



**SEC FORM – I-ACGR**

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

1. For the fiscal year ended 2018
2. SEC Identification Number CS200900917 3. BIR Tax Identification No. CS200900917
4. Exact name of issuer as specified in its charter **Italpinas Development Corporation**
5. Makati City, Philippines  
Province, Country or other jurisdiction of  
incorporation or organization
6.  (SEC Use Only)  
Industry Classification Code:
7. Unit 28C, BPI Philamlife Bldg., 6811 Ayala Ave. Makati, City  
Address of principal office          Postal Code
8. ( 02) 893-0328  
Issuer's telephone number, including area code
9. Not applicable  
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>The Board's Governance Responsibilities</b>			
<p><b>Principle 1:</b> 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>			
<b>Recommendation 1.1</b>			
<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	<p><b>Complied.</b></p>	<p>The Company's Manual on Corporate Governance which sets out the qualification of the board of directors provides:</p> <p><i>"1.2 c With relevant experience and credentials such as previous business experience in a corporation, membership in good standing in relevant industry and membership in business or professional organizations and practical understanding of the business of the Company and its subsidiaries."</i></p>	
<p>2. Board has an appropriate mix of competence and expertise.</p>	<p><b>Complied.</b></p>	<p>Furthermore, while the Company specific experience or qualification is not provided for purposes of flexibility depending on the requirements of the company, the Company's Manual on Corporate Governance further provides that the Nomination Committee shall:</p>	
<p>3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</p>	<p><b>Complied.</b></p>	<p><i>"2.2a Evaluate the qualifications of all persons nominated for election to the Board of Directors and recommend such adjustments in the Board structure and the skills and expertise required to meet the needs of the Company"</i></p>	

		Aside from the above requirement, the Company's BOD is composed of directors of various experience and expertise as can be seen in our roster of directors. We have attached the Company's Revised Corporate Governance (CG) Manual for reference.	
<b>Recommendation 1.2</b>			
1. Board is composed of a majority of non-executive directors.	<b>Complied.</b>	Please see link providing for the list of officers and directors of the Company:  <a href="http://www.italpinas.com">http://www.italpinas.com</a>	
<b>Recommendation 1.3</b>			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	<b>Complied.</b>	3.1e of the manual on corporate governance provides that the chairman shall:  "Assure(s) the availability of proper orientation for first-time directors and continuing training opportunities for all directors"	
2. Company has an orientation program for first time directors.	<b>Complied</b>		

3. Company has relevant annual continuing training for all directors.	<b>Complied.</b>		
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**Recommendation 1.4**

1. Board has a policy on board diversity.	<b>Complied.</b>	<p>The Manual of Corporate Governance Paragraph 3 of item 1.1 provides that:</p> <p>“The Board shall be composed of directors of proven integrity and having the appropriate mix of core competencies that would be relevant to the Company and help build a sustainable business. The Board shall encourage diversity in its composition as to age, gender, culture, skills, competence and knowledge. It shall endeavor to exercise an objective and independent judgment in the performance of its duties and responsibilities.”</p> <p>The board is composed of 7 male directors and 4 female directors, including the President, Corporate Secretary, and two Independent Directors.</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.

**Not  
complied**

While no explicit measurable objectives have been set specifically for implementing the board diversity policy, the Board and the Nomination Committee ensure that there is sufficient diversity in the Board's composition as their assessment and selection of a proposed candidate for director take into consideration diversity in background, skills and expertise, personal attributes and abilities so as to make a significant contribution to the Board, to the Company.



**Recommendation 1.5**

1. Board is assisted by a Corporate Secretary.	<b>Complied.</b>	Atty Christine P. Base is the appointed Corporate Secretary and assists the Board in the performance of its duties and responsibilities. She does not hold any other position in the Corporation as a Director and as a part of the audit committee.  Her biographical information and qualifications, including her present occupation and business experience, are described in the Company's Annual Report (17-A) and Information Statement (20:IS) duly submitted to the SEC and PSE and attached herein for reference.	
2. Corporate Secretary is a separate individual from the Compliance Officer.	<b>Complied.</b>		
3. Corporate Secretary is not a member of the Board of Directors.	<b>Not Complied.</b>		Ms. Base was elected as the Company's Director by reason of her various experience counselling her clients from different types of industries. Furthermore, her position as a corporate secretary does not affect and does not conflict her

			responsibilities as a director.
4. Corporate Secretary attends training/s on corporate governance.	<b>Complied.</b>	Atty. Christine C. Base, Corporate Secretary, has attended:  <i>1. Updates on Corporate Governance Regulatory Developments, Corporate Risk Management and Compliance with the Anti Money Laundering Law, 4-hour session conducted by the Philippine Corporate Enhancement and Governance, Inc. on December 20, 2017</i>	
<b>Optional: Recommendation 1.5</b>			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	<b>Complied.</b>	As a general rule, agenda materials for consideration of the Board are distributed to them at least 5 business days before the scheduled meeting. Please see attached notice of the regular meetings of the company.	
<b>Recommendation 1.6</b>			
1. Board is assisted by a Compliance Officer.	<b>Complied.</b>	Michelle Zuniga was the Compliance officer for the period. She assisted the Board in the performance of its duties and responsibilities. She was not a member of the Board of Directors.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	<b>Complied.</b>	She already resigned during the period and the company is currently looking for a replacement.  Her duties as Compliance Officer are described in Part A, Section 3.5 of the Revised Manual of CG, a copy of which is herein for reference.	
3. Compliance Officer is not a member of the board.	<b>Complied.</b>	Currently, the office of the Corporate secretary is doing the function of compliance officer.	

		Her duties as Compliance Officer are described in Part A, Section 3.5 of the Revised Manual of CG, a copy of which is herein attached for reference.	
4. Compliance Officer attends training/s on corporate governance.	<b>Not Applicable</b>		The Company does not have a Compliance Officer as of the moment

**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.	<b>Complied.</b>	The Board of Directors gives importance to its responsibilities as such. This can be seen in the meetings conducted by the company wherein acts of management are deliberated and approved by the board.	
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**Recommendation 2.2**



1. Board oversees the development, review and approval of the company's business objectives and strategy.

**Complied.**

Sections A.1.6 and 1.7 of the Corporation's Manual on Corporate Governance set out the Board responsibility for formulating the Corporation's business objectives and defining its strategic priorities for sustainability.

2. Board oversees and monitors the implementation of the company's business objectives and strategy.

**Complied.**

This can be seen in the meetings conducted by the company wherein both the direction and the acts of management are deliberated and approved by the board.

