

COVER SHEET

A S O 9 5 0 0 2 2 8 3
SEC Registration Number

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

(Company's Full Name)

3 R D F L R . D A C O N B L D G . 2 2 8 1
C H I N O R O C E S A V E . M A K A T I C I T Y
1 2 3 1
(Business Address: No., Street City / Town / Province)

HERBERT M. CONSUNJI
Contact Person

8888-3000
Company Telephone Number

(Third Tuesday of May)

1 2 3 1
Month Day
Fiscal Year

2019 Integrated Annual Corporate Governance Report
FORM TYPE

0 5 1 9
Month Day
Annual Meeting

N.A.
Secondary License Type, If Applicable

C F D
Dept Requiring this Doc

Amended Articles Number / Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic _____
Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **2019**
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) 8888-3000**
Issuer's telephone number, including area code
9. **Not applicable**
Former name, former address, and former fiscal year, if changed since last report.

2019 INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
<p>Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.</p>			
Recommendation 1.1			
<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	Compliant	<p>Profile of the Board of Directors Company website http://www.dmciholdings.com/our_company/page/our-board-of-directors</p>	
<p>2. Board has an appropriate mix of competence and expertise.</p>	Compliant	<p>Definitive information statement</p>	
<p>3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</p>	Compliant	<p>Directors' Profile Pages 10-12 http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/DMCIHI_024%20SEC%20Form%2020%20IS%20Defintive_April%204.pdf</p> <p>Board Composition http://www.dmciholdings.com/corporate_governance/page/board-governance</p> <p>Board Diversity and Progress Report http://www.dmciholdings.com/uploads/corporate_governance/2019%20Policies/2019%20Board%20Diversity%20Report.pdf</p> <p>2019 Corporate Governance (CG) Report Pages 39-42 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/</p>	

		CORPORATE%20GOVERNANCE%202019%20for%20website.pdf	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	<p>Board Composition http://www.dmciholdings.com/corporate_governance/page/board-governance</p> <p>Board Diversity and Progress Report http://www.dmciholdings.com/uploads/corporate_governance/2019%20Policies/2019%20Board%20Diversity%20Report.pdf</p> <p>2019 Corporate Governance (CG) Report Pages 38 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>Board Charter http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf</p> <p>Training Policy for Directors http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/Training%20Policy%20for%20Directors_August%2013%202018.pdf</p>	

		<p>Board Governance – Training Policy for Directors http://www.dmciholdings.com/corporate_governance/page/board-governance</p> <p>2019 Corporate Governance (CG) Report Pages 55 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
2. Company has an orientation program for first time directors.	Compliant	<p>Manual on Corporate Governance Training, Page 5 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p>	
3. Company has relevant annual continuing training for all directors.	Compliant	<p>Onboarding Program for First Time Directors http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/Onboarding%20for%20First%20Time%20Directors_September%202018.pdf</p> <p>Board Charter http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf</p>	

		2019 Trainings/Seminars Attended by the Board Members http://www.dmciholdings.com/uploads/corporate_governance/ACGS/2019%20List%20of%20Seminars-trainings%20attended.pdf	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	Board Diversity Policy http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Board%20Diversity%20Policy_May%2014%202015.pdf	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	Board Diversity and Progress Report http://www.dmciholdings.com/uploads/corporate_governance/2019%20Policies/2019%20Board%20Diversity%20Report.pdf 2019 Corporate Governance (CG) Report Pages 39-42 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	Atty. Noel A. Laman is the Corporate Secretary of the Company. He is not a member of the Board of Directors. Likewise, he is not the Compliance Officer.	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		

		<p>Manual on Corporate Governance, Page 6 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p> <p>Board Charter, Page 9 http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Board%20Charter_Amended%20November%202017.pdf</p> <p>2019 Corporate Governance (CG) Report Pages 47-48 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
<p>4. Corporate Secretary attends training/s on corporate governance.</p>	<p>Compliant</p>	<p>The Company's Corporate Secretary complies with CG Manual on continuing educational training that will not only focus on governance but on the professional development of directors as well as the key officers. Atty. Laman regularly attends the Mandatory Continuing Legal Education (MCLE) on annual basis.</p> <p>2019 Trainings/Seminars Attended by Board Members http://www.dmciholdings.com/uploads/corporate_governance/ACGS/2019%20List%20of%20Seminars-</p>	

		trainings%20attended.pdf	
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	2019 CG Report Page 7 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf Manual on Corporate Governance http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf Company Website Board Committees & Charter http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter	
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		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.

		<p>2019 Results of the Annual Meeting/Organizational Meeting http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/DMCIHI_037%20ASM%20results_May%2021.pdf</p>	
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>2019 Trainings/Seminars Attended by Board Members http://www.dmciholdings.com/uploads/corporate_governance/ACGS/2019%20List%20of%20Seminars-trainings%20attended.pdf</p> <p>Disclosure on Attendance of Directors on trainings on corporate governance March 1, 2019 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_006%20Directors%20Training%20Attendance_March%201.pdf</p>	
<p>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.</p>			
<p>Recommendation 2.1</p>			
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	<p>Company website, Disclosures Board Meeting Results 2019 http://www.dmciholdings.com/investor_relations/disclosures</p> <p>2019 Minutes of the Annual Stockholders' Meeting http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/Minutes-ASM-2019%20final.pdf</p>	

		2019 Annual Stockholders' Meeting Results http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/D/MCIHI_037%20ASM%20results_May%2021.pdf	
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 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	Manual on Corporate Governance, pages 7-8 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf 2019 CG Report Page 35 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	2019 CG Report Page 3-4 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf	

