | No. of Meetings Attended | %    | Length of Service in the Committee    |
|--------------|----------------------|---------------------|----------------------|--------------------------|------|---------------------------------------|
| Chairman     | Francis C. Chua (ID) | March 2, 2011       | 4                    | 4                        | 100% | 2 years                               |
| Member (ED)  | - NONE -             | N/A                 | N/A                  | N/A                      | N/A  | N/A                                   |
| Member (NED) | Patrick Ip           | Oct. 13, 2011       | 4                    | 4                        | 100% | 1 year                                |
|              | Mark E. Williams     | March 2, 2011       | 4                    | 4                        | 100% | 2 years                               |
|              | Geoffrey M. Seeto    | March 2, 2011       | 4                    | 4                        | 100% | 2 years (1 year as ex-officio member) |

|                     |                 |               |     |     |      |         |
|---------------------|-----------------|---------------|-----|-----|------|---------|
| Member (ID)         | - NONE -        | N/A           | N/A | N/A | N/A  | N/A     |
| Member (Ex-Officio) | Evan C. McBride | March 2, 2011 | 4   | 4   | 100% | 2 years |

Disclose the profile or qualifications of the Audit Committee members.

**Mr. Francis C. Chua, 62 years old, Filipino**, has served as Chairman of the Board since July 2011 and as an Independent Director of 2GO since January 2011. He is also the Chairman of the Board Audit and Corporate Governance Committees. Mr. Chua also sits as the Chairman of the Board of NENACO since July 2011. His other current positions include Honorary Consulate General of the Republic of Peru in Manila; President and Eminent Adviser of the Philippine Chamber of Commerce and Industry; Chairman of the Philippine Chamber of Commerce and Industry Foundation, CLMC Group of Companies, and Green Army Philippines Network Foundation; President of DongFeng Automotive, Inc. and Philippine Satellite Corporation; Director of Philippine Stock Exchange, National Grid Corporation of the Philippines, Bank of Commerce, Basic Energy, and Overseas Chinese University; and Trustee of Xavier School Educational Trust Fund, and Adamson University. He graduated with a Bachelor of Science degree in Industrial Engineering from the University of the Philippines.

**Mr. Patrick Ip, 43 years old, Chinese**, was appointed as Director of 2GO since October 2011. He currently sits as a Member of the Board Risk Management and Board Audit and Corporate Governance Committees of 2GO. Mr. Ip is also a Director of NENACO; Member of the Hong Kong Institute of Directors; and Head of Portfolio Supervision Management for China-ASEAN Capital Advisory Company, the advisor to the China-ASEAN Investment Cooperation Fund. Prior to this he was the Chief Financial Officer of the private equity arm of the French bank, Natixis. There he was responsible for all private equity activities in Asia (ex India). Throughout his career he gained substantial experience in auditing and financial transaction advisory, legal and compliance, litigation and arbitration as well as hedge fund and alternative investment. Mr. Ip is a Chartered Financial Analyst, a Certified Public Accountant (Hong Kong) and a Chartered Certified Accountant with PwC in London. He took his Bachelor of Laws degree from the London University Law Schools and his Bachelor of Arts degree major in Accounting and Finance from the Leeds University, UK.

**Mr. Mark E. Williams, 39 years old, American**, has served as Director of 2GO since December 2010. He is also a member of the Board Compensation, Remuneration and Nomination, and Board Audit and Corporate Governance Committees. He currently sits as a Director of NENACO since December 2010; Investment Director of KGL Investment Company, Damietta International Port Company, KGLI-NM Holdings, Inc. and Global Gateway Development Corporation. Mr. Williams has extensive experience in the energy and logistics industries and worked with Horizon Propane LLC in the capacity of Director of Financial Planning and Analysis and later as Vice President of Finance and Assistant Treasurer. In 2004, Mr. Williams accepted a position as a Director at Cross Holdings LLC, a privately held investment firm, where he led teams in all aspects of the deal process, from sourcing, to due diligence and post acquisition management and operational restructuring of portfolio companies along with assessing various real estate investment opportunities. Mr. Williams also lead a team charged with the outsourcing of manufacturing of outdoor related products to manufacturers in China and advised a US based materials handling company owned by the principals of Cross Holdings. He is a Certified Public Accountant and obtained his Bachelor of Science degrees in Accounting, Business Administration, and Finance at the University of Akron in Akron, Ohio, U.S.A. He completed his Juris Doctorate degree at Case Western Reserve University, Cleveland, Ohio, U.S.A., and also obtained a Masters degree in Business Administration, concentration in Finance, from Weatherhead School of Management of the same university.

**Mr. Geoffrey M. Seeto, 43 years old, Australian**, has been appointed as a Director of 2GO since October 2011. Mr. Seeto is also a Member of the following Company Board Committees: (i) Compensation, Remuneration and Nomination; (ii) Audit and Corporate Governance; and (iii) Risk Management. He is also a member of the Board of NENACO since December 2010. He is the Head of Asia Infrastructure, Singapore with Babcock and Brown. He led infrastructure investments including PPP transactions throughout Singapore, Thailand and other ASEAN countries. Prior to Babcock and Brown, he spent 10 years with ABN Amro Bank in Singapore, the Netherlands and Canada, also specializing in infrastructure investments, mergers and acquisitions. He received his Bachelor of Economics Degree and Masters of Law from the University of Sydney, Australia.

