
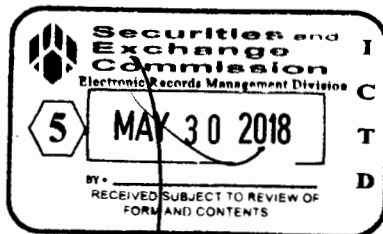




SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December 31, 2017**
2. SEC Identification Number **ASO93-7946**
3. BIR Tax Identification No. **003-831-302-000**
4. Exact name of issuer as specified in its charter **ALLIANCE GLOBAL GROUP, INC.**
5. **Metro Manila**
Province, Country or other jurisdiction of incorporation or organization
6.  (SEC Use Only)
Industry Classification Code:
7. **7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark**
E. Rodriguez, Jr. Avenue, Bagumbayan
Quezon City, Metro Manila, Philippines
Address of principal office **1110**
Postal Code
8. **(632) 709-2038 to 41**
Issuer's telephone number, including area code
9. **N/A**
Former name, former address, and former fiscal year, if changed since last report.



INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
<p>Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.</p>			
Recommendation 1.1			
<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	Compliant	<ul style="list-style-type: none"> Annual Report p.60-63 http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=a45caf57f21196ac43ca035510b6ec2b 	
<p>2. Board has an appropriate mix of competence and expertise.</p>	Compliant		
<p>3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</p>	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.4-8 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d Information Statement http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf http://edge.pse.com.ph/openDiscViewer.do?edge_no=5b29c1c39f9e15ca3318251c9257320d 	

Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Non-compliant		During the period covered, the Company has four (4) executive directors and three (3) non-executive directors. However, the discrepancy in the number of non-executive directors as opposed to executive directors is very minimal which does not adversely affect their independent judgment. Moreover, the Company appointed an Independent Director as Vice-Chairman to provide objective, independent judgment on corporate affairs.
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p.9 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf ; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d	
2. Company has an orientation program for first time directors.	Compliant	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p.3, 9, 19 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf ; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d	

3. Company has relevant annual continuing training for all directors.	Compliant	<ul style="list-style-type: none"> Disclosure on the Annual Corporate Governance Training http://www.allianceglobalinc.com/portals/0/pdfs/AGILetter2017CGCertificatesOfDirectorsAndOfficers.pdf 	
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Recommendation 1.4

1. Board has a policy on board diversity.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edg_e_no=c4553be0349a3e9a3318251c9257320d <p>The Board is composed of six male directors and one female director, as follows: Andrew L. Tan Kingson U. Sian Kevin Andrew L. Tan Katherine L. Tan Winston S. Co Sergio R. Ortiz-Luis, Jr. Alejo L. Villanueva, Jr.</p>	
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Optional: Recommendation 1.4

1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.		<p>Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.</p> <p>Provide link or reference to a progress report in achieving its objectives.</p>	
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Recommendation 1.5

1. Board is assisted by a Corporate Secretary.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.21-22 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edg_no=c4553be0349a3e9a3318251c9257320d 	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	<ul style="list-style-type: none"> Annual Report p.64 http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; 	
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	<p>http://edge.pse.com.ph/openDiscViewer.do?edg_no=a45caf57f21196ac43ca035510b6ec2b</p> <ul style="list-style-type: none"> Information Statement p.10 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf http://edge.pse.com.ph/openDiscViewer.do?edg_no=5b29c1c39f9e15ca3318251c9257320d General Information Sheet http://www.allianceglobalinc.com/portals/0/pdfs/AGIGIS-2017.pdf Results of 2017 Organizational Meeting http://edge.pse.com.ph/openDiscViewer.do?edg_no=6bb0771cce916ef33318251c9257320d http://www.allianceglobalinc.com/CompanyDisclosures.aspx 	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<ul style="list-style-type: none"> Disclosure on the Annual Corporate Governance Training http://www.allianceglobalinc.com/portals/0/pdfs/AGILetter2017CGCertificatesOfDirectorsAndOfficers.pdf 	

Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting Minutes of Meeting;	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.3 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	<ul style="list-style-type: none"> Annual Report p.63-64 http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=a45caf57f21196ac43ca035510b6ec2b 	
3. Compliance Officer is not a member of the board.	Compliant	<ul style="list-style-type: none"> Information Statement p.9-10 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf http://edge.pse.com.ph/openDiscViewer.do?edge_no=5b29c1c39f9e15ca3318251c9257320d General Information Sheet http://www.allianceglobalinc.com/portals/0/pdfs/AGIGIS-2017.pdf Results of 2017 Organizational Meeting http://edge.pse.com.ph/openDiscViewer.do?edge_no=6bb0771c9e916ef33318251c9257320d http://www.allianceglobalinc.com/CompanyDisclosures.aspx 	

4. Compliance Officer attends training/s on corporate governance.	Compliant	<ul style="list-style-type: none"> Disclosure on the Annual Corporate Governance Training http://www.allianceglobalinc.com/portals/0/pdfs/AGILetter2017CGCertificatesOfDirectorsAndOfficers.pdf 	
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Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

Recommendation 2.1

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.8 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d <p>The Board performed their duties by acting through resolutions obtained in meetings such as but not limited to the annual stockholders' meeting, special board meetings, etc.</p>	
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Recommendation 2.2

1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.8 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<ul style="list-style-type: none"> Minutes of the Annual Stockholders' 	

Supplement to Recommendation 2.2

1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<ul style="list-style-type: none"> Corporate Website http://www.allianceglobalinc.com/OurCompany.aspx <p>The vision, mission and core values of the company may be reviewed annually, or as the need arises.</p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.8 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; 	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<ul style="list-style-type: none"> Annual Report p.60-61 http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=a45caf57f21196ac43ca035510b6ec2b Information Statement p.6-7 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf http://edge.pse.com.ph/openDiscViewer.do?edge_no=5b29c1c39f9e15ca3318251c9257320d 	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.9 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; 	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	<ul style="list-style-type: none"> http://edge.pse.com.ph/openDiscViewer.do?edge_no=5b29c1c39f9e15ca3318251c9257320d 	
Recommendation 2.5			

