

COVER SHEET

A S O 9 5 0 0 2 2 8 3

SEC Registration Number

D M C I H O L D I N G S , I N C .

(Company's Full Name)

3 R D F L R . D A C O N B L D G . 2 2 8 1
 P A S O N G T A M O E X T . M A K A T I C I T Y

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

HERBERT M. CONSUNJI

Contact Person

888-3000

Company Telephone Number

(Last Wednesday of July)

1 2 3 1
 Month Day
 Fiscal Year

SEC 17-C
 FORM TYPE

0 8 0 5
 Month Day
 Annual Meeting

N.A.
 Secondary License Type, If Applicable

C F D
 Dept Requiring this Doc

Amended Articles Number / Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. June 5, 2015
Date of Report (Date of earliest event reported)
2. SEC Identification Number AS095-002283
3. BIR Tax Identification No. 004-703-376
4. DMCI Holdings, Inc.
Exact name of issuer as specified in its charter
5. Philippines
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. 3/F Dacon Building, 2281 Don Chino Roces Avenue, Makati City 1231
Address of principal office Postal Code
8. (632) 888-3000
Issuer's telephone number, including area code
9. Not applicable
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

<u>Title of Each Class</u>	<u>No. of Shares Outstanding</u>	<u>Amount</u>
Common Shares	13,277,470,000	Php13,277,470,000.00
Preferred Shares	3,780	3,780.00
TOTAL	13,277,473,780	Php13,277,473,780.00

11. Indicate the item numbers reported herein: Item 9

Item 9. Other Matters

In a meeting held on June 4, 2015, the Board of Directors resolved and approved the following company policies:

1. Amended Related Party Transactions Policy
2. Amended Code of Business Conduct and Ethics
3. Customer Welfare Policy
4. Supplier and Contractor Relations Policy
5. Anti-Corruption and Bribery Policy
6. Community Interaction
7. Environmentally Friendly Value-Chain

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DMCI Holdings, Inc.
Issuer



Brian T. Lim
Finance Officer

June 5, 2015



POLICY ON RELATED PARTY TRANSACTIONS

1. Objective

DMCI Holdings, Inc. (the “Parent Company”) and its subsidiaries, whether owned directly or indirectly, being part of an economic controlling group, inevitably conduct some of its business activities with Related Parties in the Group. This Policy sets out the guidelines, categories and thresholds requiring review, approval and ratification by the Board of Directors or Shareholders, and disclosure requirements for Related Party Transactions (RPTs).

2. Policy

The Policy requires that any transactions with related parties are made on terms equivalent to those that prevail in an arm’s length transactions.

The Audit Committee as per its Board-approved Charter shall be responsible to oversee and review the propriety of RPTs and their required reporting disclosures. In its review, it shall take into account, among other factors it deems appropriate, whether the Related Party Transaction is entered into on terms no less favorable to the concerned company than terms generally available to an unaffiliated third-party under the same or similar circumstances; and the extent of the Related Parties’ interest in the transaction.

3. Definitions

3.1 Related Parties

This Policy refers to the expanded definition of Philippine Accounting Standards (PAS) 24 on Related Parties. The Standard emphasizes the substance of the relationship and not merely the legal form. The term Related Parties shall include:

- a. Parties that are members of the same group, i.e. each parent, subsidiary and fellow subsidiary is related to the others;

b. All Directors, Officers, Managers and Key Management Personnel having authority and responsibility for planning, directing and controlling the activities of the Company or *its Subsidiary or its Parent, directly or indirectly*; including companies they have control or joint control or significant influence in;

- Control - the power to govern the financial and operating policies of the Company or *its Subsidiary*.
- Significant influence - the power to participate in the financial and operating policy decisions of the Company or *its Subsidiary*, but is not control over those policies. This may be gained by share ownership, statute or agreement.

c. Close family members of an individual referred to in (b) above, who may be expected to influence, or be influenced by, that individual in their dealings with the Company or *its Subsidiary*;

- Close family member - the individual's spouse or domestic partner and children (whether legitimate or illegitimate), stepchildren, and dependents of the individual or that individual's spouse or domestic partner.

d. Party is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member); Party is a joint venture or associate of a third entity; and

e. Post-employment benefit plan, and sponsoring employers of such a plan, of either the Company or an entity that is a related party of the Company.

