



SECURITIES AND EXCHANGE COMMISSION

SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **2017**
2. SEC Identification Number **AS095-002283**      3. BIR Tax Identification No. . **004-703-376**
4. Exact name of issuer as specified in its charter. **DMCI Holdings, Inc.**
5. **Philippines**  
Province, Country or other jurisdiction of  
incorporation or organization
6.  (SEC Use Only)  
Industry Classification Code:
7. **3/F Dacon Building, 2281 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, 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>			
<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.			
<b>Recommendation 1.1</b>			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	Profile of the Board of Directors Company website <a href="http://www.dmciholdings.com/our_company/page/our-board-of-directors">http://www.dmciholdings.com/our_c ompany/page/our-board-of- directors</a>	
2. Board has an appropriate mix of competence and expertise.	Compliant		
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.	Compliant	Definitive information statement Directors' Profile <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_030%20SEC%20Form%2020-IS_Definitive%20Info%20Statement_April%206.pdf">http://www.dmciholdings.com/uplo ads/disclosures/2018/DMCIHI_030%20 SEC%20Form%2020- IS_Definitive%20Info%20Statement_A pril%206.pdf</a>  Annual Report 2017 Board Competency Diversity Pages 131-132 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uplo ads/annual_reports/DMCI%20AR%20 2017%20Final.pdf</a>	
<b>Recommendation 1.2</b>			
1. Board is composed of a majority of non-executive directors.	Compliant	Annual Report 2017 Board Structure, Page 131	

		<a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
<b>Recommendation 1.3</b>			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>Company website New Manual on Corporate Governance <a href="http://www.dmciholdings.com/corporate_governance/page/manual-on-corporate-governance">http://www.dmciholdings.com/corporate_governance/page/manual-on-corporate-governance</a></p> <p><a href="http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter">http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</a></p> <p>Board Charter <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf</a></p>	
2. Company has an orientation program for first time directors.	Compliant	<p>New Manual on Corporate Governance Training, Page 5 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p>	
3. Company has relevant annual continuing training for all directors.	Compliant	<p>Board Charter Section 10, Page 11 <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20P">http://www.dmciholdings.com/uploads/corporate_governance/2017%20P</a></p>	

		<a href="#">olicies/Board%20Charter Amended%20November%202017.pdf</a>	
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity.	Compliant	<p>Board Diversity Policy  <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Board%20Diversity%20Policy_May%2014%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Board%20Diversity%20Policy_May%2014%202015.pdf</a></p> <p>Annual Report 2017  Pages 131-132  <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%2017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%2017%20Final.pdf</a></p>	
<b>Optional: Recommendation 1.4</b>			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	<p>Annual Report 2017  Board Competency Diversity, Pages 131-132  <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%2017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%2017%20Final.pdf</a></p> <p>Board Diversity Policy  <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Board%20Diversity%20Policy_May%2014%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Board%20Diversity%20Policy_May%2014%202015.pdf</a></p>	
<b>Recommendation 1.5</b>			
1. Board is assisted by a Corporate Secretary.	Compliant		

2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	Atty. Noel A. Laman is the Corporate Secretary of the Company. He is not a member of the Board of Directors.	
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	<p>Likewise, he is not the Compliance Officer.</p> <p>New Manual on Corporate Governance, Page 6  <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p> <p>Board Charter, Page 9  <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf</a></p> <p>Definitive information statement Noel A. Laman, Page 15  <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_030%20SEC%20Form%2020-1S_Definitive%20Info%20Statement_April%206.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_030%20SEC%20Form%2020-1S_Definitive%20Info%20Statement_April%206.pdf</a></p>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	Attendance in Corporate Governance Seminar, Feb. 27, 2017 <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_013%20Attendance%20in%20Corp%20Governance%20Seminar_March%203.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_013%20Attendance%20in%20Corp%20Governance%20Seminar_March%203.pdf</a>	

Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Non-compliant		Though the Corporate Secretary sends the Notice of Meeting and Agenda, there were delays in submission of materials which were still being finalized by the subsidiaries. However, the materials are immediately sent to the Board Members once available prior to the scheduled board meeting.
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	Annual Report 2017, Page 105 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3. Compliance Officer is not a member of the board.	Non-compliant	New Manual on Corporate Governance, page 6 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a>  Company Website Board Committees & Charter <a href="http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter">http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</a>  Results of the Annual Meeting/Organizational Meeting, Page 4 <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_039%20SEC%20Form%202017-C_ASM%20results_May%202015.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_039%20SEC%20Form%202017-C_ASM%20results_May%202015.pdf</a>	The Chief Compliance Officer is a member of the Board of Directors of the Company. He is an Executive Officer and part of the management team in charge of the compliance program of the Company.  However, only the incumbent CCO has a rank of senior vice president position required in the Code of Corporate Governance and has an adequate stature and authority in the Company.

4. Compliance Officer attends training/s on corporate governance.	Compliant	Attendance in Corporate Governance Seminar, Feb. 27, 2017 <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_013%20Attendance%20in%20Corp%20Governance%20Seminar_March%203.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_013%20Attendance%20in%20Corp%20Governance%20Seminar_March%203.pdf</a>	
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**Principle 2:** The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

**Recommendation 2.1**

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	Company website, Disclosures Board Meeting Results 2017 <a href="http://www.dmciholdings.com/investor_relations/disclosures">http://www.dmciholdings.com/investor_relations/disclosures</a>  Minutes of the Annual Stockholders' Meeting <a href="http://www.dmciholdings.com/uploads/corporate_governance/ASM/2018/2018%20ASM%20Minutes.pdf">http://www.dmciholdings.com/uploads/corporate_governance/ASM/2018/2018%20ASM%20Minutes.pdf</a>  Annual Stockholders' Meeting Results <a href="http://www.dmciholdings.com/uploads/corporate_governance/ASM/2018/DMCIHI_039%20SEC%20Form%2017-C_ASM%20results_May%2015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/ASM/2018/DMCIHI_039%20SEC%20Form%2017-C_ASM%20results_May%2015.pdf</a>	
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**Recommendation 2.2**

1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Board Charter Section 4, pages 5-6 <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf</a>	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant		



		<p>New Manual on Corporate Governance, pages 7-8  <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p> <p>Annual Report 2017, Strategic Report, Pages 8-64  <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a></p>	
<b>Supplement to Recommendation 2.2</b>			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>Annual Report 2017, Strategic Report, Page 5  <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a></p> <p>Review of the Corporation's Mission and Vision  <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_072%20Board%20Meeting%20Results_Nov%208.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_072%20Board%20Meeting%20Results_Nov%208.pdf</a></p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	<p>Annual Report 2017, Strategic Report, Pages 8-64  <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a></p>	
<b>Recommendation 2.3</b>			

<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>Compliant</p>	<p>Definitive information statement Directors' Profile <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_030%20SEC%20Form%2020-15_Definitive%20Info%20Statement_April%206.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_030%20SEC%20Form%2020-15_Definitive%20Info%20Statement_April%206.pdf</a></p> <p>Annual Report 2017 Page 316 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a></p> <p>Company Website <a href="http://www.dmciholdings.com/our_company/page_bod_inside/0">http://www.dmciholdings.com/our_company/page_bod_inside/0</a></p>	
<b>Recommendation 2.4</b>			
<p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p>	<p>Compliant</p>	<p>Executive Succession Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/Executive%20Succession%20Policy_May%202014%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/Executive%20Succession%20Policy_May%202014%202015.pdf</a></p>	
<p>2. Board adopts a policy on the retirement for directors and key officers.</p>	<p>Compliant</p>	<p>Board Charter Section 2, pages 2-3 <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf</a></p> <p>Nomination and Election of Directors <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/NOMINATION%20AND%20ELEC">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/NOMINATION%20AND%20ELEC</a></p>	

		<a href="#">TION%20POLICY Amended%20November%202017.pdf</a>	
<b>Recommendation 2.5</b>			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Remuneration Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/COMPENSATION%20AND%20REMUNERATION%20POLICY_March%2016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/COMPENSATION%20AND%20REMUNERATION%20POLICY_March%2016%202017.pdf</a>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	New Manual on Corporate Governance, Page 18 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a>	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		
<b>Optional: Recommendation 2.5</b>			
1. Board approves the remuneration of senior executives.	Non-compliant	In 2017, there were no changes in the remuneration of senior executives that needs board approval	Remuneration of senior executives are being reviewed and evaluated by the Compensation and Remuneration Committee under its policy
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Non-compliant		The charter and policy on Compensation and Remuneration provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Corporation's culture, strategy and control environment.
<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Nomination and Election of Directors <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20P">http://www.dmciholdings.com/uploads/corporate_governance/2017%20P</a>	

2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	<a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_030%20SEC%20Form%202017.pdf">olicies/NOMINATION%20AND%20ELECTION%20POLICY_Amended%20November%202017.pdf</a>	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	Definitive Information Statement Final List of Candidates, Schedule 1, Pages 34-36 <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_030%20SEC%20Form%202017.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_030%20SEC%20Form%202017.pdf</a>	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	<a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_030%20SEC%20Form%202017.pdf">IS_Definitive%20Info%20Statement_April%2016.pdf</a>	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant	New Manual on Corporate Governance, Pages 9-12 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%202017.pdf</a>	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		
<b>Optional: Recommendation to 2.6</b>			
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.	Compliant	Nomination and Election Charter <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/NOMELEC%20Committee%20Charter_Amended%20March%202016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/NOMELEC%20Committee%20Charter_Amended%20March%202016%202017.pdf</a>	
<b>Recommendation 2.7</b>			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party	Compliant	Related Party Transaction Policy	

transactions (RPTs) and other unusual or infrequently occurring transactions.		<a href="http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Related%20Party%20Transactions%20Policy_Amended%20March%202016.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Related%20Party%20Transactions%20Policy_Amended%20March%202016.pdf</a>	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	Annual Report 2017, Page 117 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>  New Manual on Corporate Governance, Pages 15-16 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a>	