1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.12-13 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.		Provide proof of board approval	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.		Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.14-15 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	As indicated in the Revised Manual on Corporate Governance, p. 27,	

4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	"All shareholders are given the opportunity to nominate candidates to the Board of Directors in accordance with the existing laws.	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.		Identify the professional search firm used or other external sources of candidates	
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.8, p.18 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf ;	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d The Board, thru the Related Party Transaction	

<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>Compliant</p>	<p>Committee, is tasked with reviewing all material related party transactions of the Corporation.</p> <p>The material RPTs approved are discussed in the Annual Report p.28-29 and in Note 29 of the Consolidated Financial Statements, p.106-110.</p>	
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Supplement to Recommendations 2.7

<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	<p>Compliant</p>	<p>As per the Company's Revised Manual on Corporate Governance, the Board has the responsibility to define the threshold for disclosure and approval of RPTs and categorize such transactions. However, the Board has not yet defined the threshold and categories for disclosure and approval of RPTs.</p> <p>The material RPTs approved are discussed in the Annual Report p.28-29 and in Note 29 of the Consolidated Financial Statements, p.106-110.</p>	
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<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>Compliant</p>	<p>As per the Company's Revised Manual on Corporate Governance, the Board has the responsibility to establish a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings. However, the Board has not yet established this voting system.</p>	<p>The Company states the related party transactions in its Annual Report, Audited Financial Statements, and Definitive Information Statement, which are presented to all the stockholders for approval during the annual meeting.</p>
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Recommendation 2.8

<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>The Company's Revised Manual of Corporate Governance p.8, found at http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf or http://edge.pse.com.ph/openDiscViewer.do?edg_no=c4553be0349a3e9a3318251c9257320d contains the Board's policy and responsibility for approving the selection of management.</p> <p>The Management team appointed are the following Andrew L. Tan – Chairman and CEO Sergio R. Ortiz-Luis, Jr. – Vice Chairman Kingson U. Sian – Chief Operating Officer Kevin Andrew L. Tan – Executive Director Dina D. Inting – Chief Finance Officer, First Vice President for Finance, Corporate Information officer and Compliance Officer Dominic V. Isberto – Corporate Secretary Rolando D. Siatela – Asst. Corporate Secretary</p>	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.8 <p>http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edg_no=c4553be0349a3e9a3318251c9257320d contains the Board's policy and responsibility for assessing the performance of management.</p>	

Recommendation 2.9

1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.9 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; 	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant	http://edge.pse.com.ph/openDiscViewer.do?edg_no=c4553be0349a3e9a3318251c9257320d	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p. 10 & 12 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; 	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	http://edge.pse.com.ph/openDiscViewer.do?edg_no=c4553be0349a3e9a3318251c9257320d	
3. Board approves the Internal Audit Charter.	Compliant	As per the Revised Manual on Corporate Governance p.17, the Audit Committee shall recommend the approval of the Internal Audit Charter. However, the Committee is yet to formalize its Internal Audit Charter.	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p. 10 & 12 http://www.allianceglobalinc.com/portals/0/pdfs/AGI- 	

2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?e_dge_no=c4553be0349a3e9a3318251c9257320d	
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Recommendation 2.12

1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Non-Compliant		Although the Board does not have a Charter, the Board is guided by the laws and the By-laws and the Manual of Corporate Governance in the exercise of its duties and responsibilities.
2. Board Charter serves as a guide to the directors in the performance of their functions.	Non-Compliant		
3. Board Charter is publicly available and posted on the company's website.	Non-Compliant		

Additional Recommendation to Principle 2

1. Board has a clear insider trading policy.	Compliant	The company's policy on the respect for trade secrets and/or use of non-public information can be found at its corporate website, http://www.allianceglobalinc.com/CorporateGovernance.aspx	
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Optional: Principle 2

1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.		Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.	
2. Company discloses the types of decision requiring board of directors' approval.		Indicate the types of decision requiring board of directors' approval and where there are disclosed.	

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

Recommendation 3.1

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p>The Revised Manual on Corporate Governance p.13-19, http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf;</p>	
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Recommendation 3.2

<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>Compliant</p>	<p>The following contain information on the Audit Committee, including its functions:</p> <ul style="list-style-type: none"> • Revised Manual on Corporate Governance, http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; • http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d • Audit Committee Charter, http://www.allianceglobalinc.com/portals/0/pdfs/AGIAuditCommitteeCharter.pdf, <p>it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</p>	
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<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p>Non-compliant</p>		<p>All the Independent directors are members of the Audit Committee. There is one executive director who is a member of the Committee but all members have accounting, auditing, and finance backgrounds that enable them to provide oversight capability over the Corporation's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>
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<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>The following provides information on the members, including their qualifications and type of directorship:</p> <ul style="list-style-type: none"> • Corporate website, http://www.allianceglobalinc.com/CorporateGovernance.aspx • Disclosure on the results of 2017 organizational meeting http://edge.pse.com.ph/openDiscViewer.do?edge_no=6bb0771cce916ef33318251c9257320d http://www.allianceglobalinc.com/CompanyDisclosures.aspx • Annual Report p.63 http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=a45caf57f21196ac43ca035510b6ec2b • Information Statement p.7 and 9 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf http://edge.pse.com.ph/openDiscViewer.do?edge_no=5b29c1c39f9e15ca3318251c9257320d 	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>Non-compliant</p>		<p>Although the Chairman of the Audit Committee is likewise the chairman of another committee, he is an Independent Director which ensures his independence from management. He is also able to manage his time despite the multiple chairmanships.</p>