3.2 Related Party Transaction is a transfer of resources, services or obligations between the Company & its Subsidiaries, and a related party, regardless of whether a price is charged.

Examples of RPTs are:

- Guarantees or commitments to do something if a particular event occurs or does not occur in the future, including executory contracts (i.e. neither party has performed any obligation or both parties have partially performed their obligations to an equal extent)
 - Sale or purchase of goods
 - Sale, purchase or lease of property and/or assets
 - Provision or receipt of services or leases
 - Assumption of financial/operating obligations
 - Subscription for debt or equity issuances

- Establishment of joint venture entities
- Settlement of liabilities on behalf of the Company or its Subsidiary or by the Company or its Subsidiary on behalf of a related party
- Compensation, benefits (monetary and non-monetary), postemployment benefits, termination benefits and share-based payment of current employees

4. Identification, Review and Approval of Related Party Transactions

4.1 Generally, Management promptly reports to the Board of Directors (Board) on the terms, business purpose, benefits and other details of each new, existing or proposed RPT for review and approval. The Board shall approve any RPT before its commencement. However, if the same is not identified beforehand, it must be subsequently reviewed and ratified by the Board.

4.2.a The Audit Committee shall assist the Board in its review of RPT. The Board shall consider whether the terms of the RPT are on arms' length and fair to the Company and such factors as the following:

- Materiality
- The purpose and timing of the transactions
- Extent of the Related Party's interest in the RPT; and
- Conflict of interest, actual or apparent, of the Related Party participating in the transaction.
- Any other relevant information regarding the transaction

4.2.b Before the Audit Committee undertakes the review, all independent directors review and recommend to the Audit Committee the merits of any material RPTs with respect to the Company's best interest.

4.3 The Audit Committee may establish guidelines to manage and monitor conflicts of interest of Management, Board Directors and shareholders, including misuse of corporate assets and abuse in RPTs.

4.4 A Director, officer or key management personnel shall promptly notify the Audit Committee or the Company's Officer of the Compliance Officer of any interest he or his immediate family member had, has or may have in a RPT. He shall disclose all material information concerning the RPT.

4.5 The Company prohibits the grant of personal loans, advances, guarantees and securities, in any manner, to its Directors, including their spouses and other dependents.

5. Pre-Approved RPTs

5.1 The following shall be deemed to be pre-approved by the Board in accordance with the Company's Table of Authorities:

- a. Compensation and employment of executive officers and directors approved by the Compensation & Remuneration Committee;
- b. Transactions with similar terms available to all employees generally;
- c. Charitable contributions by the Company where the Related Party is an employee or director, if the aggregate amount involved does not exceed P5M;
- d. Banking-related services and transactions with a Related Party, if the terms are generally the same as or similar to offers of other banks in the ordinary course of business;
- e. Share transactions such as dividends, repurchase, rights offerings, available to all shareholders on a pro-rata ownership basis.
- f. Any transaction with a Related Party involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.

6. Threshold

The Parent Company and its subsidiaries, whether owned directly or indirectly, shall set thresholds and categories for Disclosure and Approval of RPTs. The amount of each RPT shall be considered for purposes of applying these thresholds.

6.1 Related Party Transaction

- Less than three percent (3%) of Total Assets of Parent or Subsidiary requires approval of the concerned entity's CEO or President;
- Three percent (3%) of Total Assets and above of Parent or Subsidiary requires approval of concerned entity's Board of Directors.
- Twenty percent (20%) of Total Assets and above of Parent or Subsidiary requires approval of concerned entity's Shareholders.