#### Supplement to Recommendations 2.7

1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	Related Party Transaction Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Related%20Party%20Transactions%20Policy_Amended%20March%202016.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Related%20Party%20Transactions%20Policy_Amended%20March%202016.pdf</a>	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of	Compliant	There were no related party transactions that were approved by	

<p>related party transactions during shareholders' meetings.</p>		<p>the majority of the non-related party shareholders during the year.</p> <p>RPTs are being reviewed by the Audit Committee and approved by the Board These are duly disclosed under the SEC Form 17-A (Annual Report) and Quarterly Interim Reports.</p> <p>SEC Form 17-A, Pages 69-72  <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_032%20SEC%20Form%2017-A%20DEC_April%2012.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_032%20SEC%20Form%2017-A%20DEC_April%2012.pdf</a></p> <p>SEC Form 17-Q (Third Quarter), Page 45  <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_076%20SEC%20Form%2017-Q%20Third%20Quarter%20Results_Nov%2010.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_076%20SEC%20Form%2017-Q%20Third%20Quarter%20Results_Nov%2010.pdf</a></p> <p>Company website, Disclosures, Quarterly Reports  <a href="http://www.dmciholdings.com/investor_relations/disclosures">http://www.dmciholdings.com/investor_relations/disclosures</a></p>	
<p><b>Recommendation 2.8</b></p>			

<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>2017 Result of the Organizational Meeting Appointment of Key Officers <a href="http://www.dmciholdings.com/uploads/disclosures/2018/2017%20Results%20of%20Organizational%20Meeting%20of%20Board%20of%20Directors.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/2017%20Results%20of%20Organizational%20Meeting%20of%20Board%20of%20Directors.pdf</a></p>	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Board Charter <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf</a></p> <p>Company website <a href="http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter">http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</a></p>	
<b>Recommendation 2.9</b>			
<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>Compliant</p>	<p>New Manual on Corporate Governance, Pages 15-16 Compensation and Remuneration 3.2.2.a <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CCG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CCG%20Manual_May%2022.pdf</a></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>Compliant</p>	<p>Annual Report 2017, Page 119 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a></p>	

Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Annual Report 2017, Page 143 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	Statement of Board of Directors' Responsibility for Internal Controls and Risk Management System (Annual report 2017, Page 157) <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>  Company website Board Committees and Charter <a href="http://www.dmciholdings.com/uploads/corporate_governance/Internal%20Audit%20Report/Statement%20of%20Board%20of%20Director's%20Responsibility%20for%20Internal%20Controls%20and%20Risk%20Management%20Systems.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Internal%20Audit%20Report/Statement%20of%20Board%20of%20Director's%20Responsibility%20for%20Internal%20Controls%20and%20Risk%20Management%20Systems.pdf</a>	
3. Board approves the Internal Audit Charter.	Compliant	Internal Audit Charter <a href="http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2015/DMCI%20HI%20Internal%20Audit%20Charter_FINAL%20August%202011%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2015/DMCI%20HI%20Internal%20Audit%20Charter_FINAL%20August%202011%202015.pdf</a>	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify,	Compliant	Enterprise Risk Management Policy	



monitor, assess and manage key business risks.		<a href="http://www.dmciholdings.com/corporate_governance/page/enterprise-risk-management">http://www.dmciholdings.com/corporate_governance/page/enterprise-risk-management</a>	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	Annual Report 2017, Page 144-146 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	Board Charter <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf</a>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website.	Compliant		
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	Compliant	Insider Trading Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/INSIDER%20TRADING%20Policy_Final%20June%208%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/INSIDER%20TRADING%20Policy_Final%20June%208%202015.pdf</a>	
<b>Optional: Principle 2</b>			
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.	Compliant	Board Charter Compensation of Board Members, Page 11 <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20P">http://www.dmciholdings.com/uploads/corporate_governance/2017%20P</a>	

		<p><a href="#">olicies/Board%20Charter Amended%20November%202017.pdf</a></p> <p>Compensation and Remuneration Policy  <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/COMPENSATION%20AND%20REMUNERATION%20POLICY_March%2016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/COMPENSATION%20AND%20REMUNERATION%20POLICY_March%2016%202017.pdf</a></p> <p>Annual Report 2017, Page 117  <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a></p> <p>Related Party Transactions Policy, Page 3, Item 4.5  <a href="http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Related%20Party%20Transactions%20Policy_Amended%20March%202016.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Related%20Party%20Transactions%20Policy_Amended%20March%202016.pdf</a></p>	
<p>2. Company discloses the types of decision requiring board of directors' approval.</p>	<p>Compliant</p>	<p>Board Meeting Results disclosed to the PSE/SEC</p> <p>March 16, 2017  <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf</a></p> <p>May 11, 2017  <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_034%20B">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_034%20B</a></p>	

		<a href="#">oard%20Meeting%20Results May%2011.pdf</a>  August 10, 2017 <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_053%20Board%20Meeting%20Results August%202010.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_053%20Board%20Meeting%20Results August%202010.pdf</a>  November 8, 2017 <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_072%20Board%20Meeting%20Results Nov%208.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_072%20Board%20Meeting%20Results Nov%208.pdf</a>	
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**Principle 3:** Board committees should be set up to the extent possible to support the effective performance of the Board’s functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

**Recommendation 3.1**

1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	New Manual on Corporate Governance, Pages 13-20 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual May%2022.pdf</a>  Board Charter Page 1 <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter Amended%20November%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter Amended%20November%202017.pdf</a>	
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		<p>Company website  <a href="http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter">http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</a></p> <p>Annual Report 2017  Pages 138-142  <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a></p> <p>Disclosure of Board Committees  <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf</a></p>	
<b>Recommendation 3.2</b>			
<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>Compliant</p>	<p>Disclosure of Board Committees  <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf</a></p> <p>Annual Report 2017  Pages 138-142  <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a></p> <p>Company website  <a href="http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter">http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</a></p>	

		<p>New Manual on Corporate Governance, Pages 13-20  <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p> <p>Board Charter  Page 1  <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf</a></p>	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	<p>Company website  <a href="http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter">http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</a></p> <p>Disclosure of Board Committees  <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf</a></p>	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p>Honorio O. Reyes-Lao  <a href="http://www.dmciholdings.com/our_company/page_bod_inside/7">http://www.dmciholdings.com/our_company/page_bod_inside/7</a></p> <p>Antonio Jose U. Periquet  <a href="http://www.dmciholdings.com/our_company/page_bod_inside/8">http://www.dmciholdings.com/our_company/page_bod_inside/8</a></p> <p>Cesar A. Buenaventura</p>	

		<a href="http://www.dmciholdings.com/our_company/page_bod_inside/1">http://www.dmciholdings.com/our_company/page_bod_inside/1</a>  Annual Report 2017 Page 317, 323, 324 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	Mr. Honorio O. Reyes-Lao is not the Chairman of the Board and only chairs the Audit Committee  Disclosure of Board Committees <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf</a>  Company website <a href="http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter">http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</a>	
<b>Supplement to Recommendation 3.2</b>			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Audit Committee Charter <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%202016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%202016%202017.pdf</a>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	Audit Committee Charter <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Chart">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Chart</a>	

		<a href="#">er Amended%20March%2016%202017.pdf</a>	
<b>Optional: Recommendation 3.2</b>			
1. Audit Committee meet at least four times during the year.	Compliant	Board Committee Meetings <a href="http://www.dmciholdings.com/corporate_governance/page/board-governance">http://www.dmciholdings.com/corporate_governance/page/board-governance</a>  Annual Report 2017 Page 140 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	The CAE was re-appointed by the Audit Committee on March 9, 2017  Audit Committee Charter <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf</a>	
<b>Recommendation 3.3</b>			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	Disclosure of Board Committees <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%2016.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%2016.pdf</a>  Annual Report 2017 Pages 138-142	

		<p><a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a></p> <p>Company website <a href="http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter">http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</a></p> <p>New Manual on Corporate Governance, Pages 13-20 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p> <p>Board Charter Page 1 <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf</a></p>	
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Non-Compliant</p>		<p>The CG Committee is composed of the two independent directors and one non-executive director</p> <p>Annual Report 2017 Pages 138-142 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a></p> <p>Company website</p>



			<a href="http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter">http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</a>  Disclosure of Board Committees <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%2016.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%2016.pdf</a>
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	Mr. Antonio Jose U. Periquet is an Independent Director of the Company  Disclosure of Board Committees <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%2016.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%2016.pdf</a>	
<b>Optional: Recommendation 3.3.</b>			
1. Corporate Governance Committee meet at least twice during the year.	Compliant	Board Committee Meetings <a href="http://www.dmciholdings.com/corporate_governance/page/board-governance">http://www.dmciholdings.com/corporate_governance/page/board-governance</a>  Annual Report 2017 Page 142 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%2017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%2017%20Final.pdf</a>	
<b>Recommendation 3.4</b>			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a	Compliant	Disclosure of Board Committees <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20B">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20B</a>	

<p>company's Enterprise Risk Management system to ensure its functionality and effectiveness.</p>		<p><a href="#">oard%20Meeting%20Results_March%202016.pdf</a></p> <p>Annual Report 2017 Pages 138-142 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a></p> <p>Company website <a href="http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter">http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</a></p> <p>New Manual on Corporate Governance, Pages 13-20 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p> <p>Board Charter Page 1 <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf</a></p>	
<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>Compliant</p>	<p>Disclosure of Board Committees <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf</a></p> <p>Company website</p>	