Supplement to Recommendation 3.2

1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance, p.17 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edg_no=c4553be0349a3e9a3318251c9257320d 	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Non-compliant		As per the Audit Committee Charter, the Audit Committee reviews with management and external auditors the results of the audit, including any difficulties encountered and other issues warranting the attention of the Committee, and resolve any disagreements between management and the external auditors regarding financial reporting. Meetings are not held regularly but as may be needed depending on the results of the review.
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.		Indicate the number of Audit Committee meetings during the year and provide proof	

2. Audit Committee approves the appointment and removal of the internal auditor.		Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	<ul style="list-style-type: none"> • Revised Manual on Corporate Governance http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9 	

<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Non-compliant</p>		<p>The members of the Committee, as disclosed in the Results of 2017 Organizational Meeting http://edge.pse.com.ph/openDiscViewer.do?edge_no=6bb0771c916ef33318251c9257320d http://www.allianceglobalinc.com/CompanyDisclosures.aspx and the General Information Sheet http://www.allianceglobalinc.com/portals/0/pdfs/AGIGIS-2017.pdf, is composed of two independent Directors, including the Chairman, and an Executive Director. All independent directors are members of the Committee but since there are only 2 independent directors, the company cannot comply with the requirement that all 3 members should be independent directors.</p>
<p>3. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> • Corporate website http://www.allianceglobalinc.com/CorporateGovernance.aspx • Disclosure on the Results of 2017 Organizational Meeting http://edge.pse.com.ph/openDiscViewer.do?edge_no=6bb0771c916ef33318251c9257320d http://www.allianceglobalinc.com/CompanyDisclosures.aspx • General Information Sheet http://www.allianceglobalinc.com/portals/0/pdfs/AGIGIS-2017.pdf 	

Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.		Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.15-16 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; 	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	<ul style="list-style-type: none"> Corporate website http://www.allianceglobalinc.com/CorporateGovernance.aspx Disclosure on the Results of 2017 Organizational Meeting http://edge.pse.com.ph/openDiscViewer.do?edge_no=6bb0771cce916ef33318251c9257320d General Information Sheet http://www.allianceglobalinc.com/portals/0/pdfs/AGIGIS-2017.pdf 	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	<ul style="list-style-type: none"> Corporate website http://www.allianceglobalinc.com/CorporateGovernance.aspx Disclosure on the Results of 2017 Organizational Meeting http://edge.pse.com.ph/openDiscViewer.do?edge_no=6bb0771cce916ef33318251c9257320d 	

<p>4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> • Annual Report p.60-63 http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=a45caf57f21196ac43ca035510b6ec2b • Information Statement p.6-9 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf 	
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Recommendation 3.5

<p>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> • Revised Manual of Corporate Governance p.18-19 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d • Corporate website http://www.allianceglobalinc.com/CorporateGovernance.aspx • General Information Sheet http://www.allianceglobalinc.com/portals/0/pdfs/AGIGIS-2017.pdf 	
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<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>Non-compliant</p>		<p>The members of the Committee, as disclosed in the Results of 2017 Organizational Meeting http://edge.pse.com.ph/openDiscViewer.do?edge_no=6bb0771cce916ef33318251c9257320d http://www.allianceglobalinc.com/CompanyDisclosures.aspx and the General Information Sheet http://www.allianceglobalinc.com/portals/0/pdfs/AGIGIS-2017.pdf, is composed of two independent Directors, including the Chairman, and an Executive Director. All independent directors are members of the Committee but since there are only 2 independent directors, the company cannot comply with the requirement that all 3 members should be independent directors.</p>
<p>Recommendation 3.6</p>			
<p>1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.</p>	<p>Non-compliant</p>		<p>The Audit Committee has a charter. The other committees are newly created and in the process of finalizing their respective charters; however, they have adopted the charters of their predecessor committees insofar as these are relevant to them</p>
<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	<p>Non-compliant</p>		

3. Committee Charters were fully disclosed on the company's website.	Non-compliant		
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Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

Recommendation 4.1

1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.10-11 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d Disclosure on the attendance of the Board to the meetings http://edge.pse.com.ph/openDiscViewer.do?edge_no=c7da26402f26952143ca035510b6ec2b Minutes of Annual Stockholders' Meetings http://www.allianceglobalinc.com/CompanyDisclosures.aspx 	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.10-11 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	

<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> • Revised Manual of Corporate Governance p.10-11 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
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Recommendation 4.2

<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p>	<p>Compliant</p>	<p>The company has a policy setting the limit of board seats that a non-executive director can hold simultaneously contained in the Revised Manual of Corporate Governance p.6 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d</p> <ul style="list-style-type: none"> • Annual Report p.60-63 http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=a45caf57f21196ac43ca035510b6ec2b • Information Statement p.6-9 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf http://edge.pse.com.ph/openDiscViewer.do?edge_no=5b29c1c39f9e15ca3318251c9257320d 	
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Recommendation 4.3

1. The directors notify the company's board before accepting a directorship in another company.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.20-23 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d No new directorship has been accepted by the Board of Directors during the period. 	
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Optional: Principle 4

1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.			
2. Company schedules board of directors' meetings before the start of the financial year.			
3.			
4. Board of directors meet at least six times during the year.		Indicate the number of board meetings during the year and provide proof	
5. Company requires as minimum quorum of at least 2/3 for board decisions.		Indicate the required minimum quorum for board decisions	

Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs

Recommendation 5.1

1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Non-compliant		Two independent directors of constitute approximately 30% of the total number of directors in the Board. This is also in compliance with the SRC rules which only requires issuers of registered securities and public companies are required to have at least two (2) independent directors or at least twenty percent (20%) of its board size, whichever is lesser.
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<ul style="list-style-type: none"> Annual Report p.61 and 63 http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=a45caf57f21196ac43ca035510b6ec2b Information Statement p.7-9 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf http://edge.pse.com.ph/openDiscViewer.do?edae_no=5b29c1c39f9e15ca3318251c9257320 	
Supplement to Recommendation 5.2			