**Mr. Evan C. McBride, 33 years old, American**, had served as an ex-officio member of the Audit and Corporate Governance Committee of 2GO since March 2011. He had also served as a director of NENACO from December 2010 to February 2012. He has extensive experience in a diverse range of transactions, including merger and acquisition advisory, private and public company debt and equity capital raising, direct equity investing, troubled company restructuring and recapitalizations, and bankruptcy auctions and proceedings. In the last 11 years, Mr. McBride has been directly involved in more than four dozen transactions throughout a wide variety of industries. He currently sits as a Director of KGLI-NM Holdings, Inc.; Director and Chief Finance Officer of Global Gateway Development Corporation. Mr. McBride also co-founded the Asian Office of The Port Fund. He is also a member of the Financial Executives Institute of the Philippines and has guest lectured on the topics of Corporate Finance and Mergers and Acquisitions at Weatherhead School of Management. He graduated Summa Cum Laude from Case Western Reserve University with a B.S. in Management, a concentration in Finance and a minor in Entrepreneurship.

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

The following are the Audit and Corporate Governance Committee's responsibilities relative to the external auditor: (1) Select, monitor and review the independence, performance and effectiveness, and remuneration of external auditors, in consultation with the CEO, the CFO and the Internal Auditor, and where appropriate recommend to the Board replacing the current external auditor with another, having conducted a rigorous search; (2) Ensure that external auditors are ultimately accountable to the Board and to the shareholders of the Company; (3) Meet with external auditors and the CFO to review the scope of the proposed audit for the current year and the audit procedures to be utilized. At the conclusion of the audit, receive the external auditor's report, reviewing and discussing their comments and recommendations, in consultation with the CEO and the CFO, and make specific recommendations to the Board for adoption; (4) Consider whether the external auditor's performance of specific non-audit services is compatible with the auditor's independence, and if so determine the specific policies and processes to be adopted as part of the firm's appointment, to ensure that independence is maintained; and, (5) Provide an open avenue of communication where necessary between senior leaders, the Internal Auditor, the Board and the external auditors.

(c) Nomination Committee \*

| Office       | Name                        | Date of Appointment | No. of Meetings Held | No. of Meetings Attended | %     | Length of Service in the Committee |
|--------------|-----------------------------|---------------------|----------------------|--------------------------|-------|------------------------------------|
| Chairman     | Sulficio O. Tagud, Jr. (ED) | Jan. 21, 2011       | 1                    | 1                        | 100 % | 2 years                            |
| Member (ED)  | - NONE -                    | N/A                 | N/A                  | N/A                      | N/A   | N/A                                |
| Member (NED) | Mark E. Williams            | Jan. 21, 2011       | 1                    | 1                        | 100 % | 2 years                            |
|              | Patrick Ip                  | June 1, 2012        | 1                    | 1                        | 100 % | 1 year                             |
| Member (ID)  | - NONE -                    | N/A                 | N/A                  | N/A                      | N/A   | N/A                                |
| Member       | - NONE -                    | N/A                 | N/A                  | N/A                      | N/A   | N/A                                |

\* Consolidated as Nomination, Compensation and Remuneration Committee.

(d) Remuneration Committee

| Office       | Name  | Date of Appointment | No. of Meetings Held | No. of Meetings Attended | % | Length of Service in the Committee |
|--------------|---|---------------------|----------------------|--------------------------|---|------------------------------------|
| Chairman     | - Please see details under Nomination Committee - |                     |                      |                          |   |                                    |
| Member (ED)  |   |                     |                      |                          |   |                                    |
| Member (NED) |   |                     |                      |                          |   |                                    |
| Member (ID)  |   |                     |                      |                          |   |                                    |
| Member       |   |                     |                      |                          |   |                                    |

(e) Risk Management

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

| Office       | Name               | Date of Appointment | No. of Meetings Held | No. of Meetings Attended | %   | Length of Service in the Committee      |
|--------------|--------------------|---------------------|----------------------|--------------------------|-----|---|
| Chairman     | Raul Ch. Rabe (ID) | Jan. 21, 2011       | 1                    | 1                        |     | 2 years                                 |
| Member (ED)  | - NONE -           | N/A                 | N/A                  | N/A                      | N/A | N/A                                     |
| Member (NED) | Patrick Ip         | Oct. 13, 2011       | 1                    | 1                        |     | 1 year                                  |
|              | Mark E. Williams   | June 1, 2012        | 1                    | 1                        |     | 1 year                                  |
|              | Geoffrey M. Seeto  | April 28, 2011      | 1                    | 1                        |     | 2 years (5 months as ex-officio member) |

|                     |                 |                |     |     |     |         |
|---------------------|-----------------|----------------|-----|-----|-----|---------|
| Member (ID)         | - NONE -        | N/A            | N/A | N/A | N/A | N/A     |
| Member (Ex-Officio) | Evan C. McBride | April 28, 2011 | 1   | 1   |     | 2 years |

### 3) Changes in Committee Members

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

| Name of Committee | Name     | Reason |
|-------------------|----------|--------|
| Executive         | - NONE - |        |
| Audit             |          |        |
| Nomination        |          |        |
| Remuneration      |          |        |
| Others (specify)  |          |        |