		<p>Manual on Corporate Governance Section 2.1 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p> <p>Corporate Website http://www.dmciholdings.com/our_company/page/our-vision-mission-values-and-corporate-strategy</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 2019 Pages 8-11 http://www.dmciholdings.com/uploads/annual_reports/2019%20DMCI%20Holdings%20Annual%20Report%20(digital).pdf</p>	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>Corporate Website http://www.dmciholdings.com/our_company/page_bod_inside/0</p> <p>SEC Form 17-A (Board Profile) Page 44 http://www.dmciholdings.com/uploads/disclosures/2020/DMCIHI_039%20SEC%20FORM%2017A_April%208.pdf</p>	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<p>Executive Succession Policy http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/Executive%20Succession%20Policy_May%2014%202015.pdf</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 http://www.dmciholdings.com/upload/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf</p> <p>Nomination and Election of Directors http://www.dmciholdings.com/upload/corporate_governance/2017%20Policies/NOMINATION%20AND%20ELECTION%20POLICY_Amended%20November%202017.pdf</p>	
Recommendation 2.5			
<p>1. Board aligns the remuneration of key officers and board members with long-term interests of the company.</p>	<p>Compliant</p>	<p>Remuneration Policy http://www.dmciholdings.com/upload/corporate_governance/2017%20Policies/COMPENSATION%20AND%20REMUNERATION%20POLICY_March%2016%202017.pdf</p>	
<p>2. Board adopts a policy specifying the relationship between remuneration and performance.</p>	<p>Compliant</p>	<p>Manual on Corporate Governance, Page 18 http://www.dmciholdings.com/upload/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p>	
<p>3. Directors do not participate in discussions or deliberations involving his/her own remuneration.</p>	<p>Compliant</p>	<p>2019 CG Report Page 48 http://www.dmciholdings.com/upload/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	

Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Non-compliant	In 2019, 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.
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Nomination and Election of Directors http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/NOMINATION%20AND%20ELECTION%20POLICY_Amended%20November%202017.pdf 2019 CG Report Page 46-47 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf Manual on Corporate Governance, Pages 9-12 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		

		Definitive Information Statement Final List of Candidates, Schedule 1 http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/DMCIHI_024%20SEC%20Form%2020%20IS%20Defintive_April%204.pdf	
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Compliant	Nomination and Election Charter http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/NOMELEC%20Committee%20Charter_Amended%20March%2016%202017.pdf Board Diversity and Methodology Progress Report http://www.dmciholdings.com/uploads/corporate_governance/2019%20Policies/2019%20Board%20Diversity%20Report.pdf 2019 CG Report http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf	
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Related Party Transaction Policy (Amended August 2019) http://www.dmciholdings.com/uploads/corporate_governance/2019%20Policies/Related%20Party%20Transactions%2	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee	Compliant		

<p>fairness and transparency of the transactions.</p>		<p>0Policy_amended%20August%202019.pdf</p>	
<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>Compliant</p>	<p>2019 CG Report Page 18 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p> <p>Manual on Corporate Governance, Pages 16-17 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p>	
<p>Supplement to Recommendations 2.7</p>			
<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	<p>Compliant</p>	<p>Related Party Transaction Policy (Amended August 2019) http://www.dmciholdings.com/uploads/corporate_governance/2019%20Policies/Related%20Party%20Transactions%20Policy_amended%20August%202019.pdf</p> <p>2019 CG Report Page 18 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	

<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>Non-Compliant</p>		<p>There were no related party transactions that were approved by 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 http://www.dmciholdings.com/uploads/disclosures/2020/DMCIHI_039%20SEC%20FORM%2017A_April%208.pdf</p> <p>SEC Form 17-Q (2019 Third Quarter) Page 40-41 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_096%20Third%20Quarter%20Financial%20Report_Nov%2014.pdf</p> <p>Company website, Disclosures, Quarterly Reports http://www.dmciholdings.com/investor_relations/disclosures</p>
Recommendation 2.8			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>2019 Result of the Organizational Meeting Appointment of Key Officers http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_038%20Organizational%20Meeting%20results_May%2021.pdf</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 Page 12 http://www.dmciholdings.com/upload/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf</p> <p>Company website http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</p>	
Recommendation 2.9			
<p>1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.</p>	<p>Compliant</p>	<p>Manual on Corporate Governance, Pages 15-16 Compensation and Remuneration 3.2.2.a http://www.dmciholdings.com/upload/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</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>http://www.dmciholdings.com/upload/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p>	
Recommendation 2.10			
<p>1. Board oversees that an appropriate internal control system is in place.</p>	<p>Compliant</p>	<p>Enterprise Risk Management Statement of Board of Directors' Responsibility for Internal Controls and Risk Management System http://www.dmciholdings.com/upload/corporate_governance/ACGR/2019/2019%20BOD%20Responsibility%20for%20Internal%20Controls_Signed.pdf</p>	
<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>	<p>Compliant</p>	<p>2019 CG Report Pages 49-50 http://www.dmciholdings.com/upload</p>	

		s/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf	
3. Board approves the Internal Audit Charter.	Compliant	Internal Audit Charter http://www.dmciholdings.com/upload/s/corporate_governance/ACGR/2015/DMCI%20HI%20Internal%20Audit%20Charter_FINAL%20August%2011%202015.pdf	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	Enterprise Risk Management Policy http://www.dmciholdings.com/corporate_governance/page/enterprise-risk-management	
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	2019 CG Report Pages 50-53 http://www.dmciholdings.com/upload/s/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	Board Charter http://www.dmciholdings.com/upload/s/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf	
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		

Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	Insider Trading Policy http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/INSIDER%20TRADING%20Policy_Final%20June%208%202015.pdf	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	Board Charter Compensation of Board Members, Page 11 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf Compensation and Remuneration Policy http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/COMPENSATION%20AND%20REMUNERATION%20POLICY_March%2016%202017.pdf 2019 CG Report Pages 18 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf Related Party Transaction Policy (Amended August 2019) Page 6, 4.5 http://www.dmciholdings.com/uploads/corporate_governance/2019%20Policies/Related%20Party%20Transactions%2	

		0Policy_amended%20August%202019.pdf	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	<p>Board Meeting Results disclosed to the PSE/SEC</p> <p>March 7, 2019 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_010%20Board%20Meeting%20Results_March%207.pdf</p> <p>March 25, 2019 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_019%20Board%20Meeting%20Results_March%2025.pdf</p> <p>May 16, 2019 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_033%20Board%20Meeting%20Results_May%2016.pdf</p> <p>August 13, 2019 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_056%20Board%20Meeting%20Results_Aug%2013.pdf</p> <p>November 12, 2019 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_094%20Board%20Meeting%20Results_Nov%2012.pdf</p>	

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

Recommendation 3.1

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p>Manual on Corporate Governance, Pages 13-20 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p> <p>Board Charter Page 1 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf</p> <p>Company website http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</p> <p>2019 CG Report Pages 43-47 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p> <p>Disclosure of Board Committees for the year 2019-2020 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_010%20Board%20Meeting%20Results_March%207.pdf</p>	
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Recommendation 3.2

<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>Compliant</p>	<p>Disclosure of Board Committees for the year 2019-2020 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_010%20Board%20Meeting%20Results_March%207.pdf</p> <p>2019 CG Report Pages 43-47 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p> <p>Company website http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</p> <p>Manual on Corporate Governance, Pages 13-20 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p> <p>Board Charter Page 1 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf</p>	
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<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p>Compliant</p>	<p>Company website http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</p> <p>Disclosure of Board Committees http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_010%20Board%20Meeting%20Results_March%207.pdf</p> <p>2019 CG Report Page 44 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>Honorio O. Reyes-Lao http://www.dmciholdings.com/our_company/page_bod_inside/7</p> <p>Antonio Jose U. Periquet http://www.dmciholdings.com/our_company/page_bod_inside/8</p> <p>Cesar A. Buenaventura http://www.dmciholdings.com/our_company/page_bod_inside/1</p> <p>SEC FORM 17-A Page 44-46 http://www.dmciholdings.com/uploads/disclosures/2020/DMCIHI_039%20SEC%20FORM%2017A_April%208.pdf</p>	

<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p>Mr. Honorio O. Reyes-Lao is not the Chairman of the Board and only chairs the Audit Committee</p> <p>Disclosure of Board Committees http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_010%20Board%20Meeting%20Results_March%207.pdf</p> <p>2019 CG Report Page 44 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p> <p>Company website http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</p>	
Supplement to Recommendation 3.2			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p>Audit Committee Charter http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf</p>	
<p>2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.</p>	<p>Compliant</p>	<p>Audit Committee Charter http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf</p>	

Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	<p>Board Committee Meetings http://www.dmciholdings.com/corporate_governance/page/board-governance</p> <p>http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</p> <p>2019 CG Report Page 45 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	<p>The CAE was re-appointed by the Audit Committee on March 9, 2017 and on March 7, 2019. CAE serves as internal auditor for a two-year period</p> <p>Audit Committee Charter http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf</p>	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	<p>Disclosure of Board Committees http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_010%20Board%20Meeting%20Results_March%207.pdf</p>	

		<p>2019 CG Report Page 46 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p> <p>Company website http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</p> <p>Manual on Corporate Governance, Pages 13-20 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p> <p>Board Charter Page 1 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf</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. The Company has only two Independent Directors.</p> <p>2019 CG Report http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>

			<p>Company website http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</p> <p>Disclosure of Board Committees http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_010%20Board%20Meeting%20Results_March%207.pdf</p>
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	<p>Mr. Antonio Jose U. Periquet is an Independent Director of the Company</p> <p>Disclosure of Board Committees http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_010%20Board%20Meeting%20Results_March%207.pdf</p> <p>2019 CG Report Page 46 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.	Compliant	<p>Board Committee Meetings http://www.dmciholdings.com/corporate_governance/page/board-governance</p> <p>2019 CG Report Page 46 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/</p>	

		CORPORATE%20GOVERNANCE%202019%20for%20website.pdf	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	<p>Disclosure of Board Committees http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_010%20Board%20Meeting%20Results_March%207.pdf</p> <p>2019 CG Report Page 45-46 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p> <p>Company website http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</p> <p>Manual on Corporate Governance, Pages 13-20 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p> <p>Board Charter Page 1 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf</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 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_010%20Board%20Meeting%20Results_March%207.pdf</p> <p>Company website http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</p>	
<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	<p>Non-compliant</p>		<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 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_010%20Board%20Meeting%20Results_March%207.pdf</p> <p>Company website http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</p>
<p>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>Compliant</p>	<p>Mr. Antonio Jose U. Periquet http://www.dmciholdings.com/our_company/page_bod_inside/8</p> <p>Mr. Honorio O. Reyes-Lao http://www.dmciholdings.com/our_company/page_bod_inside/7</p>	