<p>1. Board has a clearly defined and updated vision, mission and core values.</p>	<p><b>Complied.</b></p>	<p>The Company's vision and mission statement and core values are disclosed in the Annual Report of Management to the Shareholders (a copy of which made available through the Company's website at the following link:</p> <p><a href="http://www.italpinas.com">http://www.italpinas.com</a></p> <p>The Board reviews the Company's vision and mission at least once a year and, when necessary, updates it.</p>	
<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p>	<p><b>Complied.</b></p>	<p>The board of directors, upon recommendation from management, deliberates the best possible direction of the Company. Upon approval, the board reviews the progress of this direction through its regular quarterly board meetings or its special board meetings when applicable.</p>	
<p><b>Recommendation 2.3</b></p>			

<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p><b>Complied.</b></p>	<p><b>Arch. Romolo Valentino Nati</b>, 47 years old, Italian, is a multi-awarded green architect, sustainable developer and multi-awarded car designer (BMW and Mitsubishi). He has been awarded in Italy, Estonia and the Philippines. He graduated “Summa Cum Laude” in Architecture in Rome at the University of Rome “La Sapienza” and has a Specialization Course in Urban Landscape and Layers from University of Tallin, Estonia and currently taking an Executive Master’s in Business Administration from Asian Institute of Management, Philippines. Arch. Nati is primarily responsible for the overall management and implementation of the Company’s projects. He particularly enjoys working in a team environment, collaborating with the development and design teams from concepts, early site and product development through project sell-out.</p> <p>His biographical information and qualifications, including his present occupation and business experience, are described in the Company’s Annual Report (17-A) and Information Statement (20:IS) duly submitted to the SEC and PSE.</p>	
<p><b>Recommendation 2.4</b></p>			
<p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p>	<p><b>Complied.</b></p>	<p>The board ensures that there is an effective succession plan for directors, key officers, and management.</p> <p>Employees with potential are given opportunities to hone their leadership skills through various trainings available and mentoring programs to be viable for more senior roles in the Company.</p> <p>Also, the Nomination Committee works to ensure that a short list of experts and professionals having the leadership experience, skills-set and expertise relevant to the business of the Corporation is available in case a director or key senior officer would be retiring.</p>	

<p>2. Board adopts a policy on the retirement for directors and key officers.</p>	<p><b>Not complied</b></p>	<p>The Company's By-Laws provide for a one-year term for elected Directors who may stand for re-election. All nominees for election or re-election for Board membership undergo an assessment process through the Nomination Committee who screens the candidates in line with the Company's strategic goals and needs of the Board and requirement to refresh and recruit new directors and key officers.</p>	<p>The Board has yet to fix a specific retirement age policy for its directors and key officers. However, to aid in the Board renewal process, the Company adopts a robust performance evaluation for the Board and senior management and continuous assessment of Board skills set requirements.</p>
<p><b>Recommendation 2.5</b></p>			
<p>1. Board aligns the remuneration of key officers and board members with long-term interests of the company.</p> <p>2. Board adopts a policy specifying the relationship between remuneration and performance.</p>	<p><b>Complied.</b></p> <p><b>Not Complied.</b></p>	<p>Other than the payment of reasonable per diem allowances as discussed below, there are no standard arrangements pursuant to which directors of the Company are compensated, or are to be compensated, directly or indirectly, for any services provided as a director. The remuneration of key officers and board members are aligned with long-term interests of the company.</p>	<p>The board through the remuneration committee adopts a policy specifying the relationship between remuneration/promotion and performance. While not in writing, the same is applied by the board as can be seen in the performance of its employees.</p>

<p>3. Directors do not participate in discussions or deliberations involving his/her own remuneration.</p>	<p><b>Complied.</b></p>	<p>No director is involved in directly deciding his/her remuneration. Upon management recommendation, the board ratifies any changes in the remuneration and the same is ratified by the shareholders during its regular meetings.</p> <p>Non-executive directors do not receive options, share-based incentives or bonuses.</p> <p>The director's compensation is also described in the Company's Annual Report (17-A) and Information Statement (20:IS) duly submitted to the SEC and PSE.</p>	
<b>Optional: Recommendation 2.5</b>			
<p>1. Board approves the remuneration of senior executives.</p>	<p><b>Not Complied.</b></p>		<p>While the Board do not approve remuneration of senior executives, the remuneration committee regularly reports to the board the rationale and process of determining executive compensation.</p>
<p>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</p>	<p><b>Complied.</b></p>	<p>The variable remuneration packages of the President &amp; the CEO and Top 4 senior officers is based on achievement of certain target performance criteria linked with the annual budget and other parameters.</p>	

back provision and deferred bonuses.			
<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy.	<b>Complied.</b>	<p>The Board has adopted a formal and transparent board nomination and election policy.</p> <p>This policy is also disclosed in the Definitive Information Statement provided to the Shareholders in connection with the holding of the Corporation's Annual Stockholders' Meeting.</p>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	<b>Alternative practice provided</b>	<p>In accordance with the mandate provided Company's By-Laws, the Nomination Committee has prescribed the procedures for the nomination and election of directors as well as screening policies and parameters in the review of the qualifications of the nominees for election to the Board of Directors. The qualification standards for Independent directors and directors in general are also set out in the Company's Manual of Corporate Governance.</p> <p>In accordance with the Corporation Code, any shareholder, including minority shareholders, has a right to nominate candidates to the Board.</p>	<p>The Board has adopted a formal and transparent board nomination and election. The procedure and criteria for board nomination and election is also provided in the Information Statement (copies of which are available in the Company's website at the following link :</p> <p><a href="http://www.italpinas.com">http://www.italpinas.com</a></p> <p>provided to the Shareholders in connection with the holding of the Annual Stockholders' Meeting for the election of directors, among others.</p>

			<p>This alternative practice not only addresses the same objectives to be achieved by the incorporation of such policies in the CG Manual but it also better ensures that this is communicated directly and adopted by the Nomination Committee who is tasked to implement the policy.</p>
<p>3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.</p> <p>4. Board nomination and election policy includes how the board shortlists candidates.</p> <p>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.</p>	<p><b>Complied.</b></p> <p><b>Complied.</b></p> <p><b>Complied.</b></p>	<p>Written nominations by any stockholders shall be received by the corporation not earlier than 40 days from the ASM but not later than 20 days before the date of the Annual General Meeting of the Stockholders. The Nomination Committee pre screens and short lists the nominees for election by the shareholders during the annual meeting. This is provided for the bylaws of the company and is explained in the notice and information statements sent out by the Company which is submitted to the SEC, disclosed with the PSE, and furnished to all stockholders of record. Copy of the Information Statement is attached herein for reference.</p>	

<p>6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.</p>	<p><b>Complied.</b></p>	<p>The Board and Nomination Committee's assessment of a proposed candidate involve considerations of the diversity in the Board's composition including a review of the nominee's experience, specialized expertise in the industry, understanding of issues affecting the Company, as well as the current composition of the Board, the balance of management and independent directors, the need for independent oversight and evaluations.</p>	
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**Optional: Recommendation to 2.6**

<p>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.</p>	<p><b>Not Complied.</b></p>		<p>While we do not use professional search firms, we consult other external sources such as professionals we have and are currently working with, or tap people we know in the industry to be of good qualification and reputation.</p>
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**Recommendation 2.7**



<p>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.</p>	<p><b>Not Complied.</b></p>
<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p><b>Not Complied.</b></p>
<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p><b>Not Complied.</b></p>

<p>While the Company has not adopted written policies regarding transactions with related persons, the audit committee looks into related party transactions to make sure that there are no conflict of interest with the directors, officers, and employees. As a matter of practice, all directors, officers and employees have to declare any interest which could conflict with the Company's interest and abstain from voting or approving on matters in which they have an interest.</p>
<p>By practice, there is proper reporting, review and approval of transactions between the Company and/or its subsidiaries with any of its directors, officers, significant shareholders (beneficial share ownership of more than 10%), or certain entities or persons related to them ("Related Parties") with related parties to ensure that transactions entered by the Company or its subsidiaries with related parties will be</p>