### 4) Work Done and Issues Addressed

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

| Name of Committee | Work Done  | Issues Addressed   |
|-------------------|--|--|
| Executive         | Executive compensation policy  | None   |
| Audit             | During the year, the Audit Committee guided the Internal Audit Department in completing 21 audit projects which include operations, financial and applications/IT review. These projects were selected through risk-based audit planning performed in 2012 and were also approved by the Audit Committee.  | Several issues in Fuel and Lubes Management, IT Project Management, Financial Reporting, Drydocking, Inventory and Warehouse Management Processes were raised to Management for resolution. Recommendations were communicated to Management to improve the efficiency and effectiveness of these processes. Status of Management action plans are regularly monitored for resolution and is also communicated to the Audit Committee and Management. |
| Nomination        | Established overall compensation philosophy of the Company and management development and succession policies  | None   |
| Remuneration      |  |  |
| Risk Management   | During the first quarter of 2012, the Risk Management Department (RMD) conducted ERM activities to determine which SBU is now ready to take the plunge for the re-launch of the ERM program. After various meetings and discussions the best candidates for the said re-launch were deemed to be 2GO Logistics and Kerry ATS. As early as the second quarter of 2012, discussions were then conducted with Internal Audit in order to determine how best to tackle the new ERM program.<br><br>Being still in the first phase of the process, it was also deemed that defining the major risk categories should also be foremost. Again, with the help of Internal Audit, standard definitions to be used group-wide were established dividing the major categories into - Financial, Operational, Information Technology, Strategic, Public Reporting, Reputation and Environment Risk Categories. Risk Sub Categories were also already defined and standardized.<br><br>During the second to fourth quarter of 2012, 2GO Logistics and Kerry ATS have already adopted the standard risk categories. Further, during various meetings, RMD and Internal Audit have also determined those major risk categories that are foremost to their operations which should be looked upon during the next phase to determine the risks on a department level. |  |

### 5) Committee Program

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

| Name of Committee | Planned Programs                                      | Issues to be Addressed |
|-------------------|---|------------------------|
| Executive         | Still in a process of formulating plans and programs. |                        |

|                  |   |  |
|------------------|---|--|
| Audit            | Audit Projects were planned by the Internal Audit Department for the coming year to ensure that role of the group is maintained. These projects were also based on a risk-based audit planning that is approved by the Audit Committee.   | Audit Projects planned for the coming year are designed to address issues relating to process risks such as efficiency, liquidity and credit risks. All significant observations will be adequately communicated to the Audit Committee and Management for effective governance. |
| Nomination       | Still in a process of formulating plans and programs.   |  |
| Remuneration     |   |  |
| Others (specify) | <p>For 2013, the goal should now be to re-launch the process group-wide particularly with the shipping division which comprises a majority of the Group's business. Based on the original road map, the following should already be re-established by the end of 2013:</p> <p>I. Policy Creation</p> <ol style="list-style-type: none"> <li>Revisit current ERM philosophy and framework</li> <li>Validate if philosophy and frame will still be applicable</li> <li>Establish Risk Management Council who will drive ERM initiatives</li> </ol> <p>II. Concept Loading</p> <ol style="list-style-type: none"> <li>Re-launch ERM philosophy and framework to all business units</li> <li>Cascade ERM concepts to all team members</li> </ol> <p>With these two major goals, slowly but surely the ERM will rise again to be a major program in helping the group to achieve its goals, and in the future should be the backbone in the thrust for corporate resiliency.</p> |  |

## F. RISK MANAGEMENT SYSTEM

### 1) Disclose the following:

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

Based on the objectives of the Enterprise Wide Risk Management Program (ERM) of 2GO, the overall risk management philosophy of the Company are stated as follows:

- To implement a dynamic risk management approach to assess, evaluate and treat existing and potential business risks cohesively, positively and decisively thereby ensuring continuity of our operations to delight customers, preserve employment, maximize stakeholders' value and sustain corporate social responsibility.
- For all our team members/risk owners to embrace risk management as a shared responsibility.

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

#### (c) Period covered by the review;

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

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

Risk management has been an ingrained concept and way-of-life in the organization. However, as a result of the integration and buy-out, the ERM was temporarily discontinued for further evaluation and enhancement to align with the new structure of the organization.

With the continuous evolution and changes in the direction of 2GO and its subsidiaries, it has been deemed that a total revision/review of the ERM program was in order in 2012. During the first quarter of 2012, the Risk Management Department (RMD) conducted ERM activities to determine which SBU is now ready to take the plunge for the re-launch of the ERM program. After various meetings and discussions the best candidates for the said re-launch were deemed to be 2GO Logistics and Kerry ATS. As early as the second quarter of 2012, discussions were then conducted with Internal Audit in order to determine how best to tackle the new ERM program. With the ideal ERM being laid from top to bottom, the first action taken for both SBUs was to determine the Risk Management Committee and Chairman with the following responsibilities:

Responsibilities of Risk Management Committee Chairman shall include:

- Communicates the importance of an effective risk management process (setting a strong "tone at the top")
- Sets the risk philosophy and strategy for risk management in collaboration with the Board of Directors
- Ensures that appropriate processes are in place for risk management, e.g. identification, assessment, response and monitoring

Responsibilities of Risk Management Committee Members shall include:

- Keep the Board apprised of key risk issues and confirm that appropriate systems for control are in place
- Define the organization's risk management strategies / policies / treatment for value creation and value promotion, subject always to the approval of the Board.
- Approve requests for initial risk limits and subsequent changes
- Facilitate business unit-led risk assessment, to be done at least once a year
- Advise the Board on the coordination and prioritization of risk issues throughout the organization
- Ensure practical implementation of the risk management processes and identify development and support requirements
- Monitor risk management reporting and remediation of risk issues
- Encourage and foster an awareness of risk management at all levels of the organization

Being still in the first phase of the process, it was also deemed that defining the major risk categories should also be foremost. Again, with the help of Internal Audit, standard definitions to be used group-wide were established dividing the major categories into - Financial, Operational, Information Technology, Strategic, Public Reporting, Reputation and Environment Risk Categories. Risk Sub Categories were also already defined and standardized.

During the second to fourth quarter of 2012, 2GO Logistics and Kerry ATS have already adopted the standard risk categories. Further, during various meetings, RMD and Internal Audit have also determined those major risk categories that are foremost to their operations which should be looked upon during the next phase to determine the risks on a department level.