<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	<p>Compliant</p>	<p>Per Company's Code of Business Conduct and Ethics, http://www.allianceglobalinc.com/CorporateGovernance.aspx, a director should not use his position to profit or gain some benefit or advantage for himself and/or his related interest. If an actual or potential conflict of interest may arise on the part of a director, he should fully and immediately disclose it and should not participate in the decision-making process.</p> <p>In view of the above, Company has no shareholder agreements, by-laws provisions or other arrangements that constrain the directors' ability to vote independently.</p>	
Recommendation 5.3			
<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	<p>Compliant</p>	<ul style="list-style-type: none"> • Revised Manual of Corporate Governance p.4 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> • Revised Manual of Corporate Governance p.4 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; 	

<p>3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.</p>	<p>Compliant</p>	<p>No Independent Director exceeded the cumulative of nine years, reckoned from 2012, during the period.</p>	
<p>Recommendation 5.4</p>			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>Non-Compliant</p>		<p>The company's Chairman of the Board and Chief Executive Officer is Dr. Andrew L. Tan. The Board designated a Lead Independent Director in compliance with its Revised Manual on Corporate Governance, which states requires the board to designate a Lead Independent Director if the positions of Chairman and CEO are held by one person. The Board also appointed another Independent Director as Vice Chairman of the Company to serve as the proper checks and balances to ensure that the Board gets the benefit of independent views and perspectives. Even if the positions of Chairman and CEO are held by the same persons, the duties and responsibilities of each position are clearly defined to prevent confusion on their functions.</p>

2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	The roles and responsibilities of the Chairman of the Board and Chief Executive Officer are clearly delineated in the Revised Manual on Corporate Governance, p. 19-20.	
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Recommendation 5.5

1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	<ul style="list-style-type: none"> • Revised Manual of Corporate Governance p.20 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf • http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d <ul style="list-style-type: none"> • General Information Sheet http://www.allianceglobalinc.com/portals/0/pdfs/AGIGIS-2017.pdf • Disclosure on the Results of 2017 Organizational Meeting http://edge.pse.com.ph/openDiscViewer.do?edge_no=6bb0771cce916ef33318251c9257320d • http://www.allianceglobalinc.com/CompanyDisclosures.aspx 	
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Recommendation 5.6

<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>Compliant</p>	<p>There was no instance or transaction that may have compromised the impartiality of the directors. However, a director should avoid situations that may compromise his impartiality. If an actual or potential conflict of interest may arise on the part of a director, he should fully and immediately disclose it and should not participate in the decision-making process, as contained in the Revised Manual on Corporate Governance, p.10</p> <p>http://www.allianceglobalinc.com/portals/0/pdfs/AGL-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d</p>	
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Recommendation 5.7

<p>1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.</p>	<p>Compliant</p>	<p>The non-executive directors who are also Independent Directors are part of the Board Committees and have had the required meetings under this provision, but such meetings are held with other executive director.</p>	
<p>2. The meetings are chaired by the lead independent director.</p>	<p>Compliant</p>		

Optional: Principle 5

1. None of the directors is a former CEO of the company in the past 2 years.		Provide name/s of company CEO for the past 2 years	
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Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

Recommendation 6.1

1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.8 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Non-compliant		

Recommendation 6.2

<p>1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.8 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d <p>Some of the feedback mechanisms already in place by the Company are the following:</p>	
<p>2. The system allows for a feedback mechanism from the shareholders.</p>	<p>Compliant</p>	<p>1. Open Forum during the Annual Stockholders' Meetings 2. Investor Relations office where the contact information of the Investor Relations Director are indicated in the website</p>	

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

Recommendation 7.1

<p>1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.</p>	<p>Compliant</p>	<p>The Board adopts a Code of Business Conduct and Ethics, which can be found at its corporate website, http://www.allianceglobalinc.com/CorporateGovernance.aspx The Norms of conduct adopted by the Boars is also contained in the Revised Manual of Corporate Governance p.10-11 http://www.allianceglobalinc.com/portals/0/pdfs/AGL-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d</p>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>Compliant</p>	<p>Copies of the Code of Business Conduct and Ethics are disseminated to the Board, all senior management and employees thru the Company's Compliant Officer and by posting in its corporate website.</p>	
<p>3. The Code is disclosed and made available to the public through the company website.</p>	<p>Compliant</p>	<p>http://www.allianceglobalinc.com/CorporateGovernance.aspx</p>	
<p>Supplement to Recommendation 7.1</p>			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.</p>	<p>Compliant</p>	<p>The company's policy and procedure on curbing and penalizing bribery is indicated in its corporate website. http://www.allianceglobalinc.com/CorporateGovernance.aspx</p>	
<p>Recommendation 7.2</p>			

1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	<ul style="list-style-type: none"> Revised Manual on Corporate Governance p.11-12 	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	<p> http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d </p> <p>The Directors, Senior Management, and employees of the Company are required to comply with the Code of Business Conduct and Ethics.</p>	

Disclosure and Transparency

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

Recommendation 8.1

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.28-29 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d <p>All reports and disclosures are made available to its shareholders and stakeholders thru comprehensive, accurate, reliable and timely disclosures and corporate website postings. The Company holds analysts' briefing quarterly and annually, and gives presentations on the Company's company's financial condition, results and business operations before (thru the Information Statement) and during (thru presentations made by its Investor Relations Director) the Annual Stockholders' Meetings.</p>	
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Supplement to Recommendations 8.1