		<a href="http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter">http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</a>	
3. The Chairman of the BROCC is not the Chairman of the Board or of any other committee.	Non-compliant		<p>The Company has only two independent directors who chair the board committees. Mr. Antonio Jose U. Periquet also chairs the CG Committee.</p> <p>Disclosure of Board Committees  <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%2016.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%2016.pdf</a></p> <p>Company website  <a href="http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter">http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</a></p>
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	Compliant	<p>Mr. Antonio Jose U. Periquet  <a href="http://www.dmciholdings.com/our_company/page_bod_inside/8">http://www.dmciholdings.com/our_company/page_bod_inside/8</a></p> <p>Mr. Honorio O. Reyes-Lao  <a href="http://www.dmciholdings.com/our_company/page_bod_inside/7">http://www.dmciholdings.com/our_company/page_bod_inside/7</a></p> <p>Mr. Cesar A. Buenaventura  <a href="http://www.dmciholdings.com/our_company/page_bod_inside/1">http://www.dmciholdings.com/our_company/page_bod_inside/1</a></p> <p>Annual Report 2017  Pages 317, 323, 324  <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%2017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%2017%20Final.pdf</a></p>	

**Recommendation 3.5**

<p>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p>	<p>Compliant</p>	<p>The RPT Committee has been combined with the Audit Committee</p> <p>New Manual on Corporate Governance Pages 13-16 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p>	
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>Compliant</p>	<p>Company website <a href="http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter">http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</a></p> <p>Disclosure of Board Committees <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf</a></p>	

**Recommendation 3.6**

<p>1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.</p>	<p>Compliant</p>	<p>Company website <a href="http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter">http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</a></p> <p>Audit &amp; RPT Committee</p>	
<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	<p>Compliant</p>	<p><a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%202016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%202016%202017.pdf</a></p>	

		<p>Board Risk Oversight Committee  <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Risk%20Oversight%20Committee%20Charter_May%2014%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Risk%20Oversight%20Committee%20Charter_May%2014%202015.pdf</a></p> <p>Corporate Governance Committee  <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Risk%20Oversight%20Committee%20Charter_May%2014%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Risk%20Oversight%20Committee%20Charter_May%2014%202015.pdf</a></p> <p>Nomination and Election Charter  <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/NOMELEC%20Committee%20Charter_Amended%20March%2016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/NOMELEC%20Committee%20Charter_Amended%20March%2016%202017.pdf</a></p> <p>Compensation and Remuneration Charter  <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Compensation%20and%20Remuneration%20Committee%20Charter.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Compensation%20and%20Remuneration%20Committee%20Charter.pdf</a></p>	
<p>3. Committee Charters were fully disclosed on the company's website.</p>	<p>Compliant</p>	<p>Company website  <a href="http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter">http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</a></p>	

**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>Compliant</p>	<p>Amended By-Laws Section 7, Pages 11-12 <a href="http://www.dmciholdings.com/uploads/incorporation_articles/By-Laws_DMCIHI%20Amended%20Sept%2013%202016.pdf">http://www.dmciholdings.com/uploads/incorporation_articles/By-Laws_DMCIHI%20Amended%20Sept%2013%202016.pdf</a></p> <p>New Manual on Corporate Governance Page 12 Page 21, Item 4.1 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p> <p>Directors' Attendance for the year 2017 <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_002%20Directors%20Attendance_Jan%205.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_002%20Directors%20Attendance_Jan%205.pdf</a></p>	
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>Compliant</p>	<p>A written notice and relevant meeting materials were provided to the directors prior to scheduled meeting to give them ample time to review.</p> <p>New Manual on Corporate Governance Page 21, Item 4.1</p>	

		<a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	New Manual on Corporate Governance Page 21, Item 4.1 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a>	
<b>Recommendation 4.2</b>			
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.	Non-compliant		<p>The Company has no policy in setting the limit of board seats that a non-executive director can hold.</p> <p>The Company take note of the guidelines on the number of board seats recommended by the Commission to listed companies. The company sees to it that the members of the board are committed to exercise their roles and responsibilities as directors regardless of the number of board seats they have in other companies.</p> <p>Based on the 2017 Board Attendance which the Company filed to the SEC and PSE, none of the incumbent Directors has absented for more than 50% from all meetings of the Board of Directors, both regular and special, in any twelve-month period during their incumbency.</p>

			<p>New Manual on Corporate Governance Page 21, Item 4.1  <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p>
<b>Recommendation 4.3</b>			
<p>1. The directors notify the company's board before accepting a directorship in another company.</p>	<p>Compliant</p>	<p>In 2017, the members of the Board of Directors had no report on their additional directorship with companies outside the DMCI Group.</p> <p>Directors should notify the Board where he/she is an incumbent director before accepting a directorship in another company</p> <p>New Manual on Corporate Governance Page 21, Item 4.3  <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p>	
<b>Optional: Principle 4</b>			
<p>1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.</p>	<p>Compliant</p>	<p>Definitive In formation Statement Pages 13-15  <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_030%20SEC%20Form%2020-15_Definitive%20Info%20Statement_April%206.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_030%20SEC%20Form%2020-15_Definitive%20Info%20Statement_April%206.pdf</a></p>	



<p>2. Company schedules board of directors' meetings before the start of the financial year.</p> <p>3.</p>	<p>Compliant</p>	<p>On November 16, 2017, the Chief Compliance Officer has issued a memorandum to the Board Members on the scheduled board and audit committee meetings for 2018.</p>	
<p>4. Board of directors meet at least six times during the year.</p>	<p>Compliant</p>	<p>In 2017, the board of directors held ten (10) board meetings</p> <p>Directors' Attendance  <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_002%20Directors%20Attendance_Jan%2015.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_002%20Directors%20Attendance_Jan%2015.pdf</a></p>	
<p>5. Company requires as minimum quorum of at least 2/3 for board decisions.</p>	<p>Compliant</p>	<p>Board Charter  Page 4, Quorum  <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf</a></p> <p>New Manual on Corporate Governance  Page 12, Item 2.4  <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p> <p>Board Meetings and Quorum Requirement  <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_002%20Directors%20Attendance_Jan%2015.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_002%20Directors%20Attendance_Jan%2015.pdf</a></p>	

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

**Recommendation 5.1**

<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>Non-compliant</p>		<p>The Corporation has a Board consisting of nine members, two of whom are independent directors. The number of independent directors is in accordance with the requirements of the Implementing Rules and Regulations of the Securities Regulation Code and in compliance with the Corporation's New Manual on Corporate Governance (Manual).</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>Compliant</p>	<p>New Manual on Corporate Governance Page 21 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p> <p>By-Laws Article IV, Page 14 <a href="http://www.dmciholdings.com/uploads/incorporation_articles/By-Laws_DMCIHI%20Amended%20Sept%2013%202016.pdf">http://www.dmciholdings.com/uploads/incorporation_articles/By-Laws_DMCIHI%20Amended%20Sept%2013%202016.pdf</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>Compliant</p>	<p>The directors exercise their independent judgment to vote during the annual stockholders' meeting, without any influence from the management.</p>	
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		<p>New Manual on Corporate Governance Page 21</p> <p><a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p>	
<b>Recommendation 5.3</b>			
<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	Compliant	<p>Two Independent Directors serve less than nine years (reckoned from 2012):</p> <p>Mr. Honorio Reyes-Lao – 5 years Mr. Antonio Jose U. Periquet – 5 years</p> <p>Annual Report 2017 Pages 323-324</p> <p><a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a></p> <p>Company website <a href="http://www.dmciholdings.com/our_company/page_bod_inside/7">http://www.dmciholdings.com/our_company/page_bod_inside/7</a></p> <p><a href="http://www.dmciholdings.com/our_company/page_bod_inside/8">http://www.dmciholdings.com/our_company/page_bod_inside/8</a></p>	
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	Compliant	<p>New Manual on Corporate Governance Term limits of Independent Directors Item 5.3 Page 22</p> <p><a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%</a></p>	

		<a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf">20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a>  Board Charter Page 3 <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf</a>	
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.	Compliant	New Manual on Corporate Governance Term limits of Independent Directors Item 5.3 Page 22 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a>  Board Charter Page 3 <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf</a>	
<b>Recommendation 5.4</b>			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Non-compliant	New Manual on Corporate Governance Page 9 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039</a>	The Chairman and Chief Executive Officer of the Corporation are held by one person – Mr. ISIDRO A. CONSUNJI.  The Company sees to it that proper checks and balance are laid down to ensure independent views:

		<a href="#">%20New%20CG%20Manual May%2022.pdf</a>	<ol style="list-style-type: none"> <li>1. The duties and responsibilities of the Chairman and President are separately identified in the Board Charter, Manual on Corporate Governance and By-Laws.</li> <li>2. The Board sees to it that major decisions are made by at least 2/3 of the board members. Policies are created to ensure the effectiveness of the business operations of the company and the performance of each board director. Such policies and regulatory procedures are: Articles of Incorporation, Amended By-Laws, Insider Trading, Board Diversity, Board Charter, Code of Business Conduct and Ethics, among others – to ensure that decisions and events are not solely controlled by the Chairman and President.</li> <li>3. The Chairman and President is not a member of any Board Committee to ensure independent decisions. The Board Committees are mainly composed of independent and non-executive directors and are tasked to recommend and report to the Board any major business decisions.</li> </ol>
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<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>Compliant</p>	<p>New Manual on Corporate Governance Page 8-9 The Chairman of the Board <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p> <p>New Manual on Corporate Governance Page 23 President <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p>	
<b>Recommendation 5.5</b>			
<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>Compliant</p>	<p>The Board appointed Mr. ANTONIO JOSE U. PERIQUET as lead director among the independent director. The appointment was disclosed to the SEC and PSE on March 16, 2017</p> <p>Company website Disclosure <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf</a></p> <p>Annual Report 2017 Page 138</p>	