For 2013, the goal should now be to re-launch the process group-wide particularly with the shipping division which comprises a majority of the Group's business. Based on the original road map, the following should already be re-established by the end of 2013:

- I. Policy Creation
  - a. Revisit current ERM philosophy and framework
  - b. Validate if philosophy and frame will still be applicable
  - c. Establish Risk Management Council who will drive ERM initiatives
- II. Concept Loading
  - a. Re-launch ERM philosophy and framework to all business units
  - b. Cascade ERM concepts to all team members

With these two major goals, slowly but surely the ERM will rise again to be a major program in helping the group to achieve its goals, and in the future should be the backbone in the thrust for corporate resiliency.

## 2) Risk Policy

### (a) Company

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

| Risk Exposure   | Risk Management Policy | Objective |
|---|------------------------|-----------|
| - please refer to remarks under item 1) (e) of the Risk Management System portion of the report - |                        |           |

### (b) Group

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

| Risk Exposure   | Risk Management Policy | Objective |
|---|------------------------|-----------|
| - please refer to remarks under item 1) (e) of the Risk Management System portion of the report - |                        |           |

### (c) Minority Shareholders

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

| Risk to Minority Shareholders   |
|---|
| - please refer to remarks under item 1) (e) of the Risk Management System portion of the report - |



### 3) Control System Set Up

#### (a) Company

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

| Risk Exposure   | Risk Assessment<br>(Monitoring and Measurement Process) | Risk Management and Control<br>(Structures, Procedures, Actions Taken) |
|---|---|--|
| - please refer to remarks under item 1) (e) of the Risk Management System portion of the report - |   |  |

#### (b) Group

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

| Risk Exposure   | Risk Assessment<br>(Monitoring and Measurement Process) | Risk Management and Control<br>(Structures, Procedures, Actions Taken) |
|---|---|--|
| - please refer to remarks under item 1) (e) of the Risk Management System portion of the report - |   |  |

#### (c) Committee

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

| Committee/Unit  | Control Mechanism | Details of its Functions |
|---|-------------------|--------------------------|
| - please refer to remarks under item 1) (e) of the Risk Management System portion of the report - |                   |                          |

## G. INTERNAL AUDIT AND CONTROL

### 1) Internal Control System

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

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

The framework of control, risk management and governance processes are existing within the 2GO group of companies. The effects of the integration and streamlining efforts of management as a result of the buyout during the last two years caused some of these processes to be combined and/or reduced to provide the basic elements of control and good governance needed to sustain operations. There is continuous effort to further enhance and align processes to meet organizational goals.

The culture of accountability is apparent with the general adherence of employees to management policies and directives in order to achieve company objectives.

The internal control system is effectively designed to safeguard assets; to secure the relevance, reliability and integrity of information and as far as possible the completeness and accuracy of records; and to ensure compliance with statutory requirements.

Various measures are being undertaken by management including organization restructuring across all business units to allow streamlining of functions for the effective execution of responsibilities.

Continuous enhancement of performance metrics and speedy resolution of audit issues raised are likewise given focus to assure company objectives are met.

Moving forward, 2GO management is responsible in maintaining the internal control system and ensuring that resources are properly applied in the manner and to the activities intended.

The Audit and Corporate Governance Committee is pleased to note that the business units have been proactive in addressing recommendations with regards to the enhancement of the internal control environment.

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

The Audit Committee Report indicating the accomplishments realized by the Internal Audit function of 2GO as a result of the internal control system is disclosed annually as approved by the Company's Board, and signed on its behalf by the Chairman of the Audit and Corporate Governance Committee.

- (c) Period covered by the review;

The period covered by the latest review is for the year 2012.

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

As abovementioned, the review of the effectiveness of the internal control system by the Board of Directors is done annually.

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

## 2) Internal Audit

- (a) Role, Scope and Internal Audit Function

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

| Role   | Scope   | Indicate whether In-house or Outsource Internal Audit Function | Name of Chief Internal Auditor/Auditing Firm | Reporting process  |
|--|---|--|--|--|
| The mission of the internal audit department is to provide independent, objective assurance and consulting services designed to add value and improve the organization's operations. It helps the organization accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes. | <p>The scope of work of the internal audit department is to determine whether the organization's network of risk management, control, and governance processes, as designed and represented by management, is adequate and functioning in a manner to ensure:</p> <ul style="list-style-type: none"> <li>• Risks are appropriately identified and managed.</li> <li>• Significant financial, managerial, and operating information is accurate, reliable, and timely.</li> <li>• Employees' actions are in compliance with policies, standards, procedures, and applicable laws and regulations.</li> <li>• Resources are acquired economically, used efficiently, and adequately protected.</li> <li>• Programs, plans, and objectives are achieved.</li> <li>• Quality and continuous improvement are fostered in the organization's</li> </ul> | In-house internal audit function                               | Mr. Nestor Macaraniag                        | To provide for the independence of the Internal Audit Department, its personnel report to the Chief Audit Executive, who reports functionally to the Audit Committee. It will include as part of its reports to the audit committee a regular report on internal audit personnel |

|  |   |  |  |  |
|--|---|--|--|--|
|  | <p>control process.</p> <ul style="list-style-type: none"> <li>Significant legislative or regulatory issues impacting the organization are recognized and addressed appropriately.</li> </ul> <p>Opportunities for improving management control, profitability, and the organization's image may be identified during audits. They will be communicated to the appropriate level of management.</p> |  |  |  |
|--|---|--|--|--|

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

Yes. The selection and approval of the external auditor should be agreed upon and endorsed by the Audit Committee to the Board of Directors.