			<p>on terms no less favourable to the Company and/or subsidiaries than those entered into with unrelated parties on arm's length normal commercial terms and will not be prejudicial to the Company, its subsidiaries and its minority shareholders.</p>
<b>Supplement to Recommendations 2.7</b>			
<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</p>	<p><b>Not Complied.</b></p>		<p>While we do not have a written policy, by practice, the audit committee looks into, reviews, and approves transaction which either individually or part of a series of transactions, other than recurrent related party transactions of revenue or trading nature or those necessary for its day-to-day operations, which exceeds Three Million Pesos (PhP3,000,000.00) in value per year.</p> <p>If the related party transaction exceeds Ten Million Pesos (PhP 10,000,000.00) the same is further subjected to the approval by the Board of</p>

disclosure and approval.			<p>Directors, and shall require further the approval of at least two independent directors who have no interest in the transaction.</p> <p>Compensation of directors and chief executive officer will be approved by the Remuneration Committee.</p>
Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	<b>Alternative practice provided</b>		<p>In lieu of a specific requirement on approval by majority vote of non-related/ public shareholders of transactions with related parties, the policy/practice adopted by the Board requires the approval by at least two independent directors of the transaction with related parties exceeding the threshold of P10 million in value. The independent directors act on behalf of the minority shareholders in approving or disapproving related party transactions.</p>
<b>Recommendation 2.8</b>			

<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><b>Not Complied.</b></p>	<p>Under Section B. 1.7 (q) of the Company's Revised Manual of Corporate Governance, it is the duty of the Board to approve the selection and appointment of the Chief Compliance Officer, the Chief Risk Officer and Chief Audit Executive.</p> <p>The Company's Bylaws attached herein for reference also provides for the duty of the Board to select and appoint the Chief Executive Officer.</p> <p>The list of individuals comprising the company's Management Team is available under the Company's website at the following link:</p> <p><a href="http://www.italpinas.com">http://www.italpinas.com</a></p>	<p>While the Company has set forth a mechanism to appoint control functions, the company have yet to appoint them but intends to do after the upcoming organizational meeting.</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><b>Complied.</b></p>	<p>Formal appraisals are conducted annually after the end of the year, during which the Management team are individually assessed based on the agreed key performance indicators in support the business strategies, objectives and financial goals.</p>	

**Recommendation 2.9**

<p>1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.</p>	<p><b>Not Complied.</b></p>		<p>The Company has an Annual Performance review.</p>
<p>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p>	<p><b>Not Complied.</b></p>		
<b>Recommendation 2.10</b>			
<p>1. Board oversees that an appropriate internal control system is in place.</p>	<p><b>Complied.</b></p>	<p>Under Section B. 1.7 of the Company's Revised Manual of Corporate Governance, the Board has the responsibility to ensure the adoption, adequacy and effectiveness of organizational and operational internal controls.</p>	

2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	<b>Not Complied.</b>		While not in writing yet, the Company has implemented a Conflict of Interest mechanism for conflict avoidance and management.
3. Board approves the Internal Audit Charter.	<b>Not Complied.</b>		The Company is currently drafting an internal audit charter.
<b>Recommendation 2.11</b>			
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.	<b>Complied.</b>	Section B 1.7 of the Company's Revised Manual of Corporate Governance sets out the Board's responsibility to ensure that a sound ERP system is in place.	

<p>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.</p>	<p><b>Not Complied</b></p>		<p>The Company is in the process of enhancing its risk management systems and is currently developing a formal enterprise-wide integrated risk management framework for a more comprehensive and coordinated risk response strategy.</p>
<p><b>Recommendation 2.12</b></p>			
<p>1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.</p> <p>2. Board Charter serves as a guide to the directors in the performance of their functions.</p> <p>3. Board Charter is publicly available and posted on the company's website.</p>	<p><b>Not Complied</b></p> <p><b>Not Complied</b></p> <p><b>Not Complied</b></p>		<p>The Company is currently drafting its board charter.</p>

Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	<b>Not Complied</b>		The Company is currently drafting its insider trading policy.
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.	<b>Complied</b>	While no loans are being granted to directors, any such transaction will be governed overseen by the audit committee.	
2. Company discloses the types of decision requiring board of directors' approval.	<b>Complied</b>	Section B 1.7 of the Company's Revised Manual of Corporate Governance lists the matters under the responsibility and authority of the Board to act upon. Significant matters approved by the Board are immediately disclosed by the Company through the PSE Edge Disclosure System and reported to the SEC under SEC Form 17-C, copies of which are available in the Company website at the following link:  <a href="http://www.italpinas.com">http://www.italpinas.com</a>	
<p><b>Principle 3:</b> 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.</p>			
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><b>Complied.</b></p>	<p>Section B.2 of the Company's Revised Manual of Corporate Governance sets out the standing committees of the Board.</p>	
<p><b>Recommendation 3.2</b></p>			
<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</p>	<p><b>Complied.</b></p>	<p>Section B.2.1 of the Company's Revised Manual of Corporate Governance sets out duties and responsibilities of the Audit Committee, including its responsibility to recommend for the appointment and removal of the Company's external auditor.</p>	



2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	<b>Not Complied</b>		
<b>Optional: Recommendation 3.2</b>			
1. Audit Committee meet at least four times during the year.	<b>Complied.</b>		
2. Audit Committee approves the appointment and removal of the internal auditor.	<b>Partly Complied.</b>		While the Audit Committee is tasked to appoint the internal auditor, the committee has yet to recommend the appointment of an internal auditor.
<b>Recommendation 3.3</b>			

<p>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.</p>	<p><b>Not Complied.</b></p>	<p>Section B 1.7 of the Company's Revised Manual of Corporate Governance provide for the organization of the CG Committee.</p>	<p>The Board has yet to organize the committee and elect its members. In the meantime however, the audit committee is currently performing the functions laid out by the Company's CG Manual.</p>
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>			

3. Chairman of the Corporate Governance Committee is an independent director.			
<b>Optional: Recommendation 3.3.</b>			
1. Corporate Governance Committee meet at least twice during the year.	<b>Not Complied.</b>		The board has yet to establish the committee. In the meantime however, the audit committee is performing envisioned CG Committee's function.
<b>Recommendation 3.4</b>			
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.	<b>Not Complied</b>	Section B 1.7 of the Company's Revised Manual of Corporate Governance provide for the organization of the Board Risk Oversight Committee	The Board has yet to establish the committee.

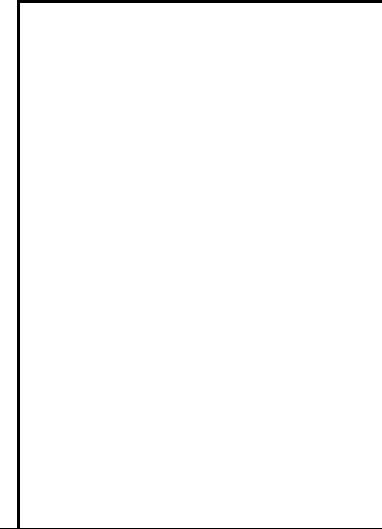
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	<b>Not Complied</b>
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	<b>Not Complied</b>

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<p>4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.</p>	<p><b>Not Complied</b></p>		
<p><b>Recommendation 3.5</b></p>			
<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>Not Complied.</p>	<p>Section B 1.7 of the Company's Revised Manual of Corporate Governance provide for the organization of the RPT Committee</p>	<p>The board has yet to establish the Committee. However, the function is currently being performed by the AC Committee.</p>

2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.

Not Complied.



Recommendation 3.6



1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.

Not  
Complied.

The Company is currently drafting the respective manuals of the committees. However, the board through the existing committees endeavors to run the company under a best practices principle.