		<p>Mr. Cesar A. Buenaventura http://www.dmciholdings.com/our_company/page_bod_inside/1</p> <p>SEC FORM 17-A Page 44-46 http://www.dmciholdings.com/uploads/disclosures/2020/DMCIHI_039%20SEC%20FORM%2017A_April%208.pdf</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>Manual on Corporate Governance Pages 13-16 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p> <p>Disclosure of Board Committees http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_010%20Board%20Meeting%20Results_March%207.pdf</p> <p>2019 CG Report Page 45 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</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>Disclosure of Board Committees http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_010%20Board%20Meeting%20Results_March%207.pdf</p> <p>2019 CG Report Page 45 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</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 http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</p> <p>Audit & RPT Committee http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf</p>	
<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	<p>Compliant</p>	<p>Board Risk Oversight Committee http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Risk%20Oversight%20Committee%20Charter_May%2014%202015.pdf</p> <p>Corporate Governance Committee http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Corporate%20Governance%20Committee%20Charter_Amended%20March%2016%202017.pdf</p>	

		<p>Nomination and Election Charter http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/NOMELEC%20Committee%20Charter_Amended%20March%2016%202017.pdf</p> <p>Compensation and Remuneration Charter http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/NOMELEC%20Committee%20Charter_Amended%20March%2016%202017.pdf</p>	
3. Committee Charters were fully disclosed on the company's website.	Compliant	<p>Company website http://www.dmciholdings.com/corporate_governance/page/board-committees-and-charter</p> <p>http://www.dmciholdings.com/corporate_governance/page/manual-on-corporate-governance</p>	
<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.</p>			
<p>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.	Compliant	<p>Amended By-Laws Section 7, Pages 11-12 http://www.dmciholdings.com/uploads/incorporation_articles/By-Laws_DMCIH%20Amended%20Sept%2013%202016.pdf</p>	

		<p>Manual on Corporate Governance Page 21, Item 4.1 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p> <p>Attendance of Directors in 2019 Board Meetings http://www.dmciholdings.com/uploads/disclosures/2020/DMCIHL_006%20Advisory%20on%20the%20Board%20Meeting%20Attendance%20for%202019_Jan%202018.pdf</p> <p>2019 CG Report Page 39 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</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>Manual on Corporate Governance Page 21, Item 4.1 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p>	

3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>Manual on Corporate Governance Page 21, Item 4.1 http://www.dmciholdings.com/upload/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p>	
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Recommendation 4.2

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 takes 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 2019 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>Manual on Corporate Governance Page 21, Item 4.1 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p>
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Recommendation 4.3

<p>1. The directors notify the company's board before accepting a directorship in another company.</p>	<p>Compliant</p>	<p>In 2019, 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>Manual on Corporate Governance Page 21, Item 4.3 http://www.dmciholdings.com/upload/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p>	
Optional: Principle 4			
<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>Board Profile of Executive Directors</p> <p>Isidro A. Consunji http://www.dmciholdings.com/our_company/page_bod_inside/0</p> <p>Herbert M. Consunji http://www.dmciholdings.com/our_company/page_bod_inside/2</p> <p>Ma. Edwina C. Laperal http://www.dmciholdings.com/our_company/page_bod_inside/4</p> <p>Maria Cristina C. Gotianun http://www.dmciholdings.com/our_company/page_bod_inside/6</p>	

<p>2. Company schedules board of directors' meetings before the start of the financial year.</p>	<p>Compliant</p>	<p>On November 12, 2019, the Board approved the schedules of board and audit committee meetings for the calendar year 2020.</p> <p>Board Meeting Results http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_094%20Board%20Meeting%20Results_Nov%2012.pdf</p>	
<p>3. Board of directors meet at least six times during the year.</p>	<p>Compliant</p>	<p>In 2019, the board of directors held eleven (11) board meetings</p> <p>Attendance of Directors in the 2019 Board Meetings http://www.dmciholdings.com/uploads/disclosures/2020/DMCIHI_006%20Advisory%20on%20the%20Board%20Meeting%20Attendance%20for%202019_Jan%208.pdf</p> <p>2019 CG Report Page 39 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
<p>4. Company requires as minimum quorum of at least 2/3 for board decisions.</p>	<p>Compliant</p>	<p>Board Charter Page 4, Quorum http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf</p> <p>Manual on Corporate Governance Page 12, Item 2.4</p>	

		http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf Board Meetings and Quorum Requirement http://www.dmciholdings.com/corporate_governance/page/board-governance	
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Non-compliant		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).
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Manual on Corporate Governance Page 21 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf By-Laws Article IV, Page 14 http://www.dmciholdings.com/uploads/incorporation_articles/By-Laws_DMCIH%20Amended%20Sept%2013%202016.pdf	

		<p>Independent Directors' Certification of Qualification <i>(Definitive Information Statement)</i> http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/DMCIHI_024%20SEC%20Form%2020%20IS%20Defintive_April%204.pdf</p>	
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>	Compliant	<p>The directors exercise their independent judgment to vote during the annual stockholders' meeting, without any influence from the management.</p> <p>Manual on Corporate Governance Page 21 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p>	
Recommendation 5.3			
<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 – 7 years Mr. Antonio Jose U. Periquet – 7 years</p> <p>SEC Form 17-A http://www.dmciholdings.com/uploads/disclosures/2020/DMCIHI_039%20SEC</p>	