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

The Chief Audit Executive and staff of the Internal Audit Department are authorized to:

- Have unrestricted access to all functions, records, property, and personnel.
- Have full and free access to the Audit Committees.
- Allocate resources, set frequencies, select subjects, determine scopes of work, and apply the techniques required to accomplish audit objectives.
- Obtain the necessary assistance of personnel in units of the organization where they perform audits, as well as other specialized services from within or outside the organization.

The Chief Audit Executive and staff of the Internal Audit Department are not authorized to:

- Perform any operational duties for the organization or its affiliates.
- Initiate or approve accounting transactions external to the internal auditing department.
- Direct the activities of any organization employee not employed by the internal auditing department, except to the extent such employees have been appropriately assigned to auditing teams or to otherwise assist the Internal Auditors.

- (d) Resignation, Re-assignment and Reasons

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

| Name of Audit Staff                | Reason               |
|------------------------------------|----------------------|
| Gilbert M. Cayabyab (Supervisor)   | Work at Canon Phils. |
| Divine Grace R. Musni (Supervisor) | Work at Paxys, Inc.  |
| Odifred Maliilin (Manager)         | Work Overseas        |

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

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

|                               |   |
|-------------------------------|---|
| <b>Progress Against Plans</b> | The Internal Audit Plan was developed based on business risk assessment conducted for 2012. Out of the 46 planned, audit has completed 21 (46%) engagements. Challenges that were encountered this year include unfilled vacancies and personnel movements. |
|-------------------------------|---|

|                             |  |
|-----------------------------|--|
| <b>Issues<sup>6</sup></b>   | Issues noted during the year pertain mostly to weaknesses on risk management, controls and governance processes but there is none that arise due to adoption of different interpretations.   |
| <b>Findings<sup>7</sup></b> | All findings noted on company processes and procedures were discussed properly with the Audit Committee and Management. These findings are monitored regularly for resolution and reported to the Audit Committee.                                   |
| <b>Examination Trends</b>   | Implementation of management action plans to audit findings are monitored regularly and as instructed by the Audit Committee. All resolutions to pervasive issues and findings are validated during the follow up audit until all issues are closed. |

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

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

(f) Audit Control Policies and Procedures

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

| <b>Policies &amp; Procedures</b> | <b>Implementation</b>             |
|----------------------------------|-----------------------------------|
| Internal Audit Charter           | Implemented                       |
| Internal Audit Manual            | Implemented                       |
| COSO Framework                   | Implemented                       |
| Risk Assessment Procedures       | Implemented                       |
| Job Descriptions                 | Implemented / Ongoing Improvement |

(g) Mechanisms and Safeguards

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

| <b>Auditors<br/>(Internal and External)</b>  | <b>Financial Analysts</b> | <b>Investment Banks</b> | <b>Rating Agencies</b> |
|--|---------------------------|-------------------------|------------------------|
| Internal auditors directly report to the Audit Committee.  |                           |                         |                        |
| Internal auditors comply with the independence requirements as stated in the Internal Audit Charter & International Standards for the Professional Practice of |                           |                         |                        |

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

<sup>7</sup> “Findings” are those with concrete basis under the company’s policies and rules.

|                  |          |  |  |  |
|------------------|----------|--|--|--|
| Internal (ISPPA) | Auditing |  |  |  |
|------------------|----------|--|--|--|

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

CHAIRMAN and CEO

## H. ROLE OF STAKEHOLDERS

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

|  | Policy  | Activities |
|--|---|------------|
| Customers' welfare                         | <p>The Company acknowledges the duties it owes to other parties that may not have equity stakes in the Company. They are stakeholders of the company, although they are not shareholders. As mandated by several relevant laws, we respect, defend, and promote the rights of these other stakeholders.</p> <p>a) The Company's policy towards consumers and customers is rooted on the core principle of providing quality care and service in the provision of goods and services to them under terms and conditions that are fair and satisfactory. It abides by the rules aimed at ensuring their health and safety.</p> <p>b) The Company values its relationship with its suppliers and contractors. The Company follows the rules concerning the fair and transparent process of selecting them through bidding and accreditation.</p> <p>c) The Company ensures the environmental friendliness of its corporate operations, and contributes to the over-all sustainability of the physical environment where it operates.</p> <p>d) The Company looks upon the local communities where it has operations as effective partners in our common interest to uplift and upgrade the life, in its various dimensions, of those communities.</p> <p>e) The Company actively supports the government with its private sector partners in spreading a good governance regime, which makes no room for corruption and bribery.</p> <p>f) The Company values the contribution that creditors give to its growth and development. The Company respects the rights of creditors, who have interests that the law safeguards.</p> <p>g) The Company has designated an office to listen to, and address, the concerns and complaints from all its external stakeholders. Moreover, such an office, whose contact parameters are on its website, is mandated to take a pro-active stance in caring for and promoting the just and proper interests of all its external stakeholders.</p> |            |
| Supplier/contractor selection practice     |   |            |
| Environmentally friendly value-chain       |   |            |
| Community interaction                      |   |            |
| Anti-corruption programmes and procedures? |   |            |
| Safeguarding creditors' rights             | <p>The Company upholds all laws concerning the proper and fair treatment of all its external stakeholders, particularly its consumers, creditors, the environment and its sustainability, the government and the local communities where our company has operations. The Company considers violations of such laws as well as violations of the country's commercial and competition laws a serious offense; and those in our company found to be responsible for such violations are to be dealt with in line with our company's policy on sanctions. The Company also upholds all laws concerning the proper and fair treatment of its officers and employees.</p>  |            |
|  | <p>The Company has very important internal stakeholders in the officers and employees who work in our company. The Company owes them more than their due share of attention and care. The Company invests in their continuing learning and growth.</p> <p>a) The Company provides internal and external trainings for their continuing development and growth</p> <p>b) The Company provides for their health, safety, and over-all welfare, as the law mandates.</p> <p>c) The Company installed a system of rewards, recognition, and remuneration that promotes and provides strong incentives to long-term performance.</p> <p>d) The Company promotes a culture of ethical and clean practices. The Company is in the process of establishing clear processes and robust protection for whistle-blowing and the airing of complaints against unethical and corrupt practices as well as conflict resolution.</p>   |            |

2) Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section?