2. Committee Charters provide standards for evaluating the performance of the Committees.

3. Committee Charters were fully disclosed on the company's website.

**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**

<p>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.</p>	<p>Complied.</p>	<p>The Board of Directors are present majority of the time in person and actively participate in the same. Prior to meetings, the board is furnished with materials to be briefed on the upcoming agenda items and are given an opportunity to raise questions, suggest alternative solutions to items raised.</p>	
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>			
<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>			

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>Complied.</p>	<p>The Revised CG Manual provides that:</p> <p>The non-executive directors of the Board shall concurrently serve in other directorships up to a maximum of five publicly listed companies to demonstrate their commitment and availability to attend to the affairs of the Company and carry out their duties adequately. All directors shall submit to a low indicative limit on director appointments in other non-listed non-group companies.</p>	
Recommendation 4.3			
<p>1. The directors notify the company's board before accepting a directorship in another company.</p>	<p>Complied</p>	<p>The members of the Board of Directors discusses with both management and with the rest of the board of directors whenever they accept directorship in other companies. There were no such instance in the period.</p>	
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.	Complied.	The backgrounds of the executive directors are provided in the Information Statements filed with both SEC and PSE.	
2. Company schedules board of directors' meetings before the start of the financial year.	Not Complied.	The Company schedules its meetings at the organizational meetings after the general shareholders' meetings.	
4. Board of directors meet at least six times during the year.	Not Complied.		The board schedules 4 regular meetings annually but conducts special meetings as they deem fit.

<p>5. Company requires as minimum quorum of at least 2/3 for board decisions.</p>	<p>Not Complied.</p>		<p>The Board only requires majority votes as required by law. However, the board as much as practicable tries to vote unanimously. Thus, when there are pending questions on agenda items, the board as much as practicable defers the resolution of the same until the same is resolved unanimously.</p>
<p><b>Principle 5:</b> The board should endeavor to exercise an objective and independent judgment on all corporate affairs</p>			
<p><b>Recommendation 5.1</b></p>			

<p>1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.</p>	<p>Not Complied.</p>		<p>The Board intends to vote 3 IDs in their upcoming board meeting. In fact, three IDs were nominated in the current IS for the 2018 ASM of the Company.</p>
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**Recommendation 5.2**

<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>		<p>Please refer to the link below proving for the backgrounds of the directors, including the IDs.</p> <p><a href="http://www.italpinas.com">http://www.italpinas.com</a></p>	
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**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>Complied.</p>	<p>The Company's IS provides for this statement.</p>	
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**Recommendation 5.3**



1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).

Complied.

Summary of the backgrounds including the terms of the directors are provided for in the Annual Report and the IS filed with the SEC and disclosed with the PSE.



<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	<p>Complied.</p>	<p>1.3 of the revised CG manual provides:</p> <p>An independent director who has served the maximum cumulative term of 9 years as independent director shall be disqualified from being re-elected as independent director of the Company</p>	
<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>Not applicable.</p>	<p>The Company has never such instance and so this is not applicable.</p>	

**Recommendation 5.4**

<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>The Chairmanship is held by Mr. Romolo Nati while the position of President is held by Jose D. Leviste.</p>	
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>The revised CG manual provides:</p> <p>3.1 In addition to his duties and responsibilities under the By-Laws, the Chairman of the Board, shall have the following roles and responsibilities, among others:</p> <ul style="list-style-type: none"> <li>a. Makes certain that the meeting agenda focuses on strategic matters, including the overall risk appetite of the Company, considering the developments in the business and regulatory environments, key governance concerns, and contentious issues that will significantly affect operations;</li> <li>b. Guarantees that the Board receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound decisions;</li> </ul>	

- c. Facilitates discussions on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual directors;
- d. Ensures that the Board sufficiently challenges and inquires on reports submitted and representations made by Management;
- e. Assures the availability of proper orientation for first-time directors and continuing training opportunities for all directors;
- f. Makes sure that performance of the Board is evaluated at least once a year and discussed/followed up on; and
- g. Maintain qualitative and timely lines of communication and information between the Board and Management.

### 3.2 Chief Executive Officer

In addition to his duties and responsibilities under the By-Laws, the Chief Executive Officer shall have the following responsibilities:

- a) Provide general supervision of the business, affairs, and property of the Company and over its employees and officers;
- b) see that all orders and resolutions of the Board of Directors are carried into effect;

		<p>c) Submit to the Board as soon as possible after the close of each fiscal year, and to the stockholders at the annual meeting, a complete report of the operations of the Company for the preceding year, and the state of its affairs; and</p> <p>Report to the Board from time to time all matters within his knowledge which will have a bearing on the interest of the Company and may require to be brought to the Board's attention.</p> <p>The Chairman and the CEO is not related by affinity or consanguinity.</p>	
<b>Recommendation 5.5</b>			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Not Complied.		The Company's Chairman is not an ID. Furthermore, the Company has yet to appoint a lead ID but intends to do so in its upcoming organizational meeting.
<b>Recommendation 5.6</b>			

<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>Complied.</p>		
<b>Recommendation 5.7</b>			
<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>Not Complied</p>		<p>The audit committee meets with the external auditors.</p>

2. The meetings are chaired by the lead independent director.			
<b>Optional: Principle 5</b>			
1. None of the directors is a former CEO of the company in the past 2 years.		Mr. Jose D. Leviste is the Company's President and has been a director of the Company since inception.	
<b>Principle 6:</b> 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.			
<b>Recommendation 6.1</b>			
1. Board conducts an annual self-assessment of its performance as a whole.	Not Complied.		The board intends to conduct the self-assessment at the end of the term as such or prior to the ASM.

2. The Chairman conducts a self-assessment of his performance.			
3. The individual members conduct a self-assessment of their performance.			
4. Each committee conducts a self-assessment of its performance.			



<p>5. Every three years, the assessments are supported by an external facilitator.</p>	<p>Not Applicable</p>		<p>The board has yet to conduct its initial self-assessment of the board performance.</p>
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**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>Not Complied.</p>		<p>While the Company has not yet approved a process, the shareholders are given the opportunity to judge and elect its directors based on the performance of its board.</p>
<p>2. The system allows for a feedback mechanism from the shareholders.</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>Not Complied.</p>		<p>The board is currently drafting a code of ethics. While it has not yet been finalized the board through the audit committee sees to it that the company adopts best practices as suggested by the relevant rules of the SEC and the Exchange.</p>
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>			

3. The Code is disclosed and made available to the public through the company website.			
<b>Supplement to Recommendation 7.1</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Not Complied.		The Company is currently drafting a whistleblowing policy in order to prevent any bribery.
<b>Recommendation 7.2</b>			

<p>1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.</p>	<p>Not complied.</p>		<p>Same as 7.1 above.</p>
<p>2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.</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>Not complied with.</p>	<p>List of Disclosures can be found in the Company's website through the following link:</p> <p><a href="http://www.italpinas.com">http://www.italpinas.com</a></p>	<p>The board follows the relevant disclosure rules of the SEC and the PSE and regularly inform the directors, officers and employees of the same.</p>
<p><b>Supplement to Recommendations 8.1</b></p>			
<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>Not Complied</p>		<p>The AFS is submitted and disclosed at least 105 days from the end of the audit period while the quarterly FS is submitted and disclosed within 45 days from the end of the reporting period.</p>

<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>Not Complied.</p>	<p>A copy of the company's annual report may be found in the Company's website through this link:   <a href="http://www.italpinas.com">http://www.italpinas.com</a></p> <p>1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders;</p> <p>2. cross-holdings among company affiliates; and</p> <p>3. any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	
<b>Recommendation 8.2</b>			
<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>Not Complied.</p>		<p>While the Company does not have a written policy on the same, the board regularly reminds its members as well as the key officers about the requirement to disclose within 2-3 days to give the company</p>

<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>ample time to disclose the same with the SEC and the PSE.</p>
<p>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).