		<a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>  Chairman of the Board is not an Independent Director (Isidro A. Consunji)	
<b>Recommendation 5.6</b>			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	Directors did have any material interest or transaction affecting the corporation. Likewise, the Company sees to it that directors abstain from taking part in the deliberation of the same.  New Manual on Corporate Governance Page 24 Item 5.6 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a>	
<b>Recommendation 5.7</b>			
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.	Compliant	The Non-Executive Directors met with the external auditors and heads of the internal audit without any executive present on March 9, 2017 to discuss the following: <ol style="list-style-type: none"> <li>1. Internal audit report by the CAE to include internal audit plans and reviews, governance, risk management and</li> </ol>	
2. The meetings are chaired by the lead independent director.	Compliant		

		<p>compliance process, among others</p> <p>2. Presentation of Audit Results such as financial highlights, areas of audit emphasis, among others.</p> <p>The NEDs met only once in 2017. Attendees were independent directors, SGV (external auditor), and Punongbayan &amp; Araullo (Chief Audit Executive Partner In-Charge). The meeting was chaired by The Lead Director.</p>	
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**Optional: Principle 5**

1. None of the directors is a former CEO of the company in the past 2 years.	Non-compliant	<p>The incumbent CEO of the Corporation is also a member of the Board of Directors for the past 2 years.</p> <p>New Manual on Corporate Governance Page 316 Isidro A. Consunji <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p>	
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**Principle 6:** The best measure of the Board’s effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

**Recommendation 6.1**



1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Company Website Board Committees and Charter Internal Corporate Governance Assessment <a href="http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter">http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</a>	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		Annual Report 2017 Page 137-138 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>
5. Every three years, the assessments are supported by an external facilitator.	Compliant		The Company's external counsel assisted in the assessment of each performance review.

#### Recommendation 6.2

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.	Compliant	Company Website Board Committees and Charter Internal Corporate Governance Assessment <a href="http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter">http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</a>	
2. The system allows for a feedback mechanism from the shareholders.	Compliant		Annual Report 2017 Page 137-138 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>

**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			
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.	Compliant	<p>Company website  <a href="http://www.dmciholdings.com/corporate_governance/page/code-of-business-conduct-and-ethics">http://www.dmciholdings.com/corporate_governance/page/code-of-business-conduct-and-ethics</a></p> <p><a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Code%20of%20Businesss%20Conduct%20and%20Ethics_Amended%20March%202016.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Code%20of%20Businesss%20Conduct%20and%20Ethics_Amended%20March%202016.pdf</a></p>	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	<p>The Company's Code of Business Conduct and Ethics was disseminated via electronic mail and any updates or amendments were disclosed to the PSE / SEC as well.</p> <p>Company Disclosure  <a href="http://www.dmciholdings.com/uploads/disclosures/2016/DMCIHI_016%20Amendments%20to%20CG%20Manual%20and%20Policies_March%2010.pdf">http://www.dmciholdings.com/uploads/disclosures/2016/DMCIHI_016%20Amendments%20to%20CG%20Manual%20and%20Policies_March%2010.pdf</a></p>	
3. The Code is disclosed and made available to the public through the company website.	Compliant	<p>Company Disclosure  <a href="http://www.dmciholdings.com/uploads/disclosures/2016/DMCIHI_016%20Amendments%20to%20CG%20Manual%20and%20Policies_March%2010.pdf">http://www.dmciholdings.com/uploads/disclosures/2016/DMCIHI_016%20Amendments%20to%20CG%20Manual%20and%20Policies_March%2010.pdf</a></p>	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing	Compliant	The Company adopted the Anti-Corruption and Bribery Policy.	

<p>company involvement in offering, paying and receiving bribes.</p>		<p><a href="http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/Anti-Corruption%20and%20Bribery%20Policy_June%204%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/Anti-Corruption%20and%20Bribery%20Policy_June%204%202015.pdf</a></p> <p>Company website Code of Business Conduct and Ethics <a href="http://www.dmciholdings.com/corporate_governance/page/code-of-business-conduct-and-ethics">http://www.dmciholdings.com/corporate_governance/page/code-of-business-conduct-and-ethics</a></p> <p><a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Code%20of%20Business%20Conduct%20and%20Ethics_Amended%20March%202016.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Code%20of%20Business%20Conduct%20and%20Ethics_Amended%20March%202016.pdf</a></p>	
<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>Compliant</p>	<p>In 2017, the Company distributed a Self-Assessment Compliance Checklist to the Directors, Officers and employees, which was attested to and certified by the Chief Compliance Officer that the Company is in full compliance with its Manual on Corporate Governance, Code of Business Conduct and Ethics, and Company policies.</p>	
<p>2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.</p>	<p>Compliant</p>	<p>Annual Report 2017 Pages 104-105 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%2017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%2017%20Final.pdf</a></p>	

		Statement of Full Compliance with the Code of Corporate Governance <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./2017%20Certification%20of%20Full%20Compliance.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./2017%20Certification%20of%20Full%20Compliance.pdf</a>	
<b>Disclosure and Transparency</b>			
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
<b>Recommendation 8.1</b>			
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.	Compliant	The Company adopted the Corporate Disclosure Policies and Procedures.  Company Website/Company Policies <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Corporate%20Disclosures-Policies%20and%20Procedures_Marc%20h%202016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Corporate%20Disclosures-Policies%20and%20Procedures_Marc%20h%202016%202017.pdf</a>	
<b>Supplement to Recommendations 8.1</b>			
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.	Compliant	Company Website Disclosures – SEC Form 17-A <a href="http://www.dmciholdings.com/investor_relations/disclosures">http://www.dmciholdings.com/investor_relations/disclosures</a>  <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_029%20SEC%20Form%2017-A%20DEC_2016_April%2012.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_029%20SEC%20Form%2017-A%20DEC_2016_April%2012.pdf</a>	

		<p>SEC Form 17-Q  <a href="http://www.dmciholdings.com/investor_relations/disclosures">http://www.dmciholdings.com/investor_relations/disclosures</a></p> <p><a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_076%20SEC%20Form%202017-Q%20Third%20Quarter%20Results_Nov%202010.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_076%20SEC%20Form%202017-Q%20Third%20Quarter%20Results_Nov%202010.pdf</a></p> <p><a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_056%20Second%20Quarter%20Financial%20Report_August%202014.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_056%20Second%20Quarter%20Financial%20Report_August%202014.pdf</a></p> <p><a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_036%20First%20Quarter%20Financial%20Report_May%202015.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_036%20First%20Quarter%20Financial%20Report_May%202015.pdf</a></p> <p>PSE EDGE  <a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=88d22d34d946793643ca035510b6ec2b#sthash.6WWbqR9a.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=88d22d34d946793643ca035510b6ec2b#sthash.6WWbqR9a.dpbs</a></p> <p><a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=74c4ef1457dfe123318251c9257320d#sthash.3XUGhqaB.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=74c4ef1457dfe123318251c9257320d#sthash.3XUGhqaB.dpbs</a></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;</p>	<p>Compliant</p>	<p>SEC Form 17-A (Annual Report)  Notes to Consolidated Financial Statements (Note 36)  Pages 4-5  Pages 111-123</p>	

and any imbalances between the controlling shareholders' voting power and overall equity position in the company.		<a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_032%20SEC%20Form%2017-A%20DEC_April%2012.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_032%20SEC%20Form%2017-A%20DEC_April%2012.pdf</a>	
<b>Recommendation 8.2</b>			
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.	Compliant	Board Charter Section 13 <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf</a>	
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.	Compliant	<p>Insider Trading Policy Section 7 <a href="http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/INSIDER%20TRADING%20Policy_Final%20June%208%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/INSIDER%20TRADING%20Policy_Final%20June%208%202015.pdf</a></p> <p>Company website Shareholdings of Directors and Officers <a href="http://www.dmciholdings.com/invest_or_relations/page/shareholdings-of-directors-and-officers">http://www.dmciholdings.com/invest_or_relations/page/shareholdings-of-directors-and-officers</a></p> <p>Company Website Disclosure SEC Form 23-B <a href="http://www.dmciholdings.com/invest_or_relations/disclosures">http://www.dmciholdings.com/invest_or_relations/disclosures</a></p> <p><a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_067%20SEC%20Form%2023B_JAC_Oct%2016.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_067%20SEC%20Form%2023B_JAC_Oct%2016.pdf</a></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).</p>	<p>Compliant</p>	<p>Company Website Disclosure SEC Form 23-B <a href="http://www.dmciholdings.com/invest-or-relations/disclosures">http://www.dmciholdings.com/invest-or-relations/disclosures</a></p> <p><a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_067%20SEC%20Form%2023B_JAC_Oct%206.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_067%20SEC%20Form%2023B_JAC_Oct%206.pdf</a></p> <p>Company website Shareholdings of Directors and Officers <a href="http://www.dmciholdings.com/invest-or-relations/page/shareholdings-of-directors-and-officers">http://www.dmciholdings.com/invest-or-relations/page/shareholdings-of-directors-and-officers</a></p> <p>Company website Share Information <a href="http://www.dmciholdings.com/invest-or-relations/page/share-information">http://www.dmciholdings.com/invest-or-relations/page/share-information</a></p>	
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**Recommendation 8.3**