<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>Compliant</p>	<p>In accordance with the implementing Rules and Regulations of the Securities Regulation Code, the Company discloses its audited consolidated financial statements as part of the annual report within 105 days after the end of the fiscal year and its interim reports within 45 days after the end of each of the first three (3) quarters of each fiscal year.</p> <p>The interim reports were filed as follows: First Quarter Report – May 15, 2017 Second Quarter Report – August 14, 2017 Third Quarter Report – November 13, 2017</p>	<p>The Company filed its audited consolidated financial statements for the period covered on 30 April 2018, which is within the allowed extension period of the SEC.</p>
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<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>Compliant</p>	<p>The Notes to Consolidated Financial Statements p.1-5, http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf discloses the cross-holdings among company affiliates.</p> <p>The Annual Report p.60-67, http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pd, also discloses the degree of ownership concentration, particularly the security ownership of certain beneficial owners and management, and principal stockholders.</p>	
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Recommendation 8.2

<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
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<p>2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Compliant</p>		
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Supplement to Recommendation 8.2

<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	<p>Compliant</p>	<p>The dealings of directors, management and top 100 shareholders involving the corporation's shares including their nature, number/percentage and date of transaction, , as well as the disclosures on the share buy-back transactions of the company, are disclosed in the corporate website, http://www.allianceglobalinc.com/CompanyDisclosures.aspx</p> <p>The company's Conglomerate Map can be viewed at http://www.allianceglobalinc.com/OurCompany.aspx</p>	
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Recommendation 8.3

<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>The directors' academic qualifications, membership in other boards, other executive positions, professional experiences, and expertise, and share ownership in the company are disclosed in the following reports:</p> <ul style="list-style-type: none"> • Annual Report p.60-64, p. 67 http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edg_no=a45caf57f21196ac43ca035510b6ec2b • Information Statement p.6-10 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf http://edge.pse.com.ph/openDiscViewer.do?edg_no=5b29c1c39f9e15ca3318251c9257320d • SEC Form 23-A or 23-B http://www.allianceglobalinc.com/CompanyDisclosures.aspx <p>The directors' relevant trainings attended are disclosed in the following:</p> <ul style="list-style-type: none"> • Disclosure on the Annual Corporate Governance Training http://www.allianceglobalinc.com/portals/0/pdfs/AGILetter2017CGCertificatesOfDirectorsAndOfficers.pdf 	
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<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>The key officers' academic qualifications, membership in other boards, other executive positions, professional experiences, and expertise, are disclosed in the following reports:</p> <ul style="list-style-type: none"> • Annual Report p.60-64, p. 67 http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edg_e_no=a45caf57f21196ac43ca035510b6ec2b • Information Statement p.6-10 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf http://edge.pse.com.ph/openDiscViewer.do?edg_e_no=5b29c1c39f9e15ca3318251c9257320d • SEC Form 23-A or 23-B http://www.allianceglobalinc.com/CompanyDisclosures.aspx <p>The key officers' relevant trainings attended are disclosed in the following: http://www.allianceglobalinc.com/portals/0/pdfs/AGILetter2017CGCertificatesOfDirectorsAndOfficers.pdf</p>	
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Recommendation 8.4

<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.12-13 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edg_no=c4553be0349a3e9a3318251c9257320d 	
<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.12-13 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edg_no=c4553be0349a3e9a3318251c9257320d 	

<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> • Revised Manual of Corporate Governance p.12-13 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d • Annual Report p.65-66 http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=a45caf57f21196ac43ca035510b6ec2b • Information Statement p.13-14 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=5b29c1c39f9e15ca3318251c9257320d 	
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Recommendation 8.5

<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>The Board thru its Related party Transaction Committee, is tasked with reviewing all material related party transactions of the Corporation, as indicated in the Revised Manual on Corporate Governance, p. 18-19 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d</p>	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p>All material RPTs for the previous year are disclosed in Note 29 of the Consolidated Financial Statements.</p>	

Supplement to Recommendation 8.5

<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.10 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
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Optional : Recommendation 8.5

<p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p>		<p>Provide link or reference where this is disclosed, if any</p>	
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Recommendation 8.6

<p>1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.28 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d <p>All material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders are disclosed with the Philippine Stock Exchange and posted on the company website.</p>	
<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	<p>Non-compliant</p>		<p>The Board relies on the recommendation and sound discretion of management in evaluating these types of transactions.</p>
<p>Supplement to Recommendation 8.6</p>			

<p>1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.</p>	<p>Compliant</p>	<p>As stated in the Annual Report, p. 67 found at http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=a45caf57f21196ac43ca035510b6ec2b</p> <p>there has been no material transaction during the last two years, nor is there any material transaction currently proposed, to which the Company was or is to be a party, in which any director or executive officer, or any nominee for election as director, or any stockholder holding more than ten percent (10%) of the Company's voting shares, and any member of the immediate family (including spouse, parents, children, siblings, and in-laws) of any such director or nominee for election as director, executive officer, or stockholder holding more than ten percent (10%) of the Company's voting shares had or is to have a direct or indirect material interest.</p>	<p>The Company is not aware of any shareholder agreement or similar arrangement which may impact on the control, ownership and strategic direction of the Company,</p>
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Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf ; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	<p>Per the following link, the Company submitted its Revised Manual on Corporate Governance to PSE on 31 May 2017.</p> <p>http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d</p> <p>There are no changes in the MCG, hence the company has not submitted any changes in the manual.</p>	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		Provide link or reference to the company's Annual Report containing the said information.	
a. Corporate Objectives			
b. Financial performance indicators			
c. Non-financial performance indicators			
d. Dividend Policy			

e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors			
f. Attendance details of each director in all directors meetings held during the year			
g. Total remuneration of each member of the board of directors			
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.		Provide link or reference to where this is contained in the Annual Report	

3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.		Provide link or reference to where this is contained in the Annual Report	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.		Provide link or reference to where this is contained in the Annual Report	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).		Provide link or reference to where these are contained in the Annual Report	