Yes. 2GO is committed to strike a balance among economic growth, social development and environmental stewardship in the conduct of its business. To this end, 2GO shall implement programs that promote environmental preservation as well as social and economic development in the communities where its businesses operate.

3) Performance-enhancing mechanisms for employee participation.

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

The Company is committed to providing its employees with a safe and healthy work environment. Employees shall comply with all applicable occupational health and safety laws and regulations. The Company has implemented insurance policies, medical benefits, healthcards and annual checkup for its employees.

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

The data relating to health, safety and welfare of its employees are all indicated in the Company's intranet.

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

The Human Resource and Organizational Development Department (HROD) conduct in-house trainings and programs for the training and developments of all employees. These are all itemized in detail in the Company's intranet.

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

Merits are given if an employee exceeds his targeted Key Result Areas (KRAs) and Key Performance Indicators (KPIs). These are all measured and itemized in detail in the Company's Performance Appraisal System (PAS). This is also mentioned in the Company's intranet.

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

Employees should first raise their concerns with their line manager or SBU Head. If for any reason the employee find this difficult, he should report the matter to the Chief Corporate Services Officer who is the nominated executive with responsibility for dealing with concerns raised under this policy and where appropriate ensuring that an investigation is conducted.

The Company will always ensure the confidentiality of all complaints made. The Company ensures that all complainants are protected from reprisal or victimization as a result of his complaint. Only where it is established that the complainant's allegations were false and made maliciously will disciplinary action be taken against the complainant.

## I. DISCLOSURE AND TRANSPARENCY

1) Ownership Structure

(a) Holding 5% shareholding or more

| Shareholder                 | Number of Shares | Percent | Beneficial Owner  |
|-----------------------------|------------------|---------|---|
| Negros Navigation Co., Inc. | 2,160,141,991    | 88.31%  | <b>Negros Navigation Co., Inc.</b><br>Authorized Representative:<br><b>Mr. Sulficio O. Tagud, Jr.</b><br><i>President and CEO</i> |

| Name of Senior Management | Number of Direct shares | Number of Indirect shares / Through (name of record owner)       | % of Capital Stock |
|---------------------------|-------------------------|--|--------------------|
| Francis C. Chua           | <b>1,000</b>            | <b>9,000</b><br>Record Owner: PCD Nominee Corporation (Filipino) | 0.00%              |

|                        |   |  |       |
|------------------------|---|--|-------|
| Sulficio O. Tagud, Jr. | - none -  | <b>1,000</b><br>Record Owner: PCD Nominee Corporation (Filipino)     | 0.00% |
| Jeremias E. Cruzabra   | - none -  | <b>1,000</b><br>Record Owner: PCD Nominee Corporation (Filipino)     | 0.00% |
| Nelson T. Yap          | <b>1</b><br>Beneficial Owner: Negros Navigation Co., Inc. | - none -   | 0.00% |
| Mark E. Williams       | - none -  | <b>1,000</b><br>Record Owner: PCD Nominee Corporation (Non-Filipino) | 0.00% |
| Geoffrey M. Seeto      | <b>1</b><br>Beneficial Owner: Negros Navigation Co., Inc. | - none -   | 0.00% |
| Raul Ch. Rabe          | - none -  | <b>1,000</b><br>Record Owner: PCD Nominee Corporation (Filipino)     | 0.00% |
| Patrick Ip             | <b>1</b><br>Beneficial Owner: Negros Navigation Co., Inc. | - none -   | 0.00% |
| Monico V. Jacob        | <b>1</b><br>Beneficial Owner: Negros Navigation Co., Inc. | - none -   | 0.00% |
| <b>TOTAL</b>           | <b>1,004</b>  | <b>13,000</b>  | 0.00% |

2) Does the Annual Report disclose the following:

|   |     |
|---|-----|
| Key risks   | Yes |
| Corporate objectives  | Yes |
| Financial performance indicators  | Yes |
| Non-financial performance indicators  | Yes |
| Dividend policy   | No  |
| Details of whistle-blowing policy   | No  |
| Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners | Yes |
| Training and/or continuing education programme attended by each director/commissioner   | No  |
| Number of board of directors/commissioners meetings held during the year  | Yes |
| Attendance details of each director/commissioner in respect of meetings held  | Yes |
| Details of remuneration of the CEO and each member of the board of directors/commissioners  | Yes |

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

The dividend policy and the details of the whistle-blowing policy were not discussed in detail in the Annual Report. The Company undertakes to discuss the same in detail in the succeeding Annual Reports.

The training and/or continuing education program for the directors is scheduled within the 3rd Quarter of 2013. The Company engaged the services of SGV & Co. to conduct this program.