		%20FORM%2017A_April%208.pdf	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	<p>Manual on Corporate Governance Term limits of Independent Directors Item 5.3 Page 22 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p> <p>Board Charter Page 3 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf</p>	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	<p>Manual on Corporate Governance Term limits of Independent Directors Item 5.3 Page 22 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p> <p>Board Charter Page 3 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf</p>	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Non-compliant	Manual on Corporate Governance Page 9	The Chairman and Chief Executive Officer of the Corporation are held by one person – Mr. ISIDRO A. CONSUNJI.

		http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance August%2013%202018.pdf	<p>The Company sees to it that proper checks and balance are laid down to ensure independent views:</p> <ol style="list-style-type: none"> 1. The duties and responsibilities of the Chairman and President are separately identified in the Board Charter, Manual on Corporate Governance and By-Laws. 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. 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.
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>Compliant</p>	<p>Manual on Corporate Governance Page 9-10 The Chairman of the Board http://www.dmciholdings.com/uploads/corporate_governance/2018%20Polic</p>	

		ies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf Manual on Corporate Governance Page 24, President http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf	
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Recommendation 5.5

<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	Compliant	<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. Mr. Periquet's will serve as the Lead Director until the Board appoints a new one.</p> <p>Results of Organizational Meeting in 2019 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_038%20Organizational%20Meeting%20results_May%2021.pdf</p> <p>2019 CG Report Page 5 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
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Recommendation 5.6

<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>Compliant</p>	<p>Directors did not 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.</p> <p>Manual on Corporate Governance Page 24 Item 5.6 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p>	
Recommendation 5.7			
<p>1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.</p>	<p>Compliant</p>	<p>The Non-Executive Directors met with the external auditors and heads of the internal audit without any executive present on February 28, 2019 to discuss the following:</p> <ol style="list-style-type: none"> 1. Internal audit report by the CAE to include internal audit plans and reviews, governance, risk management and compliance process, among others 2. Presentation of Audit Results such as financial highlights, areas of audit emphasis, among others. 	
<p>2. The meetings are chaired by the lead independent director.</p>	<p>Compliant</p>	<p>The NEDs met only once in 2019. Attendees were independent directors, SGV (external auditor), and Punongbayan & Araullo (Chief Audit Executive Partner In-Charge). The meeting was chaired by The Lead Director.</p>	

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>Manual on Corporate Governance Isidro A. Consunji http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p>

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	<p>Internal Corporate Governance Assessment http://www.dmciholdings.com/corporate_governance/page/board-governance</p> <p>Performance Evaluation Criteria and Process http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/2018%20Performance%20Evaluation%20Criteria%20and%20Process2.pdf</p> <p>2019 CG Report Page 56-58 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		

5. Every three years, the assessments are supported by an external facilitator.	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	<p>Performance Evaluation Criteria and Process http://www.dmciholdings.com/upload/corporate_governance/2018%20Policies/2018%20Performance%20Evaluation%20Criteria%20and%20Process2.pdf</p> <p>2019 CG Report Page 56-58 http://www.dmciholdings.com/upload/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
2. The system allows for a feedback mechanism from the shareholders.	Non-Compliant		The Company is in the process of developing a feedback mechanism for shareholders relative to the process that determines the performance of the Board, individual directors and committees.
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 http://www.dmciholdings.com/upload/corporate_governance/Manual%20on%20Corp.%20Gov./Code%20of%20Business%20Conduct%20and%20Ethics_Amended%20March%202016.pdf</p>	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	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. http://www.dmciholdings.com/corporate_governance/page/code-of-business-conduct-and-ethics	
3. The Code is disclosed and made available to the public through the company website.	Compliant	Company website http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Code%20of%20Business%20Conduct%20and%20Ethics_Amended%20March%202016.pdf	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	The Company adopted the Anti-Corruption and Bribery Policy. http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/Anti-Corruption%20and%20Bribery%20Policy_June%204%202015.pdf Code of Business Conduct and Ethics http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Code%20of%20Business%20Conduct%20and%20Ethics_Amended%20March%202016.pdf	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	In 2019, the Company distributed a Self-Assessment Compliance Checklist to the Directors, Officers and	

<p>2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.</p>	<p>Compliant</p>	<p>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>2019 CG Report http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p> <p>Certification of Full Compliance with Corporate Governance http://www.dmciholdings.com/uploads/corporate_governance/2019%20Policies/DMCIHI_015%20Certification%20on%20Compliance%20with%20CG%20Code_Jan%2029.pdf</p>	
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Disclosure and Transparency

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

Recommendation 8.1

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	<p>Compliant</p>	<p>The Company adopted the Corporate Disclosure Policies and Procedures.</p> <p>Company Website/Company Policies http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Corporate%20Disclosures-Policies%20and%20Procedures_March%2016%202017.pdf</p>	
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Supplement to Recommendations 8.1