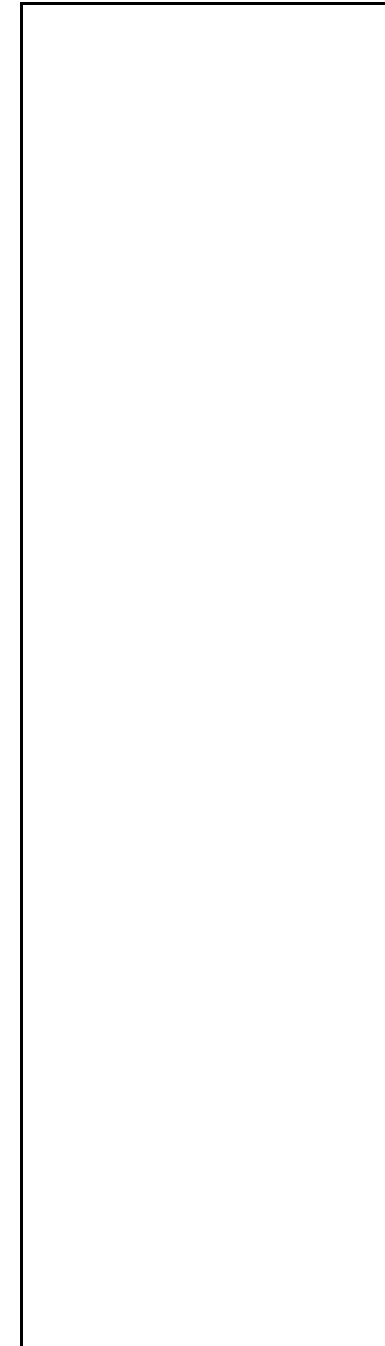
Complied.

Please refer to the top 100 shareholders as disclosed.

<http://www.italpinas.com>

Provide link or reference to the company's Conglomerate Map.

<http://www.italpinas.com>



**Recommendation 8.3**

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.

Complied.

The qualifications of the directors and key officers are provided in its IS and annual reports as attached herein.

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.

Complied.

Same as above.

1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.

Not complied.

While policies for board remuneration have not been set in writing yet, the company through the remuneration committee is currently drafting the policy.

2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.

<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>Not Complied.</p>		<p>The company discloses the top executive compensation lumped as a group. The remuneration of executives are competitive and within industry standards.</p>
<p><b>Recommendation 8.5</b></p>			
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>Not Complied.</p>		<p>As discussed above, the company is currently drafting its RPT policies. However, the audit committee is monitoring any RPTs of the Company.</p>

Complied.

There have been no RPT involving the directors.

2. Company discloses material or significant RPTs reviewed and approved during the year.

Not Complied.

The Annual Report(with AFS) of the Company refers to related party transactions.



**Supplement to Recommendation 8.5**

1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Not applicable.	Same as above, there have been no such incidents.	
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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>Not complied.</p>		<p>Same as above, the company has yet approved an RPT Policy Manual.</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>Complied.</p>	<p>While the website of the Company as well as PSE EDGE is used for purposes of disclosing to the public such transactions, there have been no such incident.</p>	
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<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	<p>Not Complied.</p>	<p>The company relies mainly on its own officers with years of experience in the field, as well as professionals in determining fairness of transaction prices. While no formal engagements are made, the company's management consults professionals in determining fairness of transactions.</p>	
<p><b>Supplement to Recommendation 8.6</b></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>Complied.</p>	<p>The Company's IS provides for such statement as attached herein.</p>	
<p><b>Recommendation 8.7</b></p>			

<p>1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).</p>		<p>The CG policies and programs are all in the revised manual and may be viewed at:</p> <p><a href="http://www.italpinas.com">http://www.italpinas.com</a></p> <p>Said manual was submitted to the SEC.</p>	
<p>2. Company's MCG is submitted to the SEC and PSE.</p>			

3. Company's MCG is posted on its company website.

**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.

The revised manual was submitted with the SEC. Please refer to the CG Manual duly received.

1. Does the company's Annual Report disclose the following information:	Complied.	The annual report is posted at:  <a href="http://www.italpinas.com">http://www.italpinas.com</a>	
a. Corporate Objectives	Complied.		
b. Financial performance indicators	Complied.		
c. Non-financial performance indicators	Not Complied.		

d. Dividend Policy	Complied.		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Complied.		

<p>f. Attendance details of each director in all directors meetings held during the year</p>	<p>Not Complied.</p>		<p>This is not a requirement. However, the company previously provides this in the old CGR form</p>
<p>g. Total remuneration of each member of the board of directors</p>	<p>Not Complied.</p>		<p>The top remunerations are lumped as a group.</p>
<p>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.</p>	<p>Not Complied.</p>		<p>The CGR was no longer required to be attached in the annual report. However, the Company always adhered to the rules of the Code of Corporate Governance.</p>



<p>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.</p>	<p>Not Complied.</p>		<p>While no such disclosure was made as this was not required, the directors actually conduct a review of the company's material controls.</p>
<p>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.</p>			
<p>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).</p>	<p>Complied.</p>	<p>Risks are found in part I of the annual report.</p>	

**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.

Not complied

Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.

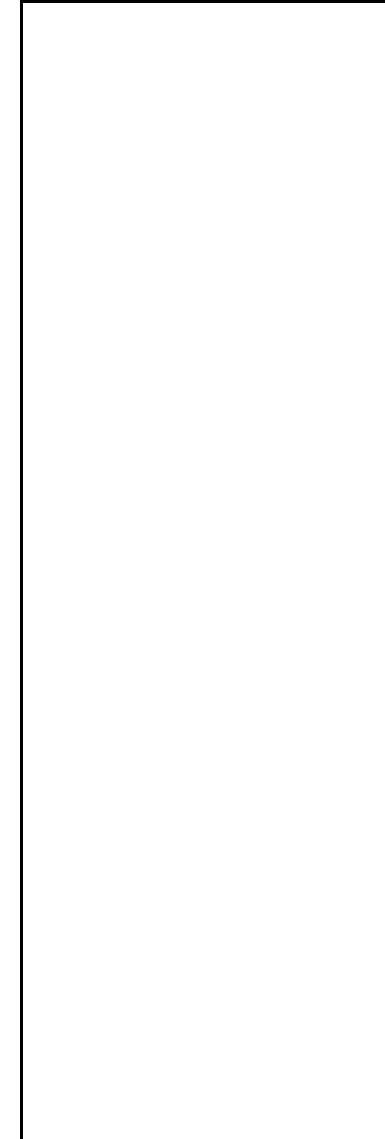
The company is currently drafting the committee manual which will also cover the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.

<p>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.</p>	<p>Not Complied.</p>	<p>The shareholders approved Roxas Cruz Tagle, and Co. as the external auditor by 100% of those present and represented in the meeting.</p>	
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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.

Not applicable

There have been no such incident.



<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Complied.</p>	<p>5.1B provides that:  The Company's external auditor shall be rotated or the handling partner shall be changed every five (5) years or earlier or the signing partner of the external auditing firm assigned to the Company, shall be changed with the same frequency.</p>	
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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"> <li>i. assessing the integrity and independence of external auditors;</li> <li>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</li> <li>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</li> </ul>	<p>Not Complied.</p>		<p>The Company is currently drafting the manual.</p>
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2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.