3) External Auditor's fee

| Name of auditor           | Audit Fee     | Non-audit Fee |
|---------------------------|---------------|---------------|
| Sycip Gorres Velayo & Co. | Php 1,500,000 |               |

4) Medium of Communication

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

The Company uses the following means of communication: Company website, the Annual Stockholders' Meeting, and the Annual Report

5) Date of release of audited financial report: April 29, 2013

6) Company Website

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

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

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

7) **Disclosure of RPT**

| <i>(Amounts in 000's)</i> |              |              |         |
|---------------------------|--------------|--------------|---------|
| Related Party             | Relationship | Nature       | Value   |
| 2GO Express               | Subsidiary   | Freight      | 80,717  |
|                           |              | Interest     | 22,921  |
|                           |              | Shared Cost  | 4,377   |
|                           |              | Amounts Owed | 527,000 |
|                           |              | Amounts Owed | 3,761   |
| 2GO Logistics             | Subsidiary   | Shared Cost  | 7,430   |
|                           |              | Amounts Owed | 196,371 |
|                           |              | Amounts Owed | 1,508   |
| KALI                      | Subsidiary   | Freight      | 6,882   |
|                           |              | Shared Cost  | 295     |
|                           |              | Amounts Owed | 1,022   |
| SFFC                      | Subsidiary   | Interest     | 26,584  |
|                           |              | Amounts Owed | 393,890 |
|                           |              | Amounts Owed | 2,983   |
| NALMHCI                   | Subsidiary   | Shared Cost  | 205     |
|                           |              | Amounts Owed | 127,011 |
| STI                       | Subsidiary   | Amounts Owed | 3,009   |
| SCVASI                    | Subsidiary   | Amounts Owed | 17,115  |

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



Please refer to related party transactions policies and procedures disclosed under Section B.4.a

## J. RIGHTS OF STOCKHOLDERS

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

#### (a) Quorum

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

|                        |                                |
|------------------------|--------------------------------|
| <b>Quorum Required</b> | Majority of subscribed capital |
|------------------------|--------------------------------|

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

Explain the system used to approve corporate acts.

|                    |  |
|--------------------|--|
| <b>System Used</b> | Majority vote of quorum                              |
| <b>Description</b> | Votes are counted based on individual participation. |

#### (c) Stockholders' Rights

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

Rights of stockholders are based on the rights provided under the Corporation Code.

Dividends

|                         |                    |                     |
|-------------------------|--------------------|---------------------|
| <b>Declaration Date</b> | <b>Record Date</b> | <b>Payment Date</b> |
| <b>- NONE -</b>         |                    |                     |

#### (d) Stockholders' Participation

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

|   |  |
|---|--|
| <b>Measures Adopted</b>   | <b>Communication Procedure</b>   |
| Stockholders are provided with the Definitive Information Statement, together with copies of the Annual Report and Report on the interim operations of the Company. | During stockholders' meetings, stockholders are given the right to participate by asking questions in relation to the reports provided by the Company. The Chief Executive Officer and the Chief Finance Officer usually directly address the concerns of the stockholder propounding the questions. |

2. State the company policy of asking shareholders to actively participate in corporate decisions regarding:
  - a. Amendments to the company's constitution
  - b. Authorization of additional shares
  - c. Transfer of all or substantially all assets, which in effect results in the sale of the company

The Company's policy as to the shareholders' participation in approving or ratifying the abovementioned corporate actions are in accordance with the Corporation Code.

3. Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up?

- a. Date of sending out notices: May 10, 2012
- b. Date of the Annual/Special Stockholders' Meeting: May 31, 2012

4. State, if any, questions and answers during the Annual/Special Stockholders' Meeting.

These vary. However, stockholders are usually concerned with the dividend policy of the company and whether there are any plans to merge with the parent company.

5. Result of Annual/Special Stockholders' Meeting's Resolutions

| Resolution                         | Approving | Dissenting | Abstaining |
|------------------------------------|-----------|------------|------------|
| Election of the Board of Directors | Unanimous | none       | none       |

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

May 31, 2012 (through the online disclosure system of the Philippine Stock Exchange) and June 4, 2012 (through SEC Form 17-C)

(e) Modifications

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

| Modifications | Reason for Modification |
|---------------|-------------------------|
| - NONE -      |                         |

(f) Stockholders' Attendance

- (i) Details of Attendance in the Annual/Special Stockholders' Meeting Held:

| Type of Meeting | Names of Board members / Officers present  | Date of Meeting | Voting Procedure (by poll, show of hands, etc.) | % of SH Attending in Person | % of SH in Proxy | Total % of SH attendance |
|-----------------|--|-----------------|---|-----------------------------|------------------|--------------------------|
| Annual          | 1. <b>Sulficio O. Tagud, Jr.</b> – Director, President & CEO<br>2. <b>Jeremias E. Cruzabra</b> – Director, EVP-CFO, Treasurer & Corporate Information Officer<br>3. <b>Amado R. Santiago III</b> – Corporate Secretary<br>4. <b>Manuel Eduardo C. Carlos</b> – Assistant Corporate Secretary | May 31, 2012    | by viva voce or show of hand                    | 0.001%                      | 98.12%           | 98.121%                  |
| Special         | - NONE -   |                 |   |                             |                  |                          |

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

Yes. The counting of votes shall be witnessed by representatives from the Company's external auditor, SGV, stock and transfer agent Securities Transfer Services, Inc. (STSI) and the Company's Corporate Secretary.

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

Yes. At each meeting of the stockholders, every stockholder shall be entitled to vote in person or by proxy, for each share of stock held by him, which has voting power upon the matter in question.