<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>Compliant</p>	<p>Company Website Disclosures – SEC Form 17-A http://www.dmciholdings.com/investor_relations/disclosures</p> <p>SEC FORM 17-A 2019 http://www.dmciholdings.com/uploads/disclosures/2020/DMCIHI_039%20SEC%20FORM%2017A_April%208.pdf</p> <p>SEC Form 17-Q http://www.dmciholdings.com/investor_relations/disclosures</p> <p>First Quarter 2019 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_032%20First%20Quarter%20Financial%20Report_May%2015.pdf</p> <p>Second Quarter 2019 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_058%20Sec ond%20Quarter%20Financial%20Report_Aug%2014.pdf</p> <p>Third Quarter 2019 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_096%20Third%20Quarter%20Financial%20Report_Nov%2014.pdf</p>	
<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling</p>	<p>Compliant</p>	<p>SEC FORM 17-A <i>(For the year ended December 31, 2019)</i> Notes to FS – Page 2-4 Notes to FS – Page 62 http://www.dmciholdings.com/upload</p>	

shareholders' voting power and overall equity position in the company.		s/disclosures/2020/DMCIHI_039%20SEC%20FORM%2017A_April%208.pdf	
Recommendation 8.2			
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 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/Board%20Charter_Amended%20August%2013%202018.pdf	
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	Insider Trading Policy Section 7 http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/INSIDER%20TRADING%20Policy_Final%20June%208%202015.pdf Company website Shareholdings of Directors and Officers http://www.dmciholdings.com/investor_relations/page/shareholdings-of-directors-and-officers Company Website Disclosure SEC Form 23-B http://www.dmciholdings.com/investor_relations/disclosures	
Supplement to Recommendation 8.2			
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	Compliant	Company Website Disclosure SEC Form 23-B http://www.dmciholdings.com/investor_relations/disclosures	

<p>shares from the market (e.g. share buy-back program).</p>		<p>Company website Shareholdings of Directors and Officers http://www.dmciholdings.com/investor_relations/page/shareholdings-of-directors-and-officers</p> <p>Company website Share Information http://www.dmciholdings.com/investor_relations/page/share-information</p>	
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 http://www.dmciholdings.com/our_company/page/our-board-of-directors</p> <p>Company website Shareholdings of Directors and Officers http://www.dmciholdings.com/investor_relations/page/shareholdings-of-directors-and-officers</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>SEC FORM 17-A Page 48-49 http://www.dmciholdings.com/uploads/disclosures/2020/DMCIHI_039%20SEC%20FORM%2017A_April%208.pdf</p> <p>Company website Shareholdings of Directors and Officers http://www.dmciholdings.com/investor_relations/page/shareholdings-of-directors-and-officers</p>	

Recommendation 8.4			
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 http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/COMPENSATION%20AND%20REMUNERATION%20POLICY_March%2016%202017.pdf	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	<p>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.</p> <p>Compensation & Remuneration Charter http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Compensation%20and%20Remuneration%20Committee%20Charter.pdf</p> <p>Company Rewards and Compensation Program for Employees http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/2018%20Rewards%20and%20Compensation%20Program.pdf</p>	

3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-compliant		<p>The Company discloses the remuneration of directors and officers in aggregate amount</p> <p>Annual Report SEC Form 17-A http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_028%20SEC%20Form%2017-A%20DEC_April%2011.pdf</p>
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	<p>Related Party Transaction Policy http://www.dmciholdings.com/uploads/corporate_governance/2019%20Policies/Related%20Party%20Transactions%20Policy_amended%20August%202019.pdf</p>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	<p>SEC FORM 17-A (Annual) Notes to FS (Note 21) http://www.dmciholdings.com/uploads/disclosures/2020/DMCIHI_039%20SEC%20FORM%2017A_April%208.pdf</p> <p>2019 Quarterly Reports <i>First Quarter, Notes to FS, Page 44</i> http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_032%20First%20Quarter%20Financial%20Report_May%2015.pdf</p> <p><i>Second Quarter, Notes to FS, Page 45-46</i> http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_058%20Sec%20nd%20Quarter%20Financial%20Report_Aug%2014.pdf</p>	

		<p>Third Quarter, Notes to FS, Page 40-41 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHL_096%20Third%20Quarter%20Financial%20Report_Nov%202014.pdf</p>	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	<p>Conflict of Interest Policy http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Conflict%20of%20Interest%20Policy_Amended%20March%202016.pdf</p>	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	<p>Related Party Transaction Policy http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Related%20Party%20Transactions%20Policy_Amended%20March%202016.p df</p>	
Recommendation 8.6			
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.	Non-compliant		In 2019, 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.	Non-Compliant		
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other	Non-Compliant		There were no shareholder agreements, voting trust agreements made in 2019.

agreements that may impact on the control, ownership, and strategic direction of the company.			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	The Company submitted its Manual on Corporate Governance on May 22, 2017 in compliance with the SEC Memorandum No. 19, 2016. The same was posted on the company's website.	
2. Company's MCG is submitted to the SEC and PSE.	Compliant	<p>PSE EDGE Disclosure – August 13, 2018 (amended MCG)</p> <p>http://edge.pse.com.ph/openDiscViewer.do?edge_no=68f6d4cdb0bc27a343ca035510b6ec2b#sthash.Utf2Vobn.dpbs</p>	
3. Company's MCG is posted on its company website.	Compliant	<p>Company Website</p> <p>http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p> <p>On August 13, 2018, the Company amended its MCG.</p> <p>Manual on Corporate Governance</p> <p>http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p>	
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	On August 13, 2018, the Company amended its MCG and disclosed the changes/compliance in training of	