<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>Company website Directors' Profile <a href="http://www.dmciholdings.com/our-company/page/our-board-of-directors">http://www.dmciholdings.com/our-company/page/our-board-of-directors</a></p> <p>Company website Shareholdings of Directors and Officers <a href="http://www.dmciholdings.com/invest-or-relations/page/shareholdings-of-directors-and-officers">http://www.dmciholdings.com/invest-or-relations/page/shareholdings-of-directors-and-officers</a></p>	
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		<p>Directors and Officers Training in Corporate Governance  <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_013%20Attendance%20in%20Corp%20Governance%20Seminar_March%203.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_013%20Attendance%20in%20Corp%20Governance%20Seminar_March%203.pdf</a></p> <p><a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_057%20Attendance%20in%20Corp%20Governance%20Seminar_August%2014.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_057%20Attendance%20in%20Corp%20Governance%20Seminar_August%2014.pdf</a></p> <p><a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_083%20Attendance%20in%20Corp%20Governance%20Seminar_ECL_Dec%2011.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_083%20Attendance%20in%20Corp%20Governance%20Seminar_ECL_Dec%2011.pdf</a></p>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>Directors and Officers Training in Corporate Governance  <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_013%20Attendance%20in%20Corp%20Governance%20Seminar_March%203.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_013%20Attendance%20in%20Corp%20Governance%20Seminar_March%203.pdf</a></p> <p>Definitive Information Statement  Pages 15-17  <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_030%20SEC%20Form%2020-15_Definitive%20Info%20Statement_April%206.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_030%20SEC%20Form%2020-15_Definitive%20Info%20Statement_April%206.pdf</a></p> <p>Company website  Shareholdings of Directors and Officers</p>	



		<a href="http://www.dmciholdings.com/invest-or-relations/page/shareholdings-of-directors-and-officers">http://www.dmciholdings.com/invest-or-relations/page/shareholdings-of-directors-and-officers</a>	
<b>Recommendation 8.4</b>			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	Compensation and Remuneration Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/COMPENSATION%20AND%20REMUNERATION%20POLICY_March%2016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/COMPENSATION%20AND%20REMUNERATION%20POLICY_March%2016%202017.pdf</a>	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	The remuneration for company executives and officers are periodically reviewed by the Compensation Committee to include salary and incentive-compensation plans to be recommended to the Board. Disclosure of the aggregate compensation of executives and officers are being disclosed to the SEC under the SEC Form 17-A (annual report) and Information Statement.  Compensation & Remuneration Charter <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Compensation%20and%20Remuneration%20Committee%20Charter.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Compensation%20and%20Remuneration%20Committee%20Charter.pdf</a>  Annual Report SEC Form 17-A Page 66	

		<a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_032%20SEC%20Form%2017-A%20DEC_April%2012.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_032%20SEC%20Form%2017-A%20DEC_April%2012.pdf</a>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-compliant		The Company discloses the remuneration of directors and officers in aggregate amount  Annual Report SEC Form 17-A Page 66 <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_032%20SEC%20Form%2017-A%20DEC_April%2012.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_032%20SEC%20Form%2017-A%20DEC_April%2012.pdf</a>
<b>Recommendation 8.5</b>			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	Related Party Transaction Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Related%20Party%20Transactions%20Policy_Amended%20March%202016.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Related%20Party%20Transactions%20Policy_Amended%20March%202016.pdf</a>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Annual Report SEC Form 17-A Pages 69-72 <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_032%20SEC%20Form%2017-A%20DEC_April%2012.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_032%20SEC%20Form%2017-A%20DEC_April%2012.pdf</a>	
<b>Supplement to Recommendation 8.5</b>			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Conflict of Interest Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Conflict%20of%20Interest%20P">http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Conflict%20of%20Interest%20P</a>	

		<a href="#">olicy Amended%20March%202016.pdf</a>	
<b>Optional : Recommendation 8.5</b>			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	Related Party Transaction Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Related%20Party%20Transactions%20Policy_Amended%20March%202016.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Related%20Party%20Transactions%20Policy_Amended%20March%202016.pdf</a>	
<b>Recommendation 8.6</b>			
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.	Compliant	In 2017, there were no acquisition or disposal of significant assets that the company made.	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	In 2017, there were no acquisition or disposal of significant assets that the company made.	
<b>Supplement to Recommendation 8.6</b>			
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.	Compliant	There were no shareholder agreements, voting trust agreements made in 2017.	
1. Company's corporate governance policies, programs and procedures are	Compliant	The Company submitted its Manual on Corporate Governance in May	

contained in its Manual on Corporate Governance (MCG).		22, 2017 in compliance with the SEC Memorandum No. 19, 2016.	
2. Company's MCG is submitted to the SEC and PSE.	Compliant	New Manual on Corporate Governance <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_032%20SEC%20Form%2017-A%20DEC_April%2012.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_032%20SEC%20Form%2017-A%20DEC_April%2012.pdf</a>	
3. Company's MCG is posted on its company website.	Compliant	PSE EDGE Disclosure – May 27, 2017 <a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=7a4754294b9d4b933318251c9257320d#sthash.oMpv0zmS.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=7a4754294b9d4b933318251c9257320d#sthash.oMpv0zmS.dpbs</a>	
<b>Supplement to Recommendation 8.7</b>			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	The Company has not made any revisions or updates yet on its Manual on Corporate Governance submitted in May 22, 2017.	
<b>Optional: Principle 8</b>			
1. Does the company's Annual Report disclose the following information:		Annual Report 2017 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant	Page 7, Corporate Objectives Pages 10-71, Business Review (Financial indicators and non-financial indicators)	
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant		
e. Biographical details (at least age, academic qualifications, date of first	Compliant	Pages 13, 108-109, Dividends (right to participate in profits)	

appointment, relevant experience, and other directorships in listed companies) of all directors		Pages 316-324, Directors' profile Page 134, Board Attendance	
f. Attendance details of each director in all directors meetings held during the year	Compliant	SEC Form 17-A (annual report) Directors' Compensation Page 66 <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_032%20SEC%20Form%2017-A%20DEC_April%2012.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_032%20SEC%20Form%2017-A%20DEC_April%2012.pdf</a>	
g. Total remuneration of each member of the board of directors	Non-compliant		Aggregate amount of directors' compensation is disclosed in the Annual Report SEC Form 17-A
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.	Compliant	Annual Report 2017 Pages 104-105 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>  <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./2017%20Certification%20of%20Full%20Compliance.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./2017%20Certification%20of%20Full%20Compliance.pdf</a>	
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.	Compliant	Annual Report 2017 Page 157 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
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.	Compliant	Annual Report 2017 Page 158-159 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	

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).	Compliant	Annual Report 2017 Pages 143, 144-147, 160 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
<b>Principle 9:</b> 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.			
<b>Recommendation 9.1</b>			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Audit Committee Charter Items b and d <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%202016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%202016%202017.pdf</a>	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	Audit Committee Charter Items b and d <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%202016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%202016%202017.pdf</a>  Annual Stockholders Meeting Results <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_039%20SEC%20Form%202017-C_ASM%20results_May%202015.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_039%20SEC%20Form%202017-C_ASM%20results_May%202015.pdf</a>	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public	Compliant	Definitive Information Statement Item 7, Pages 23-24	

through the company website and required disclosures.		<a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_030%20SEC%20Form%20- IS_Definitive%20Info%20Statement_April%206.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_030%20SEC%20Form%20- IS_Definitive%20Info%20Statement_April%206.pdf</a>	
<b>Supplement to Recommendation 9.1</b>			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Audit Committee Charter Item i <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf</a>	
<b>Recommendation 9.2</b>			
1. Audit Committee Charter includes the Audit Committee's responsibility on:  i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	Compliant	Audit Committee Charter <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf</a>	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's	Compliant	Audit Committee Charter <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20P">http://www.dmciholdings.com/uploads/corporate_governance/2017%20P</a>	

<p>suitability and effectiveness on an annual basis.</p>		<p><a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">olicies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf</a></p> <p><a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p>	
<b>Supplement to Recommendations 9.2</b>			
<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>	<p>Compliant</p>	<p>Audit Committee Charter  <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf</a></p> <p><a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p>	
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	<p>Compliant</p>	<p>Audit Committee Charter  <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf</a></p> <p><a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p>	



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.	Compliant	<p>Non-audit services performed by external auditor were as follows:</p> <ol style="list-style-type: none"> <li>1. Board Canvassers in the Poll voting at the annual stockholders' meeting.</li> <li>2. Conducted Corporate Governance training to directors and key officers</li> </ol>	
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.	Compliant	<p>Audit Committee Charter  <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf</a></p> <p><a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p>	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p>The Audit Committee sees to it that the non-audit fees do not exceed the audit fees for the year.</p> <p>Definitive Information Statement Management Report, Page 37  <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_030%20SEC%20Form%2020-18%20Definitive%20Info%20Statement_April%2018.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_030%20SEC%20Form%2020-18%20Definitive%20Info%20Statement_April%2018.pdf</a></p>	

		Annual Report 2017 Page 147 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
<b>Additional Recommendation to Principle 9</b>			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>Provide information on company's external auditor, such as:</p> <ol style="list-style-type: none"> <li>1. Sycip, Gorres, Velayo &amp; Co. (SGV)</li> <li>2. SEC Accrediation No. 0012-FR-4 (Group A)</li> <li>3. Date Accredited: Nov. 10, 2015</li> <li>4. Accredited until: Nov. 9, 2018</li> <li>5. Sycip Gorres Velayo &amp; Co. 6760 Ayala Avenue Makati City 1226 Tel: (632) 8910307 Fax: (632) 8190872</li> </ol> <p>Audited Financial Statements Independent Auditor's Report <a href="http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_032%20SEC%20Form%2017-A%20DEC_April%2012.pdf">http://www.dmciholdings.com/uploads/disclosures/2018/DMCIHI_032%20SEC%20Form%2017-A%20DEC_April%2012.pdf</a></p>	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	<p>As advised by the external auditor, this is not applicable.</p> <p>Provide information on the following:</p> <ol style="list-style-type: none"> <li>1. Date it was subjected to SOAR inspection, if subjected;</li> </ol>	

		2. Name of the Audit firm; and 3. Members of the engagement team inspected by the SEC.	
<b>Principle 10:</b> The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
<b>Recommendation 10.1</b>			
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.	Compliant	Annual Report 2017 Corporate Sustainability and Responsibility Pages 73-97 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Annual Report 2017 Corporate Sustainability and Responsibility Pages 73-97 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
<b>Principle 11:</b> 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.			
<b>Recommendation 11.1</b>			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	Aside from periodic reporting, the Company also conduct media and analysts' briefings. It is the Company's duty to advance the investors interests and to provide timely, accurate, relevant information.	