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

Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	<ul style="list-style-type: none"> • Revised Manual of Corporate Governance p.8 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d • Audit Committee Charter http://www.allianceglobalinc.com/CorporateGovernance.aspx 	
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2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	Stockholders representing 81.01% of the total subscribed and outstanding capital stock of the Company ratified reappointment of Punongbayan & Araullo as the company's external auditor for the fiscal year ending 2017.	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	The Minutes of the 2017 Annual Stockholders Meeting can be found on the link: http://www.allianceglobalinc.com/CompanyDisclosures.aspx	

Supplement to Recommendation 9.1

1. Company has a policy of rotating the lead audit partner every five years.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance, p.23 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
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Recommendation 9.2

<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	Compliant	<p>The Audit Committee Charter can be found on the ff. link: http://www.allianceglobalinc.com/CorporateGovernance.aspx</p>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	Compliant	<p>The Audit Committee Charter can be found on the ff. link: http://www.allianceglobalinc.com/CorporateGovernance.aspx</p>	
Supplement to Recommendations 9.2			
<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>	Compliant	<p>The Audit Committee Charter can be found on the ff. link: http://www.allianceglobalinc.com/CorporateGovernance.aspx</p>	
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	Compliant		
Recommendation 9.3			

<p>1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.</p>	<p>Compliant</p>	<p>There were no non-audit services performed by the external auditor for the period covered.</p> <ul style="list-style-type: none"> Revised Manual of Corporate Governance p.17 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d Annual Report p.59-60 http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=a45caf57f21196ac43ca035510b6ec2b 	
<p>2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.17 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d Audit Committee Charter http://www.allianceglobalinc.com/CorporateGovernance.aspx 	

Supplement to Recommendation 9.3

1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<ul style="list-style-type: none"> Annual Report p.59-60 http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=a45caf57f21196ac43ca035510b6ec2b 	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	Name of Audit Engagement Partner Romualdo V. Murcia III SEC Group A Accreditation No. 0628-AR-3 from November 29, 2016 until November 29, 2019 Firm - Punongbayan & Araullo Member Firm of Grant Thornton International Ltd. SEC Group A Accreditation No. 0002-FR-5 from March 27, 2018 until March 26, 2021 20th Floor Tower 1, The Enterprise Center 6766 Ayala Avenue 1200 Makati City Philippines Tel No. +632 988-2288	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant		The firm of Punongbayan and Araullo has not been subjected to SOAR yet. This year 2018 will be the first year SEC will do SOAR, and the firm agrees to be subjected to SOAR.
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			

<p>1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.</p>	<p>Compliant</p>	<p>The Corporation shall ensure that the material and reportable non-financial and sustainability issues are disclosed, as contained in the Revised Manual on Corporate Governance, p. 28-29 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d</p>	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>Non-Compliant</p>		<p>Since the Company is a holding company with limited operations, these activities are undertaken directly at the subsidiary and associate level. Some of the Company's directors and officers may render some form of community service or social responsibility activity in connection with the activities of the respective subsidiaries and affiliates that they handle.</p>

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

Recommendation 11.1

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	The communication channels used by the company are the following: 1. website - http://www.allianceglobalinc.com 2. Analyst's briefing and Media briefings 3. press conferences 4. Quarterly reporting 5. Current reporting, etc.). 6. Annual Stockholders' Meeting	
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Supplemental to Principle 11

1. Company has a website disclosing up-to-date information on the following:	Compliant	http://www.allianceglobalinc.com	
a. Financial statements/reports (latest quarterly)	Compliant		
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		
d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		

Additional Recommendation to Principle 11

1. Company complies with SEC-prescribed website template.	Compliant	http://www.allianceglobalinc.com	
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Internal Control System and Risk Management Framework

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

Recommendation 12.1

1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	<ul style="list-style-type: none"> • Revised Manual of Corporate Governance p.12 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; • Audit Committee Charter http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<ul style="list-style-type: none"> • Annual Report p.39-41 http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=a45caf57f21196ac43ca035510b6ec2b <p>The risk management system is reviewed annually.</p>	

Supplement to Recommendations 12.1

<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.3 and 12 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; <p>The review on the effectiveness of the internal control system shall be done annually.</p>	
<p>Optional: Recommendation 12.1</p>			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>		<p>Provide information on IT governance process</p>	
<p>Recommendation 12.2</p>			
<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p>	<p>Compliant</p>	<p>Internal Audit is in-house.</p>	
<p>Recommendation 12.3</p>			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	<p>Non-compliant</p>		<p>Although the Company has no Chief Audit Executive (CAE), the internal audit functions are exercised by the in-house internal auditor, such as but not limited to:</p> <ol style="list-style-type: none"> Evaluating the reliability and integrity of financial information.
<p>2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.</p>			

<p>3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.</p>			<p>2. Evaluating the effectiveness and efficiency of operations and compliance with established policies and procedures.</p> <p>3. Evaluating the means of safeguarding assets and verifying the existence of such assets.</p> <p>4. Evaluating specific operations at the request of the Board or management, as appropriate.</p> <p>5. Reporting the internal audit performance.</p>
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Recommendation 12.4

<p>1. Company has a separate risk management function to identify, assess and monitor key risk exposures.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.15-16 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
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Supplement to Recommendation 12.4

<p>1. Company seeks external technical support in risk management when such competence is not available internally.</p>	<p>Compliant</p>	<p>The Board may seek external professional or technical opinion or advice as it deems necessary in connection with any matter which is pending before the Board, and which opinion or advice the members may consider in their individual assessment and evaluation of the issues.</p>	
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Recommendation 12.5

1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Non-compliant		Although the Company doesn't have a Chief Risk Officer, risk management is handled collectively by different groups, including legal, internal audit, finance, under the supervision of the COO and the Board Risk Oversight Committee to oversee the Corporation's Enterprise Risk Management system to ensure its functionality and effectiveness.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Non-compliant		