(g) Proxy Voting Policies

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

|                                     | Company's Policies  |
|-------------------------------------|---|
| Execution and acceptance of proxies | Stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing and duly presented to and received by the Secretary for inspection and recording not later than five (5) working days before the time set for the meeting, except such period shall be reduced to one (1) working day for meetings that are adjourned due to lack of the necessary quorum. No proxy bearing a signature which is not legally acknowledged by the Secretary shall be honored at the meetings. Proxies shall be valid and effective for one (1) year, unless the proxy provides for a shorter period, and shall be suspended for any meeting wherein the stockholder appears in person. |
| Notary                              |   |
| Submission of Proxy                 |   |
| Several Proxies                     |   |
| Validity of Proxy                   |   |
| Proxies executed abroad             |   |
| Invalidated Proxy                   |   |
| Validation of Proxy                 |   |
| Violation of Proxy                  |   |

(h) Sending of Notices

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

| Policies   | Procedure |
|--|-----------|
| Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and time of the meeting, the purpose or purposes for which said meeting is called. The notice shall given no less than twenty (20) days before the date of the meeting to each stockholder entitled to vote at such meeting. Notices shall be sent by the Secretary by personal delivery, facsimile, telegraph, cable, electronic mail or by mailing the notice to each stockholder of records at his last know address or by publishing the notice in a newspaper of general circulation of at least twenty (20) days prior to the date of the meeting. If mailed, such notice shall be deemed to be given when deposited in the Philippine mail, postage prepaid, directed to the stockholder of records at his last known postal address. Only matters stated in the notice can be subject of such motion or discussions at the meeting. Notice of special meetings may be waived in writing by any shareholder, in person or by proxy, before or after the meeting. Such notice shall be deemed waived if such shareholder is present at the special meeting, in person or by proxy. Notice of any adjourned meeting of the stockholders shall not be required to be given, except when expressly required by law. |           |

(i) Definitive Information Statements and Management Report

|   |   |
|---|---|
| Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials  | Common stockholders – 1,975<br>Preferred stockholders – 2,083 |
| Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners | May 10, 2012  |
| Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders                                  | May 10, 2012  |
| State whether CD format or hard copies were   | Hard copies   |

|   |                |
|---|----------------|
| <b>distributed</b>  |                |
| <b>If yes, indicate whether requesting stockholders were provided hard copies</b> | Not applicable |

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

|   |     |
|---|-----|
| Each resolution to be taken up deals with only one item.  | Yes |
| Profiles of directors (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) nominated for election/re-election. | Yes |
| The auditors to be appointed or re-appointed.   | Yes |
| An explanation of the dividend policy, if any dividend is to be declared.   | Yes |
| The amount payable for final dividends.   | Yes |
| Documents required for proxy vote.  | Yes |

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

## 2) Treatment of Minority Stockholders

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

| <b>Policies</b>  | <b>Implementation</b>                          |
|--|--|
| <u>Voting rights as to removal of members of the board</u> – Although directors may be removed with or without cause, a director shall not be removed without cause if it will deny minority shareholders representation in the Board.   | Rights as provided under the Corporation Code. |
| <u>Right to Information</u> – The minority stockholders, holding at least thirty (30) percent of the total issued and outstanding capital stock of the Company which are entitled to vote, may propose the holding of a meeting, and may propose items in the agenda of the meeting, provided the items are for legitimate business purposes and are not frivolous and disruptive attempts.  | Rights as provided under the Corporation Code. |
| <u>Right to Information</u> – Without violating any confidentiality obligation to which the Company may be subject or compromising the protection due any proprietary right or information of the Company, minority stockholders shall have access to any and all information relating to matters for which the management shall include such information and, if not included, then the minority stockholders shall be allowed to propose to include such matters in the agenda of stockholders' meeting, being within the definition of "legitimate purposes". | Rights as provided under the Corporation Code. |

(b) Do minority stockholders have a right to nominate candidates for board of directors?

Yes.

## K. INVESTORS RELATIONS PROGRAM

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

All external and internal communications, as well as major company announcements are reviewed and approved by the Corporate Information Officer (also the Group CFO) and the President and CEO.

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

|                                 | Details  |
|---------------------------------|--|
| (1) Objectives                  | The overall objective is to build understanding and relationships of trust between the company and its shareholders. It also aims to build investors' confidence in the Group's ability to create measurable value. The Investor Relations Program (IRP) should communicate the organization's long-term strategic vision so that it creates a credible proposition for delivering continuing shareholder value in the future.   |
| (2) Principles                  | <p><b>Developing and maintaining a constructive dialogue at all times leading to sound relations between the company and its investors.</b> This relies on principles that require the support, commitment, and active involvement of higher management.</p> <p>These principles include the following:</p> <ul style="list-style-type: none"> <li>• <b>Openness and transparency.</b> Openness and transparency allow investors to learn about the factors that drive corporate risk, while giving company the opportunity to learn about investors' concerns.</li> <li>• <b>Availability and accessibility.</b> The IRP needs to make available key data and information to all investors simultaneously, while ensuring that the Investor Relations team is always accessible to address investors' inquiries.</li> <li>• <b>Timeliness.</b> The timely release of key data and information is essential to help investors assess their investment decisions. This also demonstrates that the management is efficient and has clear control over the collection and processing of information.</li> </ul> <p><b>Consistency and honesty.</b> To build and maintain credibility and investor trust, an IRP needs to be consistent in reporting data and information and facilitating a two-way dialogue between the company and its investors.</p> |
| (3) Modes of Communications     | Company website; Annual Stockholders' Meeting; Annual Report   |
| (4) Investors Relations Officer | Ms. Marivi Anderson; (02) 528-7581   |

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

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

This section is not applicable.

#### L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

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

| Initiative                 | Beneficiary                          |
|----------------------------|--------------------------------------|
| Disaster Relief Operations | Typhoon Pablo victims                |
| Tree Planting Activity     | Luneta Park Development Authority    |
| Blood Letting Activity     | Philippine Children's Medical Center |

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

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

The Board is in the process of creating an internal self-rating system that can measure the performance of the Board and Management in accordance with the criteria provided for by the Code of Corporate Governance.

The details on the composition and implementation of such self-rating system, including its salient features, will be disclosed in the corporation's next annual report.

#### **N. INTERNAL BREACHES AND SANCTIONS**

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

| Violations | Sanctions |
|------------|-----------|
| - NONE -   |           |