		<p>Notice of Media / Analyst Briefings are disclosed to PSE and SEC.</p> <p>Company Website Disclosure, 2017 Notice of Media/Analyst Briefing  <a href="http://www.dmciholdings.com/invest_or_relations/disclosures">http://www.dmciholdings.com/invest_or_relations/disclosures</a></p> <p>Notice of Analyst Briefing  <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_070%20Notice%20of%20Analysts%20Briefing_Nov%202.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_070%20Notice%20of%20Analysts%20Briefing_Nov%202.pdf</a></p> <p>Notice of Media Briefing  <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_071%20Notice%20of%20Media%20Briefing_Nov%202.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_071%20Notice%20of%20Media%20Briefing_Nov%202.pdf</a></p> <p>Annual Report 2017  Pages 127-128  <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a></p>	
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**Supplemental to Principle 11**

1. Company has a website disclosing up-to-date information on the following:	Compliant	Company website: <a href="http://www.dmciholdings.com">www.dmciholdings.com</a>	
a. Financial statements/reports (latest quarterly)	Compliant	Financial Statements <a href="http://www.dmciholdings.com/invest_or_relations/financial_reports">http://www.dmciholdings.com/invest_or_relations/financial_reports</a>	
b. Materials provided in briefings to analysts and media	Compliant	Presentation materials	

c. Downloadable annual report	Compliant	<a href="http://www.dmciholdings.com/invest-or-relations/presentations">http://www.dmciholdings.com/invest-or-relations/presentations</a>	
d. Notice of ASM and/or SSM	Compliant	Annual Reports	
e. Minutes of ASM and/or SSM	Compliant	<a href="http://www.dmciholdings.com/invest-or-relations/annual-reports">http://www.dmciholdings.com/invest-or-relations/annual-reports</a>	
f. Company's Articles of Incorporation and By-Laws	Compliant	<p>Notice of ASM  <a href="http://www.dmciholdings.com/invest-or-relations/disclosures">http://www.dmciholdings.com/invest-or-relations/disclosures</a></p> <p><a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_018b%20Notice%20of%20Annual%20Meeting_March%202017.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_018b%20Notice%20of%20Annual%20Meeting_March%202017.pdf</a></p> <p><a href="http://www.dmciholdings.com/corporate-governance/page/2018-annual-stockholders-meeting">http://www.dmciholdings.com/corporate-governance/page/2018-annual-stockholders-meeting</a></p> <p>Minutes of the ASM  <a href="http://www.dmciholdings.com/corporate-governance/page/2018-annual-stockholders-meeting">http://www.dmciholdings.com/corporate-governance/page/2018-annual-stockholders-meeting</a></p> <p><a href="http://www.dmciholdings.com/uploads/corporate-governance/ASM/2018/2018%20ASM%20Minutes.pdf">http://www.dmciholdings.com/uploads/corporate-governance/ASM/2018/2018%20ASM%20Minutes.pdf</a></p> <p>Articles of Incorporation and By-Laws  <a href="http://www.dmciholdings.com/our-company/page/articles-of-incorporation-by-laws-and-gis">http://www.dmciholdings.com/our-company/page/articles-of-incorporation-by-laws-and-gis</a></p>	

**Additional Recommendation to Principle 11**

<p>1. Company complies with SEC-prescribed website template.</p>	<p>Compliant</p>	<p>The Company follows the SEC-prescribed website template, with the following information:</p> <ol style="list-style-type: none"> <li>1. Our Company</li> <li>2. Our Businesses</li> <li>3. Corporate Governance</li> <li>4. Company Disclosures</li> <li>5. Press Materials/Presentations</li> <li>6. Investor Relations</li> </ol> <p>Company website:  <a href="http://www.dmciholdings.com">www.dmciholdings.com</a></p>	
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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**

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>Compliant</p>	<p>The outsourced internal audit function performs ongoing monitoring and periodic internal assessment. Results of the quality assurance and improvement program are communicated to the Audit Committee.</p> <p>The audit committee meets at least four times a year to review the financial results of the Company and the results of the internal audit activities within the Company. The audit committee also meets with the external auditor at least once a year to review the external auditor's report.</p>	
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		Annual Report 2017 Pages 143-144 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	Annual Report 2017 Pages 144-147 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>  Enterprise Risk Management <a href="http://www.dmciholdings.com/corporate_governance/page/enterprise-risk-management">http://www.dmciholdings.com/corporate_governance/page/enterprise-risk-management</a>	
<b>Supplement to Recommendations 12.1</b>			
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.	Compliant	Enterprise Risk Management <a href="http://www.dmciholdings.com/corporate_governance/page/enterprise-risk-management">http://www.dmciholdings.com/corporate_governance/page/enterprise-risk-management</a>  The ERM program is being monitored and reviewed by the Board Risk Oversight Committee at least twice a year.	
<b>Optional: Recommendation 12.1</b>			
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.	Non-compliant		The Company is still in the process of formulating and adopting a cyber security policy

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.</p>	Compliant	<p>The Company has outsourced its internal audit function with Punongbayan &amp; Araullo, a member firm of Grant Thornton International, Ltd.</p> <p>Annual Report 2017 Pages 138 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a></p> <p>Disclosure on the Re-appointment of internal auditor: <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf</a></p>	
Recommendation 12.3			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	Compliant	<p>Since the Company has fully outsourced its internal audit function with an external firm, Punongbayan &amp; Araullo, the Engagement Partner of the external firm serves as the Chief Audit Executive for the Company for the period covered by the outsourcing contract.</p> <p>Disclosure on the Re-appointment of internal auditor: <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20B">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20B</a></p>	



		<a href="#">oard%20Meeting%20Results_March%2016.pdf</a>	
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.	Compliant	<p>Since the Company has fully outsourced its internal audit function with an external firm, the Engagement Partner of the external firm serves as the Chief Audit Executive for the Company for the period covered by the outsourcing contract. An Internal Audit Lead Coordinator was also appointed by the Company to be the coordinator of the activities of the third-party service provider to the Audit Committee and the Board.</p> <p>Disclosure on the Re-appointment of internal auditor:  <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%2016.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%2016.pdf</a></p>	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant	<p>The Board has designated Mr. Brian T. Lim, Senior Finance Officer, to be the Internal Audit Lead Coordinator.</p> <p>Disclosure on the Re-appointment of internal auditor:  <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%2016.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%2016.pdf</a></p>	

		Annual Report 2017 Pages 138 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	ERM <a href="http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/ERM%20Policy_Final_Nov%2018.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/ERM%20Policy_Final_Nov%2018.pdf</a>	
<b>Supplement to Recommendation 12.4</b>			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	The Company, from time to time, consulted its CAE/Internal Auditor who is fully outsourced, for technical support in relation to risk management.	
<b>Recommendation 12.5</b>			
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).	Compliant	The Company's Chief Risk Officer is Mr. HERBERT M. CONSUNJI His functions are described in the New Manual on Corporate Governance.	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	New Manual on Corporate Governance Item 12.5, Page 29 <a href="http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/ERM%20Policy_Final_Nov%2018.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/ERM%20Policy_Final_Nov%2018.pdf</a>	

		Annual Report 2017 Page 144 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
<b>Additional Recommendation to Principle 12</b>			
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.	Compliant	The Company's CEO and CAE attested the sound internal audit, control and compliance systems is in place and working effectively. This is included in the Annual Report 2017 and posted in the Company's website  Annual Report 2017 Page 160 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>  Company website <a href="http://www.dmciholdings.com/uploads/corporate_governance/Internal%20Audit%20Report/CAE%20Attestation%202017_revised.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Internal%20Audit%20Report/CAE%20Attestation%202017_revised.pdf</a>	
<b>Cultivating a Synergic Relationship with Shareholders</b>			
<b>Principle 13:</b> The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
<b>Recommendation 13.1</b>			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	The Shareholders' rights are disclosed in the Company's Manual on Corporate Governance.	