6.2 Disclosure

- Ten percent (10%) of Total Assets and above of Parent (*SEC's prescribed threshold level for materiality in financial statements reporting or disclosure*)

6.3 Exception:

- Sale or purchase of goods and services in the ordinary course of business amongst Parent Company and its Subsidiaries at arm's length terms. To ensure fairness and transparency, this exception is still subject to compliance with applicable SEC

disclosure requirements and the Transfer Pricing guidelines issued by BIR (RR 02-2013).

- Transactions of Parent Company and its Subsidiaries involving the exercise of corporate powers such as investments, subscriptions, equity restructuring, dividend declarations, and corporate guarantees to subsidiaries.

7. Disclosure

7.1 RPTs that are required to be disclosed and reported in the Company's filings with the Securities and Exchange Commission (SEC) shall be disclosed in accordance with laws, rules, regulations, Philippine Financial Reporting & Accounting Standards. The Company shall comply with PAS 24's required disclosures of relationships between the Company & its Subsidiaries irrespective of whether there have been transactions between them, transactions and outstanding balances, *including commitments*, in the consolidated and separate individual financial statements. It shall disclose the name of its parent, the ultimate controlling party and/or the most senior parent (defined as the first parent above the immediate parent) that produces consolidated financial statements available for public use.

7.2 All RPTs shall be disclosed to the Audit Committee and any material RPT shall be disclosed to the Board.

8. Review

8.1 The Related Party Policy may be amended at any time and is subject to further guidance from the SEC and/or actions taken by the Parent Company's Board of Directors or Shareholders.



Code of Business Conduct and Ethics

Introduction

DMCI Holdings, Inc. (the “Company”) is committed to doing business in accordance with the highest professional standards, business conduct and ethics and all applicable laws, rules, and regulations in the Philippines. The Company, its directors, officers, and employees are dedicated to promote and adhere to the principles of good corporate governance by observing and maintaining its core business principles of accountability, integrity, fairness, and transparency.

This Code of Business Conduct and Ethics (the “Code”) sets forth the Company’s business principles and values which shall guide and govern all business relationships of the Company, its directors, officers and employees in carrying out their duties and responsibilities effectively.

Principles and Values

Accountability - The Company shall take full responsibility for all its business decisions, actions/inactions, and conduct, and shall perform its duties and functions with utmost responsibility, integrity, honesty, loyalty and efficiency. The Company’s principal objective is to enhance economic value to all its stakeholders - employees, customers, shareholders and business partners - by making the most efficient use of resources and meeting its environment, community, and social obligations.

Transparency and Disclosure - To ensure transparency, the Company’s annual reports should disclose true and fair accounting information prepared in accordance with applicable standards; consider substance over form in the presentation of accounts;

disclose and discuss all material risks; disclose and explain the rationale for all material estimates; show manner of compliance, or explain deviations, if any, with applicable corporate governance codes; discuss goals, plans, and progress; and provide access to the register of shareholders showing beneficial ownership. In addition to annual disclosures, the Company shall comply with all applicable disclosure requirements. Disclosures should be timely and adequate to enable investors, third party analysts, or rating agencies to assess the quality of corporate governance and the true financial condition of the Company.

STANDARDS OF BUSINESS CONDUCT

Observance of Law - Directors, Executive Officers and Employees must carry out their duties with professionalism and in accordance with ethical standards. They must conduct business in accordance with the law, the charter of the Company, and a high standard of commercial morality. They shall at all times act with loyalty to the Company, ensuring that its goals, strategies, policies and practices are moral, proper, and legal. They must be prepared to dissociate themselves from the Company in the event that despite their efforts, ethical and legal standards are being seriously compromised. They should refer to the Company's statements of best practice as part of their decision-making process.

