

<b>Corporation &amp; Regulatory Authorities</b>	<p>1. Negotiation is the statement upon which all consensual ADR activity is established. It is a consensual procedure intended to allow parties to arrive at a mutually agreeable solution. Negotiation is intended to aim at compromise.</p> <p>2. Mediation is a consensual process involving a neutral third party whose role is to facilitate resolution of the dispute. Both regulators and private individuals not involved in the regulatory process may act as mediators. In discharging its duties, the mediator must initially solicit the views of the parties on the nature of the dispute and its key issues.</p> <p>3. Conciliation is closely related to mediation, but involves more formal processes. Here, the parties do not meet together, as the conciliator assumes the role of an intermediary or liaison. The conciliator's primary task is to communicate each disputant's position to the other, relay settlement options, and sometimes offer nonbinding recommendation in an effort to bring the sides closer to settlement.</p>
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**C. BOARD MEETINGS AND ATTENDANCE**

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

2) **Attendance of Directors (Amended as of 31 March 2014)**

Board	Name	Date of Election	No of Meetings Held during the year	No. of Meetings Attended	%
Chairman	Eusebio H. Tanco	17 March 2010	6	6	100%
Member	Monico V. Jacob	17 March 2010	6	6	100%
Member	Yolanda M. Bautista	17 March 2010	6	6	100%
Member	Maulik Parekh*	10 December 2013	6	1	100%
Member	Joseph Augustin L. Tanco	27 October 2010	6	6	100%
Member	Ma. Vanessa Rose L. Tanco	27 October 2010	6	5	83.33%
Member	Martin K. Tanco	19 December 2012	6	5	83.33%
Member	Rainerio M. Borja	19 December 2012	6	5	83.33%
Member	Paolo Martin O. Bautista	19 December 2012	6	6	100%
Independent	Johnip G. Cua	19 December 2012	6	6	100%
Independent	Ernest Lawrence L. Cu	19 December 2012	6	3	50%
Independent	Jesli A. Lapus	21 March 2013	6	6	100%

\* Amended as of 31 March 2014. Updated based on the Amended Advisement Letter dated 4 April 2014 on Attendance of Board of Directors .

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

The non-executive directors do not have separate meetings during the year without the presence of any executive.

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

The minimum quorum requirement for board decisions is set at the majority (50% + 1) of board members.

5) **Access to Information**

(a) **How many days in advance are board papers<sup>1</sup> for board of directors meetings provided to the board?**

The board papers are provided to the directors five (5) days before the date of the meeting.

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

Yes.

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

The Company Secretary shall be 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 documents, records and information essential to the conduct of his duties and responsibilities to the Corporation as set out in the By-Laws. The Corporate Secretary also prepares the agenda in coordination with the Chairman and send out notices for all Shareholders and Board meetings. He ensures that the members of the Board have accurate information that will enable them to arrive at intelligent decisions on matters that require their approval and sees to it that all Board procedures, rules and regulations are strictly

<sup>1</sup> Board papers consist of complete and adequate information about the matters to be taken in the board meeting. Information includes the background of explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.