		<p>New Manual on Corporate Governance Pages 30-34 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	<p>The Shareholders' rights are posted in the Company's website</p> <p>New Manual on Corporate Governance Pages 30-34 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p> <p><a href="http://www.dmciholdings.com/corporate_governance/page/manual-on-corporate-governance">http://www.dmciholdings.com/corporate_governance/page/manual-on-corporate-governance</a></p>	
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share.	Compliant	<p>New Manual on Corporate Governance Pages 30 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a></p>	

		Annual Report 2017 Pages 107-110, 114 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	New Manual on Corporate Governance Pages 30-34 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a>  Annual Report 2017 Pages 107-110 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
3. Board has an effective, secure, and efficient voting system.	Compliant	New Manual on Corporate Governance Pages 32 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a>  Nomination and Election Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/NOMINATION%20AND%20ELECTION%20POLICY_Amended%20November%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/NOMINATION%20AND%20ELECTION%20POLICY_Amended%20November%202017.pdf</a>	

		Annual Report 2017 Pages 111-113 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</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.	Compliant	Nomination and Election Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/NOMINATION%20AND%20ELECTION%20POLICY_Amended%20November%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/NOMINATION%20AND%20ELECTION%20POLICY_Amended%20November%202017.pdf</a>  Annual Report 2017 Pages 111-113 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
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.	Compliant	New Manual on Corporate Governance Pages 31 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a>	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	New Manual on Corporate Governance Pages 31, 13.1.5 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a>	

7. Company has a transparent and specific dividend policy.	Compliant	<p>Dividend Policy  <a href="http://www.dmciholdings.com/uploads/corporate_governance/DIVIDEND%20POLICY_Final%20May%2015%202014.pdf">http://www.dmciholdings.com/uploads/corporate_governance/DIVIDEND%20POLICY_Final%20May%2015%202014.pdf</a></p> <p>Annual Report 2017  Pages 109 – Declaration of Dividends  <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a></p>	
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	<p>The Board appointed the Company's external auditors as Board Canvassers to count and validate the votes at the Annual Stockholders' meeting.</p> <p>Appointment of SGV as Board Canvassers:  <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%202016.pdf</a></p>	
<b>Recommendation 13.2</b>			
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.	Compliant	<p>The Company's Notice of 2017 Annual Shareholders' Meeting (ASM) with corresponding details and rationale for each agenda item was disclosed to the PSE and uploaded on our website on 17 March 2017.</p> <p>On 07 April 2017, we likewise filed our SEC20-IS (Definitive Information</p>	

		<p>Statement) with detailed agenda and relevant information for our shareholders' guidance pursuant to the SEC rules that include proxy form, management report and financial statements.</p> <p>The Definitive Information Statement was issued thirty-nine days (39) before the regular ASM.</p> <p>Disclosure of Information Statement at PSE EDGE  <a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=3b56dbf7815c723a3318251c9257320d#sthash.6UNPH4bh.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=3b56dbf7815c723a3318251c9257320d#sthash.6UNPH4bh.dpbs</a></p>	
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**Supplemental to Recommendation 13.2**

1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	<p>Definitive Information Statement  <a href="http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_028%20Definitive%20Information%20Statement_April%207.pdf">http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_028%20Definitive%20Information%20Statement_April%207.pdf</a></p>	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant		
b. Auditors seeking appointment/re-appointment	Compliant		
c. Proxy documents	Compliant		

**Optional: Recommendation 13.2**



1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Notice of Meeting with Agenda Rationale <a href="http://www.dmciholdings.com/uploads/corporate_governance/ASM/2017/DMCIHI_018b%20Notice%20of%20Annual%20Meeting_March%2017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/ASM/2017/DMCIHI_018b%20Notice%20of%20Annual%20Meeting_March%2017.pdf</a>	
<b>Recommendation 13.3</b>			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Poll voting results <a href="http://www.dmciholdings.com/corporate_governance/page/2017-annual-stockholders-meeting">http://www.dmciholdings.com/corporate_governance/page/2017-annual-stockholders-meeting</a>  <a href="http://www.dmciholdings.com/uploads/corporate_governance/ASM/2017/17%20DMCI%20Tabulation%20of%20Votes%20Presentation.pdf">http://www.dmciholdings.com/uploads/corporate_governance/ASM/2017/17%20DMCI%20Tabulation%20of%20Votes%20Presentation.pdf</a>	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	Minutes of the ASM 2017 (posted on May 17, 2017, a day after the ASM) <a href="http://www.dmciholdings.com/corporate_governance/page/2017-annual-stockholders-meeting">http://www.dmciholdings.com/corporate_governance/page/2017-annual-stockholders-meeting</a>  <a href="http://www.dmciholdings.com/uploads/corporate_governance/ASM/2017/2017%20ASM%20Minutes.pdf">http://www.dmciholdings.com/uploads/corporate_governance/ASM/2017/2017%20ASM%20Minutes.pdf</a>	
<b>Supplement to Recommendation 13.3</b>			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	Annual Report 2017 Page 112 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	

Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	Alternative Dispute Resolution Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/ALTERNATIVE%20DISPUTE%20RESOLUTION%20POLICY_August%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/ALTERNATIVE%20DISPUTE%20RESOLUTION%20POLICY_August%202017.pdf</a>	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	New Manual on Corporate Governance Page 33, Item 13.3 <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf</a>	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.		Disclose the contact details of the officer/office responsible for investor relations, such as: <ol style="list-style-type: none"> <li>1. Dr. Victor S. Limlingan (Managing Director) and Tara Ann C. Reyes (IR Officer)</li> <li>2. Telephone number – (632) 888 3000</li> <li>3. Fax number – (632) 816 7362</li> <li>4. E-mail address – <a href="mailto:investor.relations@dmcinet.com">investor.relations@dmcinet.com</a></li> </ol> Company website <a href="http://www.dmciholdings.com/contact_us/">http://www.dmciholdings.com/contact_us/</a>	

		Annual Report 2017 Page 128 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
2. IRO is present at every shareholder's meeting.	Compliant	The Investor Relations Officer, Tara Ann C. Reyes, is always present in every annual shareholders' meeting.	
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	There have been no transactions that the Board must act to avoid anti-take-over measures.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-compliant		While the Company has 27% public float as of December 31, 2017, it is in compliance with the PSE's required minimum public float of 10%
<b>Optional: Principle 13</b>			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	Investors Relations activities and programs <a href="http://www.dmciholdings.com/investor-relations/page/investor-relations-programs">http://www.dmciholdings.com/investor-relations/page/investor-relations-programs</a>  Press Releases and updates <a href="http://www.dmciholdings.com/investor-relations/reports">http://www.dmciholdings.com/investor-relations/reports</a>  Periodic Reporting <a href="http://www.dmciholdings.com/investor-relations/disclosures">http://www.dmciholdings.com/investor-relations/disclosures</a>	

2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Non-Compliant	Disclose the process and procedure for secure electronic voting in absentia, if any.	The Company allows voting person or in absentia via proxy to give shareholders who are unable to attend our ASM the opportunity to participate and vote.
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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**

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Key Stakeholders  Annual Report 2017 Role of Stakeholders Pages 119-125 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>	
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**Recommendation 14.2**

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Website <a href="http://www.dmciholdings.com/corporate_governance/page/company-policies">http://www.dmciholdings.com/corporate_governance/page/company-policies</a>  Annual Report 2017 Role of Stakeholders Pages 119-125 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a>  Company Policies: Alternative Dispute Resolution Anti-Corruption and Bribery	
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		Climate Change Community Interaction Customer Welfare Environmentally Friendly Value-Chain Health, Safety and General Welfare of Employees Safeguarding Creditor's Rights Supplier and Contractor's Relations Whistleblower	
<b>Recommendation 14.3</b>			
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.	Compliant	Whistleblower Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/WHISTLEBLOWER%20POLICY_Amended%20March%2016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/WHISTLEBLOWER%20POLICY_Amended%20March%2016%202017.pdf</a>  Whistleblower Reporting Channel <a href="http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/WB%20Reporting%20Form_DM CIHI June%2025%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/WB%20Reporting%20Form_DM CIHI June%2025%202015.pdf</a>	
<b>Supplement to Recommendation 14.3</b>			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	Alternative Dispute Resolution Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/ALTERNATIVE%20DISPUTE%20RESOLUTION%20POLICY_August%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/ALTERNATIVE%20DISPUTE%20RESOLUTION%20POLICY_August%202017.pdf</a>	
<b>Additional Recommendations to Principle 14</b>			
1. Company does not seek any exemption from the application of a law, rule or	Compliant	There were no requests made by the Company for any exemption from	

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.		application of a law, rule or regulation.	
2. Company respects intellectual property rights.	Compliant	Code of Business Conduct and Ethics <a href="http://www.dmciholdings.com/corporate_governance/page/code-of-business-conduct-and-ethics">http://www.dmciholdings.com/corporate_governance/page/code-of-business-conduct-and-ethics</a>	
<b>Optional: Principle 14</b>			
1. Company discloses its policies and practices that address customers' welfare	Compliant	Customer Welfare Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/Custom%20Welfare%20Policy_June%204%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/Custom%20Welfare%20Policy_June%204%202015.pdf</a>	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	Supplier and Contractor Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Supplier%20and%20Contractor%20Policy_Amended%20March%202016.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Supplier%20and%20Contractor%20Policy_Amended%20March%202016.pdf</a>	
<b>Principle 15:</b> 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.			
<b>Recommendation 15.1</b>			
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.	Compliant	Company Policies <a href="http://www.dmciholdings.com/corporate_governance/page/company-policies">http://www.dmciholdings.com/corporate_governance/page/company-policies</a>	