Conflict of Interest - Directors, Executive Officers and Employees owe a fiduciary duty to the Company that requires them to act in the best interest of the Company. Actual and potential conflicts of interest should be avoided or otherwise identified, disclosed, and explained in sufficient detail to enable valid judgments to be made on their adverse impact. The persons who are conflicted should not participate in the discussion and decision on the issue in question, nor be entitled to vote on any resolution where they are conflicted. Related party contracts should be disclosed in the annual report.

Compliance - All Directors, Executive Officers and Employees should strive to identify and raise potential issues before they become problems and should ask about the application of this Code whenever in doubt. Any Director, Executive Officer or Employee who becomes aware of any existing or potential violation of this Code shall promptly notify the

Company's Compliance Officer. The Company will take such disciplinary or preventive action as it deems appropriate to address any existing or potential violation of this Code brought to its attention. The Company will not tolerate retaliation for reports of violations of this Code made in good faith.

Fair Dealings - The Company does not seek competitive advantages through illegal or unethical business practices. Each Director, Executive Officer and Employee should endeavor to deal fairly with the Company's customers, service providers, suppliers, and competitors. No Director, Executive Officer or Employee should take unfair advantage of anyone through manipulation, concealment, abuse of privilege information, misrepresentation of material facts, or any unfair dealing practices.

Intellectual Property Rights – The Company's corporate identity and intellectual property are among its valuable assets and are essential to maintaining its competitive advantage. Each Director, Executive Officer and Employee must comply, to the extent permitted by law, with the exclusivity of the methods, processes, systems, business strategies that they develop while performing their responsibilities in the Company. Publications, documentations, information or resources available in connection with the Company, whether or not patentable or protectable by copyright, trade mark or trade secret, are owned by the Company. Employees are responsible to protect the Company's intellectual property and must report to the Legal Counsel any unauthorized use of the Company's trademarks, copyrights, patents and trade secrets.

Confidentiality - Directors, Executive Officers, and Employees must observe the confidentiality of non-public information and not disclose it to any other person without the authority of the Board. A Director, Executive Officer or Employee who has a special allegiance to a particular shareholder may not disclose confidential information to that particular shareholder without the authority of the Board.

Corporate Opportunities - Each Director, Executive Officer and Employee owes a duty to advance the Company's legitimate interests when the opportunity to do so arises. He may not: (a) receive or seek to receive a benefit from opportunities that are discovered through

his involvement with the Company (including, without limitation, his use of the Company's property, information, or his position); or (b) compete with the Company, directly or indirectly, for business opportunities in the areas (or lines) of business in which the Company is engaged or in new areas (or lines) of business in which the Company has disclosed its intent or plans to engage.



CUSTOMER WELFARE POLICY

The Company is committed to meeting client requirements in a mutually fair and satisfactory manner. Through our subsidiaries, we aim to provide construction, real estate, power, mining and water clients/consumers with superior quality products and services at a reasonable price.

To protect customer safety and welfare, we abide by the relevant laws, rules and regulations set by the Philippine government, which include, but are not limited to, the Condominium Act (RA 4726), Electric Power Industry Reform Act (RA 9136), Mining Act (RA 7942), National Water Crisis Act (RA 8041).

We also strive to innovate and adopt global standards wherever applicable and possible. Our construction, coal mining and water businesses have been awarded ISO certifications for Quality and Management, Health and Safety, among others.

Through our subsidiaries and affiliates, we implement mechanisms, programs and activities that further promote customer welfare and engagement. These efforts include, but are not limited to, customer hotlines, site and home visits, appreciation events, client consultations and customer surveys.

At the Parent level, our directors, officers and employees are mandated to:

- Treat customers and other stakeholders with respect, integrity and professionalism at all times;
- Deal with customers, suppliers, business partners, creditors and government representatives in a fair and reasonable manner;

- Refer complaints of unfair, deceptive and fraudulent business practices of subsidiaries and affiliates to the Chief Compliance Officer.