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.

Not complied.

The company is currently drafting its audit committee charter.



2. Audit Committee ensures that the external auditor has adequate quality control procedures.

Recommendation 9.3

1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.

Company.

There were no non-audit services that were provided by the external auditor as disclosed in SEC 17-A report.



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.

Not  
Complied.

The Company is currently drafting the audit committee manual whereby a policy on potential conflict of interest situations for auditors will be covered.

<p>1. Fees paid for non-audit services do not outweigh the fees paid for audit services.</p>			
<b>Additional Recommendation to Principle 9</b>			
<p>1. Company's external auditor is duly accredited by the SEC under Group A category.</p>	<p>Complied.</p>	<p>Provide information on company's external auditor, such as:</p> <ol style="list-style-type: none"> <li>1. Name of the audit engagement partner; <b>Maria Carmina A. Ussher</b></li> <li>2. Accreditation number; <b>CPA Certificate No. 0068006</b> <b>SEC Accreditation No. 1542-A (Individual) (Group A)</b></li> <li>3. Date Accredited; <b>March 9, 2016</b></li> <li>4. Expiry date of accreditation; <b>May 1, 2019</b></li> </ol> <p>And</p> <ol style="list-style-type: none"> <li>5. Name, address, contact number of the audit firm. <b>Roxas Cruz Tagle and Co</b></li> </ol>	

		7 <sup>th</sup> Floor MIB Centre, 6805 Makati City 02 8442016	
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).	Complied.	<b>The Company's external auditors agreed to be subjected to SOAR inspection however, as of to date, the external auditors are not yet subjected to SOAR inspection.</b>	



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

**Recommendation 10.1**

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.

Not complied.

The company intends to draft relevant policy manuals on disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance

2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.

**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**

<p>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.</p>	<p>Not complied.</p>		<p>While the company do not use communication channels, management invites media in shareholder meetings as well as uploads updates in its websites. There are relevant articles on the progress of the company from time to time. The website is also updated on the current projects of the company.</p> <p><a href="http://www.italpinas.com">http://www.italpinas.com</a></p>
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1. Company has a website disclosing up-to-date information on the following:	Complied.	Provide link to company website	
a. Financial statements/reports (latest quarterly)	Complied.	<a href="http://www.italpinas.com">http://www.italpinas.com</a>	
b. Materials provided in briefings to analysts and media	Complied.		

c. Downloadable annual report	Complied.	<a href="http://www.italpinas.com">http://www.italpinas.com</a>	
d. Notice of ASM and/or SSM	Complied.		
e. Minutes of ASM and/or SSM	Complied.		
f. Company's Articles of Incorporation and By-Laws	Complied.		

**Additional Recommendation to Principle 11**

1. Company complies with SEC-prescribed website template.	Complied.		
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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.	<b>Complied.</b>	The Company's Internal Audit Department conducts review of the internal control system to improve the adequacy and effectiveness of controls. Internal audit reviews are conducted periodically throughout the year.	
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2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.

Not Complied.

The Internal Audit Department identifies and monitors company risks. But no written policy or procedure in place. The department currently uses standard audit practices.

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.

Not  
Complied.

While the Company has not finalized yet an enterprise wide compliance program, the company through management monitors strict compliance to any and all relevant regulatory requirements.

<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>Complied.</p>	<p>The Company has set policies on handling of server protection, virus prevention, employee responsibility, and website integrity.</p>	
<p>Recommendation 12.2</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.

Complied.

The Internal audit is in-house.

1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.

Not Complied.

The board has yet to appoint a CAE.



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.

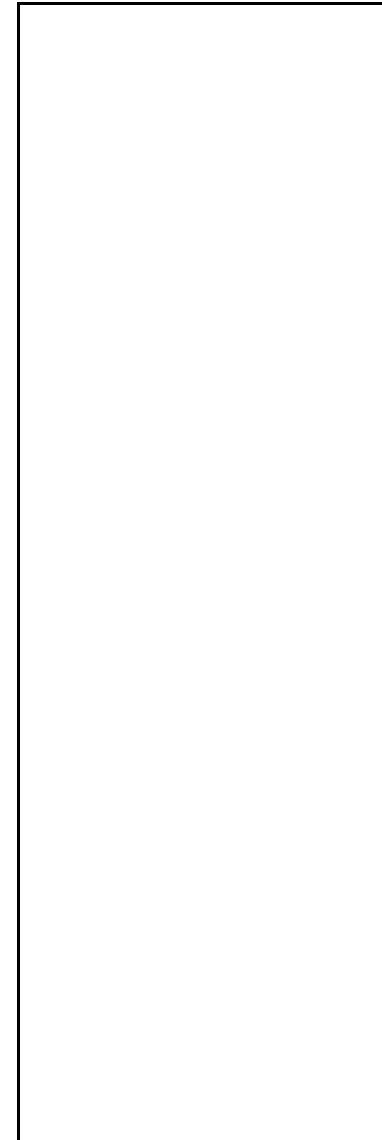
Not Complied.

The Company has yet to hire a CAE. The internal audit function is currently being performed through the Audit Committee.

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.

Not applicable

The Company does not outsource internal audit activity.



<p>1. Company has a separate risk management function to identify, assess and monitor key risk exposures.</p>	<p>Not complied.</p>	<p>Provide information on company's risk management function.</p>	<p>The company has yet to appoint a chief risk officer but intends to meet with the board to discuss the necessity of the same considering the size and nature of operations of the company.</p>
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Supplement to Recommendation 12.4

1. Company seeks external technical support in risk management when such competence is not available internally.

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).

Not complied.

Same as 12.4 above.

<p>2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.</p>			
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**Additional Recommendation to Principle 12**

<p>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.</p>	<p>Not complied.</p>		<p>The CEO and Internal auditor will attest to the soundness of the internal audit, control and compliance system once the relevant policies have been drafted and approved by the board.</p>
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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.	Complied.	Section 8 of the revised CG Manual of the Company provides for the basic rights of shareholders.	
2. Board ensures that basic shareholder rights are disclosed on the company's website.		Provide link to company's website  <a href="http://www.italpinas.com">http://www.italpinas.com</a>	
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share.	Complied.		
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Complied.	Please refer to rights of the shareholders: <ul style="list-style-type: none"> <li>(i) Right to vote on all matters that require their consent or approval;</li> <li>(ii) Right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code.</li> <li>(iii) Exercise cumulative voting in the election of directors.</li> <li>(iv) No director shall not be removed without cause if it will deny minority shareholders representation in the Board.</li> <li>(v) Right to inspect corporate books and records;</li> <li>(vi) Right to information;</li> </ul>	

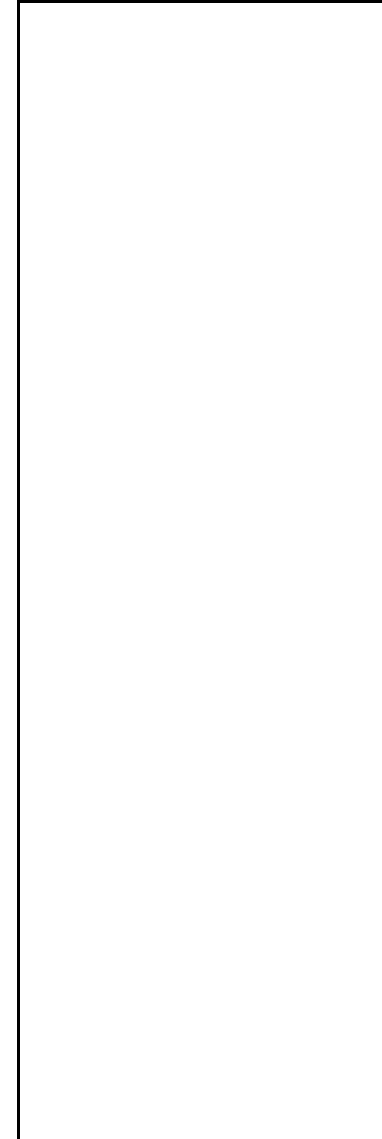
		<p>(vii) Right of minority shareholders to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purpose.</p> <p>(viii) Right to receive dividends that may be declared by the Board</p> <p>(ix) Appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided under Section 82 of the Corporation Code</p>	
3. Board has an effective, secure, and efficient voting system.	Complied.	Please see link: <a href="http://www.italpinas.com">http://www.italpinas.com</a>	



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.