		<p>directors and specific duties of the board of directors.</p> <p>PSE EDGE Disclosure – August 13, 2018 (amended MCG) http://edge.pse.com.ph/openDiscViewer.do?edge_no=68f6d4cdb0bc27a343ca035510b6ec2b#sthash.Utf2Vobn.dpbs</p> <p>Manual on Corporate Governance (amended) http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p> <p>In 2019, there were no amendments in the MCG.</p>	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		<p>Annual Report 2019 http://www.dmciholdings.com/uploads/annual_reports/2019%20DMCI%20Holdings%20Annual%20Report%20(digital).pdf</p>	
a. Corporate Objectives	Non-Compliant		The corporate objectives are set per business subsidiary level. The Company has set an overall mission and vision for the group, overseeing each investments achieve their targets.
b. Financial performance indicators	Compliant	<p>Annual Report 2019 Pages 6-13 http://www.dmciholdings.com/uploads/annual_reports/2019%20DMCI%20Hol</p>	

		dings%20Annual%20Report%20(digital).pdf	
c. Non-financial performance indicators	Compliant	Annual Report 2019 Pages 9-11 http://www.dmciholdings.com/uploads/annual_reports/2019%20DMCI%20Holdings%20Annual%20Report%20(digital).pdf	
d. Dividend Policy	Non-Compliant		The Dividend Policy is reported under the Corporate Governance (CG) Report 209. The link for the full CG Report was indicated in the PART IV of the SEC Form 17-A (Annual Report) submitted on April 8, 2020. CG Report 2019 Pages 8-9 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	Annual Report 2019 Pages 14-21 http://www.dmciholdings.com/uploads/annual_reports/2019%20DMCI%20Holdings%20Annual%20Report%20(digital).pdf	
f. Attendance details of each director in all directors meetings held during the year	Non-Compliant		The attendance in board meetings of each director is reported under the Corporate Governance (CG) Report 209. The link for the full CG Report was indicated in the PART IV of the SEC Form 17-A (Annual Report) submitted on April 8, 2020. CG Report 2019 Page 39, 47

			http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20web%20site.pdf
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.	Non-Compliant		The statement of company's full compliance with the Code of Corporate Governance is reported under the Corporate Governance (CG) Report 2019. The link for the full CG Report was indicated in the PART IV of the SEC Form 17-A (Annual Report) submitted on April 8, 2020. CG Report 2019 Page 6 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20web%20site.pdf
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 CG Report 2019 Page 49-50 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf Annual Report 2019 Page 63, 66 http://www.dmciholdings.com/uploads/annual_reports/2019%20DMCI%20Holdings%20Annual%20Report%20(digital).pdf	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting	Compliant	Annual Report 2019 Page 63-66	

<p>on the adequacy of the company's internal controls/risk management systems.</p>		<p>http://www.dmciholdings.com/uploads/annual_reports/2019%20DMCI%20Holdings%20Annual%20Report%20(digital).pdf</p>	
<p>5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).</p>	<p>Non-Compliant</p>		<p>The key risks to which the company is materially exposed is reported under the Sustainability Report 2019 Template (SR Template). The SR Template was appended in the SEC Form 17-A (Annual Report) submitted on April 8, 2020.</p> <p>SEC 17-A – Attachments E http://www.dmciholdings.com/uploads/financial_reports/2019/DMCIHI_039%20SEC%20ORM%2017A_April%208.pdf</p> <p>SR Template http://www.dmciholdings.com/uploads/corporate_governance/2019%20Policies/2019%20DMCI%20SEC%20SR%20Template_April%208_final.pdf</p>

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

Recommendation 9.1

<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	<p>Compliant</p>	<p>Audit Committee Charter Items b and d http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf</p>	
<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee,</p>	<p>Compliant</p>	<p>Audit Committee Charter Items b and d</p>	

<p>approved by the Board and ratified by the shareholders.</p>		<p>http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf</p> <p>2019 Annual Stockholders' Meeting Results http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/D/DCIHI_037%20ASM%20results_May%2021.pdf</p>	
<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.</p>	<p>Compliant</p>	<p>Definitive Information Statement http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/D/DCIHI_024%20SEC%20Form%2020%20IS%20Defintive_April%204.pdf</p>	
<p>Supplement to Recommendation 9.1</p>			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p>Audit Committee Charter Item i http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf</p>	
<p>Recommendation 9.2</p>			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into 	<p>Compliant</p>	<p>Audit Committee Charter http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf</p>	

consideration relevant Philippine professional and regulatory requirements.			
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	Audit Committee Charter http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf	
Supplement to Recommendations 9.2			
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.	Compliant	Audit Committee Charter http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./DMCIHI_039%20New%20CG%20Manual_May%2022.pdf	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Audit Committee Charter http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf	
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	In 2019, the non-audit services performed by external auditor were as follows: 1. Board Canvassers in the Poll voting at the annual stockholders' meeting.	

		<p>SEC FORM 17-A Page 43-44 http://www.dmciholdings.com/uploads/disclosures/2020/DMCIHI_039%20SEC%20FORM%2017A_April%208.pdf</p>	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	<p>Audit Committee Charter http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/Audit%20Committee%20Charter_Amended%20March%2016%202017.pdf</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>SEC FORM 17-A Page 43-44 http://www.dmciholdings.com/uploads/disclosures/2020/DMCIHI_039%20SEC%20FORM%2017A_April%208.pdf</p> <p>2019 CG Report Page 59 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	Provide information on company's external auditor:	

		- Dhonabee B. Señeres - SEC Accreditation No. 1196-AR-2 (Group A) - October 18, 2018 - valid until October 17, 2021 - SGV & Co., 6760 Ayala Ave. Makati City, (02)891-0307	
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).		-November 12-23, 2018 -SGV & Co. -The names of the members of the engagement team were provided to the SEC during the SOAR inspection.	

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

Recommendation 10.1

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	Sustainability Reporting Template http://www.dmciholdings.com/corporate-social-responsibility/page/2019-sustainability-report	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant		

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

Recommendation 11.1

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	Aside from periodic reporting, the Company also conduct media and analysts' briefings. It is the Company's duty to advance the investors interests	
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and to provide timely, accurate, and relevant information.