Additional Recommendation to Principle 12

1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Non-compliant		The directors of the Company have reviewed the effectiveness of the Company's and its subsidiaries, affiliates and business segments internal control system and consider them effective and adequate. For each subsidiary, affiliate and business segment, internal controls are reviewed annually and are handled at that level. Any major findings that cannot be resolved at that level are elevated to the Company through the Audit Committee of the Board. For the past year, there has been no matter elevated to the Company level by any subsidiary, affiliate or business segment.
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Cultivating a Synergic Relationship with Shareholders

Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

Recommendation 13.1

1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.25-27 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	http://www.allianceglobalinc.com/CorporateGovernance.aspx	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	<ul style="list-style-type: none"> Information Statement p.5 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf http://edge.pse.com.ph/openDiscViewer.do?edge_no=5b29c1c39f9e15ca3318251c9257320d 	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.25 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; Information Statement p.5 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf http://edge.pse.com.ph/openDiscViewer.do?edge_no=5b29c1c39f9e15ca3318251c9257320d 	

<p>3. Board has an effective, secure, and efficient voting system.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> • Revised Manual of Corporate Governance p.25 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; • Information Statement p.5 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf <p>Voting is by poll.</p> <p>There was opportunity to ask questions during the Annual Stockholders' Meeting and answers were given.</p>	
<p>4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.</p>	<p>Compliant</p>	<p>While there is a risk that the controlling shareholders' voting power may be restrictive or authorize preferences, the Board is committed to respect the rights of the shareholders as provided for in the Corporation Code. These include the right to vote on all matters that require their consent or approval, such that a director shall not be removed without cause if it will deny minority shareholders representation in the Board.</p>	

<p>5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	<p>Compliant</p>	<p>The Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting, as contained in the Revised Manual of Corporate Governance p.26 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d</p> <p>No shareholder called for a special stockholders' meeting and submitted a proposal or agenda item for consideration during the period.</p>	
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.25-27 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	

<p>7. Company has a transparent and specific dividend policy.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.26 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d Annual Report p.47 http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=a45caf57f21196ac43ca035510b6ec2b 	
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Optional: Recommendation 13.1

<p>1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.</p>	<p>Compliant</p>	<p>BDO Trusts and Investments Group, Inc., the Company's stock transfer agent.</p>	
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Recommendation 13.2

<p>1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.</p>	<p>Compliant</p>	<p>The Notice of Annual Stockholders' Meeting was disclosed on 24 July 2017, or 57 days before the meeting held on 19 September 2017.</p> <p>http://www.allianceglobalinc.com/portals/0/pdfs/PSE-and-SEC/July24-17-NoticeOfAnnualStockholdersMeeting.pdf</p> <p>The Information Statement containing the Notice and Agenda of the annual stockholders' meeting was sent out on 22 August 2017, or 28 days before the meeting held on 19 September 2017.</p> <ul style="list-style-type: none"> •Information Statement p.1 <p>http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf</p> <p>http://edge.pse.com.ph/openDiscViewer.do?edge_no=5b29c1c39f9e15ca3318251c9257320d</p>	
Supplemental to Recommendation 13.2			
<p>1. Company's Notice of Annual Stockholders' Meeting contains the following information:</p>			

a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	<ul style="list-style-type: none"> Information Statement p.6-10 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf http://edge.pse.com.ph/openDiscViewer.do?edge_no=5b29c1c39f9e15ca3318251c9257320d 	
b. Auditors seeking appointment/re-appointment	Compliant	<ul style="list-style-type: none"> Information Statement p.14 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf http://edge.pse.com.ph/openDiscViewer.do?edge_no=5b29c1c39f9e15ca3318251c9257320d 	
c. Proxy documents	Compliant	<ul style="list-style-type: none"> Information Statement p.3 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-InformationStatement2017.pdf http://edge.pse.com.ph/openDiscViewer.do?edge_no=5b29c1c39f9e15ca3318251c9257320d 	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting		Provide link or reference to the rationale for the agenda items	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	The Minutes of the last ASM, which is uploaded in the Company's website, contains all the relevant questions raised and answers during the ASM as well as the results of the vote taken.	

2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	<p>The Minutes of 2017 Annual Stockholders' Meeting is disclosed at the company website http://www.allianceglobalinc.com/portals/0/pdfs/AGIStockholdersMeetingMinutes2017.pdf</p> <p>The voting on resolutions was by poll.</p> <p>There was opportunity to ask question and the answers given.</p>	
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Supplement to Recommendation 13.3

1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	The external auditor, Chief Financial Officer, Investor Relations Officer, and Corporate Secretary were present during the ASM.	
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Recommendation 13.4

1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.10 and 27 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
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2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.10 and 27 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
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Recommendation 13.5

1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	1. Name of Investor Relations Officer – Carolle Kabigting 2. Telephone number – +632-908-8130 3. E-mail address - ckabigting@allianceglobalinc.com	
2. IRO is present at every shareholder's meeting.	Compliant	The IRO was present during the ASM.	