Complied.

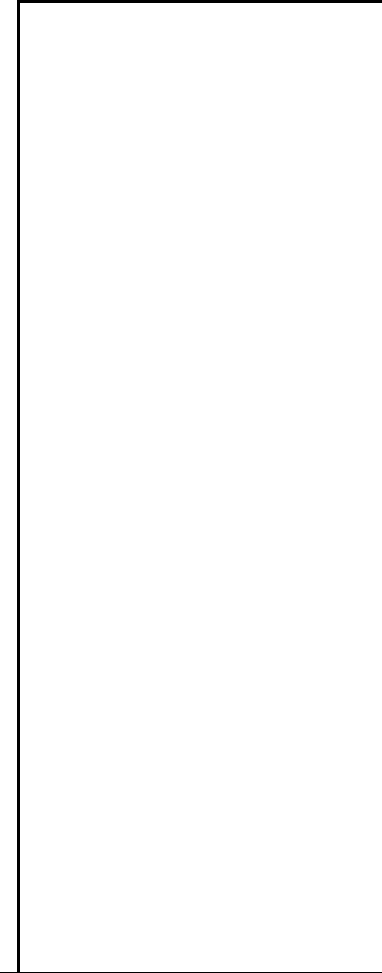
Please refer to 13.1.2 above.



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.

Complied.

While this is allowed, no such instance occurred during the period.



<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Complied.</p>	<p>Please refer to 13.1.2 above.</p>	
<p>7. Company has a transparent and specific dividend policy.</p>	<p>Not Complied.</p>	<p>The Company has no restrictions that will limit the ability to pay dividends on common equity. But the Company, as a general rule, shall only declare from surplus profit as determined by the Board of Directors as long as such declaration will not impair the capital of the Company.</p>	

The company declared dividends and paid said dividends more than 60 days after said declaration.

The company followed the PSE rules on declaration of dividends and payment thereof from the date of record date.

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>Not complied.</p>		<p>The Company's office of the corporate secretary and transfer agent, both of whom are external, handles vote validation.</p>
<p><b>Recommendation 13.2</b></p>			
<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>Not complied.</p>	<p>At least 15 business days.</p>	<p>The company follows the minimum rules of the SEC and PSE.</p>

	Not applicable.	<p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS):</p> <p><a href="http://www.italpinas.com">http://www.italpinas.com</a></p>	There were no substantial changes in remuneration during the period.
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**Supplemental to Recommendation 13.2**

1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Complied.	<p>Provide link or reference to the company's notice of Annual Shareholders' Meeting</p> <p><a href="http://www.italpinas.com">http://www.italpinas.com</a></p>	
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a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)

b. Auditors seeking appointment/re-appointment


c. Proxy documents			
<b>Optional: Recommendation 13.2</b>			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Not applicable.		The ASM for the period did not have any material agenda item that requires explanation or rationale.
<b>Recommendation 13.3</b>			



<p>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.</p>	<p>Not applicable.</p>		<p>No relevant questions were raised during the latest ASM.</p>
<p>2. Minutes of the Annual and Special Shareholders' Meetings were</p>		<p>Provide link to minutes of meeting in the company website. <a href="http://www.italpinas.com">http://www.italpinas.com</a></p>	

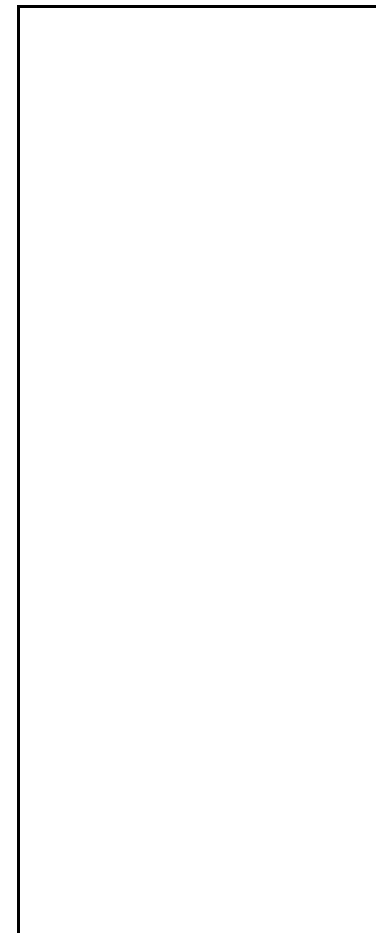
available on the company website within five business days from the end of the meeting.

Voting was done by hand and all the agenda items were all unanimously approved. Opportunity to ask questions were given but none was made.

1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.

Complied.

The external auditors, counsels, and transfer agents were present during the ASM.

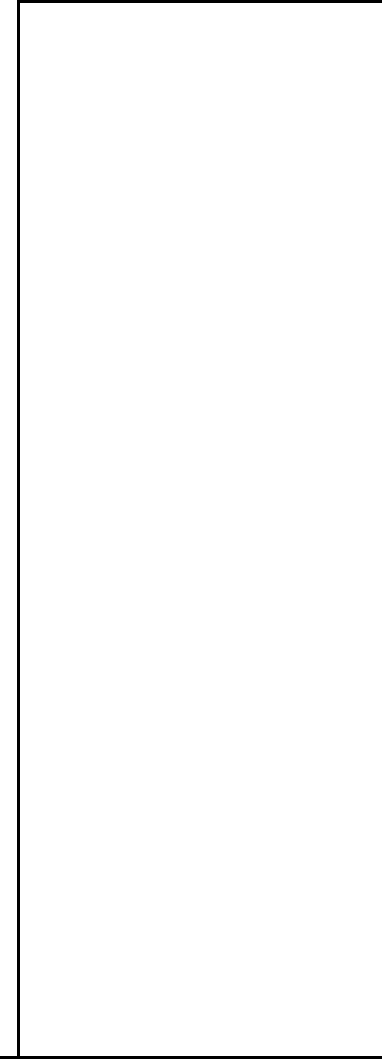


Recommendation 13.4

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.

Complied.

The Company intends to make ADR available in resolving intra corporate disputes.

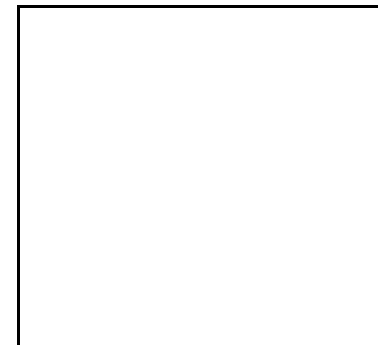


<p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p>	<p>Complied.</p>	<p>1.7 of the revised CG manual provides for the requirement to establish a dispute resolution mechanism.</p>	
<p><b>Recommendation 13.5</b></p>			
<p>1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.</p>	<p>Not Complied.</p>		<p>The Company has yet to appoint an IRO.</p>

2. IRO is present at every shareholder's meeting.

Complied.