SUPPLIER AND CONTRACTOR POLICY

The Company values its relationship with its suppliers and contractors. Towards this end, we shall uphold accountability, integrity, fairness and transparency in our business dealings with our suppliers and contractors in the procurement of goods and services.

We shall assess and select our suppliers and contractors based on the following standards: quality, expertise, track record, competitive pricing, delivery timeframe and customer service.

This Supplier/Contractor Relations Policy outlines the practices that shall guide and govern all business relationships of the Company, its directors, officers and employees, including their decisions and actions when dealing with the suppliers and contractors of the Company.

I. On Supplier/Contractor Selection

The Company, its directors, officers and employees shall:

- seek and maintain mutually beneficial relationships with suppliers and contractors that uphold the principles of fairness, accountability, integrity and transparency.
- give qualified suppliers and contractors adequate, fair, and equal opportunity to bid on goods and services for the Company's projects or requirements.
- select suppliers and contractors based on organizational needs, quality requirements, cost, track record and ability to deliver according to set deadlines.

- as a general rule, choose suppliers and contractors on the basis of Competitive Bidding. Negotiated contracts may be applied, provided that it is in the best interest of the Company to enter into such a strategic engagement.
- avoid adopting and/or requiring specifications of products and services that either favors a particular supplier or contractor, or limits competitive sourcing.
- seek the best value for money from the suppliers and contractors, and avoid compromising the quality standards of the Company.

II. On Supplier/Contractor Treatment

The Company, its directors, officers and employees shall:

- hold in confidence all dealings with bidders and suppliers.
- ensure that suppliers abide by the policies, practices and standards of the Company.
- facilitate payment disbursements committed to suppliers and contractors in a prompt manner and in accordance with the applicable contract provision.
- promote and observe ethical conduct in their relationships, actions, and communications with suppliers and contractors at all times. Actions, speech or behavior that in any way diminishes open, honest and fair treatment of suppliers shall be avoided.
- not solicit, accept or attempt to accept any bribe in exchange for being awarded a contract.
- declare their personal relationships and/or previous business and official dealings and relationships with any of the owners, officers, and representatives of the supplier or contractor they are dealing with when dealing or transacting directly or indirectly, with such parties.
- be vigilant against any irregular, illegal, or unethical conduct of suppliers, contractors and/or fellow directors, officers and employees. The Company encourages everyone to report any such violations based on the existing Whistleblowing Policy.



ANTI-CORRUPTION AND BRIBERY

The Company believes that bribery and corruption are unethical, unacceptable and inconsistent with our founding principles. We are committed to maintaining the highest possible ethical standards and complying with all applicable laws.

In our operations, we seek to avoid even the appearance of impropriety with respect to the actions of our directors, officers and employees. This policy prohibits corrupt payments in all circumstances when dealing with government officials or private sector individuals, and provides the following guidelines for strict observance by our directors, officers and employees:

- Act lawfully, ethically and in the public interest
- Prohibit bribery and corruption in our corporate dealings
- Deter illegal or unethical behavior by clients, suppliers or government officials
- Report any such violations based on the existing Whistleblowing Policy of the Company.



COMMUNITY INTERACTION

We consider our host community as our growth partner, and contribute to its social development agenda by paying appropriate taxes and complying with relevant laws, regulations, resolutions and ordinances.

Through our subsidiaries, we also empower the local communities where they operate by providing employment, livelihood opportunities and basic services that will help improve their quality of life.



ENVIRONMENTALLY FRIENDLY VALUE-CHAIN

Sustainability is embedded in the way we conduct our business. In generating positive social and economic value for our stakeholders, we make sure that our procedures and practices are environmental-friendly.

To contribute to the overall sustainability of the physical environment where we operate, we comply with all applicable environmental laws and regulations. We also reduce our environmental footprint through energy conservation, responsible water use, recycling, among others.