Supplemental Recommendations to Principle 13

<p>1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group</p>	<p>Compliant</p>	<p>As indicated in the Revised Manual of Corporate Governance p.5 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d the presence of Independent Directors and the combination of executive and non-executive Directors is one measure that the Company adapted in order that no director, small group of directors, and controlling shareholder group can dominate the decision-making process.</p> <p>Page 26 of the Revised Manual on Corporate Governance also recognizes that Shareholders' shall have appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 82 of the Corporation Code of the Philippines, under any of the following circumstances:</p> <ol style="list-style-type: none"> a. In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence; b. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code; and; c. In case of merger or consolidation. 	
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2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	The Company's public float as of 31 December 2017 is 31.49%.	
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Optional: Principle 13

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

Duties to Stakeholders

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

Recommendation 14.1

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Stakeholders are any individual, organization or society at large who can either affect and/or be affected by the company's strategies, policies, business decisions and operations, in general which includes, among others, customers, creditors, employees, suppliers, investors, as well as the government and community in which it operates. <ul style="list-style-type: none"> Revised Manual of Corporate Governance p.27 http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d	
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Recommendation 14.2

<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.27 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
Recommendation 14.3			
<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>Compliant</p>	<p>The stakeholders can voice their concerns and/or complaints for possible violation of their rights to the following:</p> <ol style="list-style-type: none"> Ms. Carolle Kabigting – Investor Relations Officer +632-908-8130 ckabigting@allianceglobalinc.com Ms. Dina D. Inting – Compliance Officer +632-709-2038 intingdin@ymail.com Atty. Dominic V. Isberto – Corporate Secretary +632-894-6300 dvisberto@megaworldcorp.com <p>Whistleblowing policy, practices and procedures for stakeholders - http://www.allianceglobalinc.com/CorporateGovernance.aspx</p>	

Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.10 and 27 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; 	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	The Company has not yet sought any exemption for the application of any law, rule or regulation especially when it refers to a corporate governance issue.	
2. Company respects intellectual property rights.	Compliant	<ul style="list-style-type: none"> Annual Report p.29-30 http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=a45caf57f21196ac43ca035510b6ec2b 	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare		Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.	
2. Company discloses its policies and practices that address supplier/contractor selection procedures		Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.	

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

Recommendation 15.1

<p>1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.28-29 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
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Supplement to Recommendation 15.1

<p>1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p.28-29 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Executive Stock Option Plan found on the Annual Report p.66 http://www.allianceglobalinc.com/portals/0/pdfs/AGI_17A_Dec2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=a45caf57f21196ac43ca035510b6ec2b 	
<p>3. Company has policies and practices on training and development of its employees.</p>	<p>Compliant</p>		

Recommendation 15.2

<p>1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.</p>	<p>Compliant</p>	<p>Relative to senior management and employees, the Human Resources Department of each subsidiary and affiliate implements and monitors compliance with the code of ethics or conduct.</p> <ul style="list-style-type: none"> Revised Manual of Corporate Governance p.10-11 <p>http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d</p>	
<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	<p>Compliant</p>	<p>Relative to senior management and employees, the Human Resources Department of each subsidiary and affiliate implements and monitors compliance with the code of ethics or conduct.</p> <ul style="list-style-type: none"> Revised Manual of Corporate Governance p.29 <p>http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d</p>	
<p>Supplement to Recommendation 15.2</p>			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>	<p>Compliant</p>	<p>Policy on offering, paying and receiving bribes. http://www.allianceglobalinc.com/CorporateGovernance.aspx</p>	
<p>Recommendation 15.3</p>			

<p>1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation</p>	<p>Compliant</p>	<p>Reports of wrongdoing may be made directly to the Chairman for proper disposition to ensure confidentiality of information and protection of the identity of the whistle blower.</p> <ul style="list-style-type: none"> • Code of Conduct http://www.allianceglobalinc.com/CorporateGovernance.aspx • Revised Manual of Corporate Governance p. 29 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d 	
<p>2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.</p>	<p>Compliant</p>	<p>Reports of wrongdoing may be made directly to the Chairman for proper disposition to ensure confidentiality of information and protection of the identity of the whistle blower.</p> <ul style="list-style-type: none"> • Code of Conduct http://www.allianceglobalinc.com/CorporateGovernance.aspx 	

<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance p. 29 http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d Code of Conduct http://www.allianceglobalinc.com/CorporateGovernance.aspx 	
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Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

Recommendation 16.1

<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> Revised Manual of Corporate Governance http://www.allianceglobalinc.com/portals/0/pdfs/AGI-RevisedManualOfCorporateGovernance2017.pdf; http://edge.pse.com.ph/openDiscViewer.do?edge_no=c4553be0349a3e9a3318251c9257320d <p>Press release dated 20 December 2016 on the donation of drug rehab facility - http://www.allianceglobalinc.com/portals/0/pdfs/PS-E-and-SEC/December-20-16DonationOfDrugRehabFacility.pdf</p> <p>Majority of these activities are undertaken directly at the subsidiary and associate level. Some of the Company's directors and officers may render some form of community service or social responsibility activity in connection with the activities of the respective subsidiaries and affiliates that they handle.</p>	
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Optional: Principle 16

1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development		Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.	
2. Company exerts effort to interact positively with the communities in which it operates		Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.	

2017 CORPORATE GOVERNANCE TRAINING

Date/Time: November 23, 2017 / 8:30 AM - 12:30 PM

Venue: Eastwood Richmonde Hotel, Eastwood City CyberPark, Bagumbayan, Quezon City

	Activity	Time	Speaker
I.	Registration/Attendance		
II.	Introduction	8:30 am – 8:35 am	
III.	<u>Labor Laws</u>	8:35 am – 9:15 am	Atty. Danilo C. Cunanan, CPA
IV.	<u>SEC Updates</u>	9:15 am – 9:55 am	Atty. Rosario S. Bernaldo, CPA
V.	<u>How to Improve Score in the ASEAN Corporate Governance Scorecard</u>	9:55 am – 10:35 am	Mr. Glenn J. Magcaling, CPA
VI.	Break	10:35 am – 10:45 am	
VII.	<u>Merits and Rewards</u>	10:45 am – 11:20 am	Mr Romeo De Jesus, CPA
VIII.	<u>Data Privacy Law</u>	11:35 am – 12:20 pm	Mr. Glenn J. Magcaling, CPA / Atty. Rosario S. Bernaldo, CPA
IX.	Open Forum and Accomplishment of Seminar Evaluation Form	12:20 pm – 12:30 pm	