The Company's IRO was present during the latest ASM.

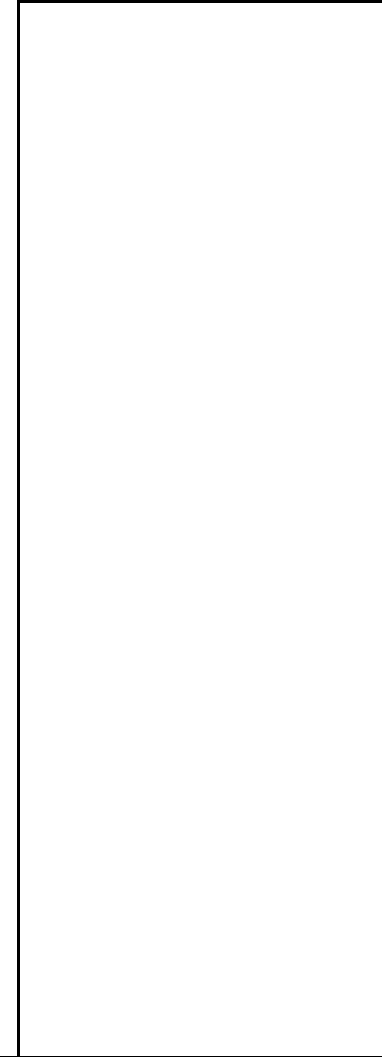


Supplemental Recommendations to Principle 13

1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group

Complied.

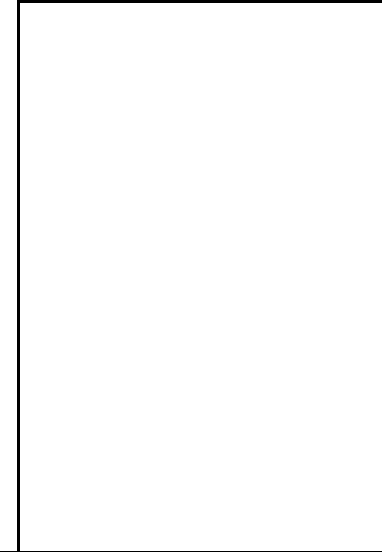
The board have not done any act or measure that will be considered as anti-takeover measure.



2. Company has at least thirty percent (30%) public float to increase liquidity in the market.

Complied.

The public float as of December 31, 2018 is 42.69.



Optional: Principle 13



<p>1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting</p>	<p>Not complied.</p>		<p>While the company do not have said written policies, the company encourages shareholders to be active with the company through the notices and disclosures it makes public.</p>
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<p>2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.</p>	<p>Not applicable.</p>		<p>The company does not allow electronic voting in absentia.</p>
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**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**

<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p>	<p>Not Complied.</p>	<p>Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.</p>	<p>While there is no written policy on the matter, the company promotes cooperation with its stakeholders.</p>
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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>Complied.</p>	<p>Same as above.</p>	
<b>Recommendation 14.3</b>			
<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>The company is currently drafting a whistleblowing policy, for its stakeholders</p>

<b>Supplement to Recommendation 14.3</b>			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	<p>Not complied.</p>	<p>Provide information on the alternative dispute resolution system established by the company.</p>	<p>The Company has yet to establish an alternative dispute resolution system. However, the company intends to engage in ADR when the need for such arises.</p>

**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.

Not applicable.

While the company has not been fully compliant with relevant CG rules, the company intends to refine its policies and be fully compliant.

2. Company respects intellectual property rights.	Complied.	The Company registers all its brand names and marks before the Intellectual Property Office. It recognizes the need to protect intellectual property rights, and complies with the necessary requirements in order to respect others' intellectual property rights.	
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**Optional: Principle 14**

1. Company discloses its policies and practices that address customers' welfare	Not Complied.		Company has not adopted relevant written policies but has adopted best practices when addressing customers' welfare as well as supplier selection process.
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2. Company discloses its policies and practices that address supplier/contractor selection procedures

**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**



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.

Not Complied.

While there is an employee manual, management is currently updating the same.

1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.

Not  
Complied.

The Company's incentive mechanism is purely applied on remuneration and no other scheme such as ESOPs are granted.

<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>Complied.</p>	<p>The Company has a company-wide health insurance coverage.</p>	
<p>3. Company has policies and practices on training and development of its employees.</p>	<p>Not complied.</p>		<p>Aside from the employee orientation, no written policy on training is in place.</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>Not Complied</p>		<p>No Whistle blowing policy has been approved yet but management is currently drafting the same.</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>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>Not applicable.</p>	<p>I</p>	<p>No such violations were reported during the period.</p>
<p><b>Recommendation 15.3</b></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>Not Complied</p>	<p>.</p>	<p>No Whistle blowing policy has been approved yet but management is currently drafting the same.</p> <p>In such an event, the concerns may be forwarded to the the head of HR.</p>

<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>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>			

**Principle 16:** The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

**Recommendation 16.1**

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.

Not  
Complied.

While there are no written policy on CSR, the Company conducts CSR activities.

<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>	<p>Not complied.</p>		<p>While no written policy was approved, the company is required by the relevant government agencies to ensure environmental compliance.</p>
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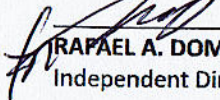
2. Company exerts effort to interact positively with the communities in which it operates

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the Registrant by the undersigned, thereunto duly authorized, in the City of PASAY CITY on MAY 30 2019, 2019.

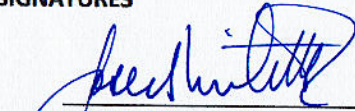
**SIGNATURES**



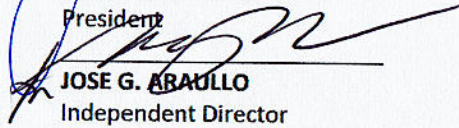
**ROMOLO NATI**  
Chairman of the Board



**RAPHAEL A. DOMINGUEZ**  
Independent Director



**JOSE D. LEVISTE III**  
President



**JOSE G. ARAULLO**  
Independent Director

MAY 30 2019

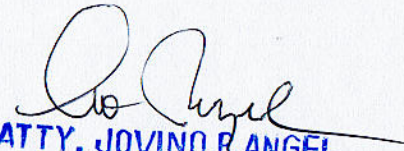
**SUBSCRIBED AND SWORN** to before me this \_\_\_ day of May, 2019. affiants exhibiting to me their respective competent evidence of identity, as follows:

**NAME/NO.**

**DATE OF ISSUE**

**PLACE OF ISSUE**

Doc No. 11;  
Page No. 3;  
Book No. 4;  
Series of 2019.



**ATTY. JOVINO R. ANGEL**  
NOTARY PUBLIC FOR PASAY CITY  
UNTIL DECEMBER 2020  
170 VILLARUEL ST., PASAY CITY  
R NO. 6397931-1/3/2019 ISSUED IN PASAY CITY  
RP NO. 058411-1/3/2019 ISSUED IN PASIG CITY  
ROLL NO. 28761

\*The Compliance Officer resigned in 2017, and the company has yet to appoint a new Compliance Officer