		<p>Health, Safety and General Welfare  <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Policy%20on%20Health%20Safety%20and%20Welfare_May%2014%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Policy%20on%20Health%20Safety%20and%20Welfare_May%2014%202015.pdf</a></p> <p>Training and Development  The Company is committed to improving the performance of the Group, including the employees of its subsidiaries. The Company recognizes the benefits of trainings and development programs for the employees to grow and develop their skills and talents.</p> <p>For General Welfare and Development, the Company has the following activities:  1. The Company has an in-house training center through DM Consunji Technical Training Center (DMCTTC). It provides quality training exclusive to the DMC Group of Companies such as Leadership, Supervisory Development, Problem Solving and Decision Making and Foremanship Training among others. Professional Development Trainings conducted by DM Consunji Technical Training Center to the DMCI Group of Companies are as follows:</p>	
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		<ul style="list-style-type: none"> <li>a. Professional Development Seminars</li> <li>b. Basic Safety Orientation Program</li> <li>c. Basic Occupation Safety and Health</li> <li>d. Quality of Work Life Seminars</li> <li>e. Performance Management, Leadership and Succession training</li> <li>f. Foremanship Program</li> <li>g. Team Building Programs</li> <li>h. Administrative Programs</li> <li>i. Behavioral, skills and technical courses</li> <li>j. Engineers Development Programs</li> </ul> <p>2. The Company supports the professional development of its employees by allowing them to participate in organizations and professional clubs such as:</p> <ul style="list-style-type: none"> <li>a. Management Association of the Philippines</li> <li>b. Public Relations Society of the Philippines</li> <li>c. Golf Clubs</li> <li>d. Philippine Chamber of Commerce and Industry</li> <li>e. Philippine Overseas Construction Board</li> <li>f. International Association of Business Communicators</li> <li>g. Institute of Corporate Directors</li> </ul>	
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		<p>h. United Architects of the Philippines</p> <p>i. Financial Executives Institute of the Philippines (FINEX)</p> <p>3. Activities of each subsidiaries such as:</p> <p>a. Fellowships among management and key officers of subsidiaries</p> <p>b. Corporate planning sessions</p> <p>c. Team building activities</p>	
<b>Supplement to Recommendation 15.1</b>			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Non-Compliant		The Company sees to it that employees' compensation are consistent with the Corporation's culture, strategy and control environment. Appropriate remuneration and financial rewards are given to employees based on their performance.
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<p>Health, Safety and General Welfare of Employees</p> <p><a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Policy%20on%20Health%20Safety%20and%20Welfare_May%2014%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Policy%20on%20Health%20Safety%20and%20Welfare_May%2014%202015.pdf</a></p>	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>Health, Safety and General Welfare of Employees</p> <p><a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Policy%20on%20Health%20Safety%20and%20Welfare_May%2014%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%</a></p>	

[20on%20Corp.%20Gov./Policy%20on%20Health%20Safety%20and%20Welfare\\_May%2014%202015.pdf](#)

Training and Development  
The Company is committed to improving the performance of the Group, including the employees of its subsidiaries. The Company recognizes the benefits of trainings and development programs for the employees to grow and develop their skills and talents.

For General Welfare and Development, the Company has the following activities:

1. The Company has an in-house training center through DM Consunji Technical Training Center (DMCTTC). It provides quality training exclusive to the DMC Group of Companies such as Leadership, Supervisory Development, Problem Solving and Decision Making and Foremanship Training among others. Professional Development Trainings conducted by DM Consunji Technical Training Center to the DMCI Group of Companies are as follows:

- a. Professional Development Seminars
- b. Basic Safety Orientation Program

		<ul style="list-style-type: none"> <li>c. Basic Occupation Safety and Health</li> <li>d. Quality of Work Life Seminars</li> <li>e. Performance Management, Leadership and Succession training</li> <li>f. Foremanship Program</li> <li>g. Team Building Programs</li> <li>h. Administrative Programs</li> <li>i. Behavioral, skills and technical courses</li> <li>j. Engineers Development Programs</li> </ul> <p>2. The Company supports the professional development of its employees by allowing them to participate in organizations and professional clubs such as:</p> <ul style="list-style-type: none"> <li>a. Management Association of the Philippines</li> <li>b. Public Relations Society of the Philippines</li> <li>c. Golf Clubs</li> <li>d. Philippine Chamber of Commerce and Industry</li> <li>e. Philippine Overseas Construction Board</li> <li>f. International Association of Business Communicators</li> <li>g. Institute of Corporate Directors</li> <li>h. United Architects of the Philippines</li> <li>i. Financial Executives Institute of the Philippines (FINEX)</li> </ul>	
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		3. Activities of each subsidiaries such as: a. Fellowships among management and key officers of subsidiaries b. Corporate planning sessions c. Team building activities	
<b>Recommendation 15.2</b>			
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.	Compliant	Anti-Corruption and Bribery Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/Anti-Corruption%20and%20Bribery%20Policy_June%204%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/Anti-Corruption%20and%20Bribery%20Policy_June%204%202015.pdf</a>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	The Company allows employees to actively participate and attend in-house or external trainings to be able to further develop their skills and maintain contacts with colleagues in the industry.  Health, Safety and General Welfare of Employees <a href="http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Policy%20on%20Health%20Safety%20and%20Welfare_May%2014%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Policy%20on%20Health%20Safety%20and%20Welfare_May%2014%202015.pdf</a>	
<b>Supplement to Recommendation 15.2</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing	Compliant	Anti-Corruption and Bribery Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2015%20P">http://www.dmciholdings.com/uploads/corporate_governance/2015%20P</a>	

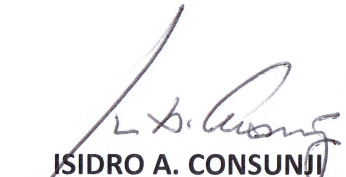
<p>employee involvement in offering, paying and receiving bribes.</p>		<p><a href="#">olicies/Anti-Corruption%20and%20Bribery%20Policy_June%204%202015.pdf</a></p> <p>Anti-Corruption and Bribery Programs  <a href="http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Anti%20Corruption%20Programs.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Anti%20Corruption%20Programs.pdf</a></p>	
<b>Recommendation 15.3</b>			
<p>1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation</p>	<p>Compliant</p>	<p>Whistleblower Policy  <a href="http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/WHISTLEBLOWER%20POLICY_Amended%20March%2016%202017.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/WHISTLEBLOWER%20POLICY_Amended%20March%2016%202017.pdf</a></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>Compliant</p>	<p>Whistleblower Reporting Channel  <a href="http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/WB%20Reporting%20Form_DM CIHI_June%2025%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/WB%20Reporting%20Form_DM CIHI_June%2025%202015.pdf</a></p>	
<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compliant</p>	<p>As of December 31, 2017, there were no incidents reported through the Whistleblower Reporting Channel.</p> <p>The Chief Compliance Officer is in-charge to handle the reports and to raise a serious concern covered by the Whistleblower policy. However, in case the Chief Compliance Officer will be the subject of the report, the whistleblower can raise this concern to the Vice-Chairman of the Board.</p>	

		Whistleblower Reporting Channel <a href="http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/WB%20Reporting%20Form_DM_CIHI_June%2025%202015.pdf">http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/WB%20Reporting%20Form_DM_CIHI_June%2025%202015.pdf</a>	
<b>Principle 16:</b> 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.			
<b>Recommendation 16.1</b>			
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.	Compliant	Corporate Sustainability and Responsibility  Annual Report 2017 Pages 73-97 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%2017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%2017%20Final.pdf</a>  Company Website <a href="http://www.dmciholdings.com/corporate_social_responsibility/page/corporate-sustainability-and-responsibility">http://www.dmciholdings.com/corporate_social_responsibility/page/corporate-sustainability-and-responsibility</a>	
<b>Optional: Principle 16</b>			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	Environmentally Friendly Value Chain Policy <a href="http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Environmentally%20Friendly%2">http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Environmentally%20Friendly%2</a>	

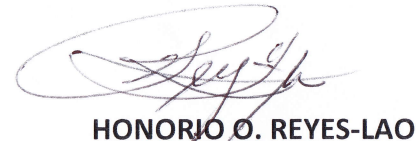
		<a href="#">0Value%20Chain%20Policy_Amended%20March%202016.pdf</a>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	<p>Corporate Sustainability and Responsibility</p> <p>Annual Report 2017 Pages 73-97 <a href="http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf">http://www.dmciholdings.com/uploads/annual_reports/DMCI%20AR%202017%20Final.pdf</a></p> <p>Company Website <a href="http://www.dmciholdings.com/corporate_social_responsibility/page/corporate-sustainability-and-responsibility">http://www.dmciholdings.com/corporate_social_responsibility/page/corporate-sustainability-and-responsibility</a></p>	

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 **MAKATICITY** on **AUG 30 2018**, 20\_\_.

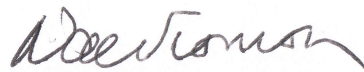
**SIGNATURES**

  
**ISIDRO A. CONSUNJI**  
 Chairman and CEO

  
**HERBERT M. CONSUNJI**  
 Chief Compliance Officer

  
**HONORIO O. REYES-LAO**  
 Independent Director


  
**ANTONIO JOSE U. PERIQUET**  
 Independent Director

  
**ATTY. NOEL A. LAMAN**  
 Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this **AUG 30 2018** day of \_\_\_\_\_, 20\_\_, affiant(s) exhibiting to me their \_\_\_\_\_, as follows:

NAME	PASSPORT NO.	PLACE OF ISSUE/EXPIRY DATE
Isidro A. Consunji	EC4977907	DFA MANILA / AUG. 10, 2020
Honorio O. Reyes-Lao	EC0087958	DFA MANILA / JAN. 22, 2019
Antonio Jose U. Periquet	P6023226A	DFA MANILA / FEB. 12, 2028
Herbert M. Consunji	EC1759533	DFA MANILA / JUL. 30, 2019
Noel A. Laman	EC1231940	DFA MANILA / MAY 26, 2019

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 Series of 2018

  
**ATTY. RAYMOND A. RAMOS**  
 COMMISSION NO. M-277  
 NOTARY PUBLIC FOR MAKATI CITY  
 UNTIL DECEMBER 31, 2018  
 NO. 15 J.P. RIZAL EXTN. COR. TANGULE ST  
 COMEMBO, MAKATI CITY  
 SC Roll No. 62179/04-26-2013  
 IBP NO. 022957/01-04-2018/Pasig City  
 PTR NO MKT-6614630, 01-03-2018/MAKATI CITY  
 MCLF Compliance No. V-0004514/10-31-2014