Notice of Media / Analyst Briefings are disclosed to PSE and SEC and likewise posted in the company's website.

**Company Website
Disclosure, 2019 Notice of
Media/Analyst Briefing**

http://www.dmciholdings.com/investor_relations/disclosures

Notice of Analyst Briefing

March 1, 2019

http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_007%20Notice%20of%20Analysts%20Briefing_March%201.pdf

August 6, 2019

http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_054%20Notice%20of%20Analysts%20Briefing_Aug%206.pdf

October 23, 2019

http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_075%20Notice%20of%20Analysts%20Briefing_Oct%2023.pdf

		<p>Notice of Media Briefing</p> <p>March 1, 2019 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_008%20Notice%20of%20Media%20Briefing_March%201.pdf</p> <p>May 9, 2019 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_031%20Amended%20Notice%20of%20Media%20Briefing.pdf</p> <p>August 6, 2019 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_055%20Notice%20of%20Media%20Briefing_Aug%206.pdf</p> <p>2019 CG Report Pages 31-34 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	Compliant	<p>Company website: www.dmciholdings.com</p>	
a. Financial statements/reports (latest quarterly)	Compliant	<p>Financial Statements http://www.dmciholdings.com/investor_relations/financial_reports</p>	
b. Materials provided in briefings to analysts and media	Compliant	<p>Presentation materials http://www.dmciholdings.com/investor_relations/presentations</p>	
c. Downloadable annual report	Compliant		

d. Notice of ASM and/or SSM	Compliant	Annual Reports http://www.dmciholdings.com/investor_relations/annual_reports	
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant	<p>Notice of 2019 ASM http://www.dmciholdings.com/corporate_governance/page/2019-annual-stockholders-meeting</p> <p>http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/D/DCIHI_021%20Notice%20of%20ASM_March%2025.pdf</p> <p>Minutes of the 2019 ASM http://www.dmciholdings.com/corporate_governance/page/2019-annual-stockholders-meeting</p> <p>http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/Minutes-ASM-2019%20final.pdf</p> <p>Articles of Incorporation and By-Laws http://www.dmciholdings.com/our_company/page/articles-of-incorporation-by-laws-and-gis</p>	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	<p>The Company follows the SEC-prescribed website template, with the following information:</p> <p>Main Heads:</p> <ol style="list-style-type: none"> 1. Our Company 2. Our Businesses 3. Investor Relations 	

		<ul style="list-style-type: none"> 4. Corporate Governance 5. Sustainability Report <p>Quick Links:</p> <ul style="list-style-type: none"> 1. Disclosures 2. Stock Quotes 3. Annual Reports 4. Contact Us <p>Company website: www.dmciholdings.com</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>	Compliant	<p>The Board, through the Audit Committee, is responsible for overseeing that senior management establishes and maintains an adequate, effective and efficient internal control system. The Company's internal control system provides assurance in areas including reporting, compliance with laws, regulations and internal policies, efficiency and effectiveness of operations, and safeguarding of assets.</p> <p>Senior management is responsible for implementing and evaluating an adequate and effective internal control system, and report on its ongoing effectiveness.</p> <p>The Company's internal audit function is responsible for periodically monitoring and evaluating the</p>	
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		<p>adequacy and effectiveness of the Company's internal control system, integrity of financial reporting, and security of physical and information assets. They discuss with management and report to the Audit Committee, on a periodic basis, the results of their evaluation.</p> <p>Statement of Board of Directors' Responsibility for Internal Controls and Risk Management System http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/2019%20BOD%20Responsibility%20for%20Internal%20Controls_Signed.pdf</p>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<p>Enterprise Risk Management http://www.dmciholdings.com/corporate_governance/page/enterprise-risk-management</p>	
Supplement to Recommendations 12.1			
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	<p>Enterprise Risk Management http://www.dmciholdings.com/corporate_governance/page/enterprise-risk-management</p> <p>The ERM program is being monitored and reviewed by the Board Risk Oversight Committee at least twice a year.</p>	
Optional: Recommendation 12.1			

<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>	<p>Non-compliant</p>		<p>The Company is still developing the IT Governance process. As of to date, the Data Privacy Policy is in place.</p>
<p>Recommendation 12.2</p>			
<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p>	<p>Compliant</p>	<p>The Company's internal audit function provides independent and objective assurance and consulting services that add value and improve its operations. The Company has outsourced its internal audit activity to Punongbayan & Araullo. They report directly to the Audit Committee of the Board and has maintained organizational independence.</p> <p>Disclosure on the appointment of internal auditor (every two years):</p> <p>2017 http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%2016.pdf</p> <p>2019 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_010%20Board%20Meeting%20Results_March%2019.pdf</p>	
<p>Recommendation 12.3</p>			

1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Non-Compliant		The engagement partner of the outsourced internal audit service provider acts as its chief audit executive. He is qualified as a certified internal auditor. The outsourced chief audit executive has met the qualifications established by the Audit Committee.
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.	Non-Compliant		<p>The responsibilities of the chief audit executive are documented in the Company's Internal Audit Charter. Within the provisions of the outsourcing contract, the engagement partner of the outsourced internal audit service provider oversees the internal audit activity of the Company. In addition, the Company appointed an Internal Audit Lead Coordinator to coordinate the activities of the outsourced internal audit service provider.</p> <p>Disclosure on the appointment of internal auditor (every two years):</p> <p>2017 http://www.dmciholdings.com/uploads/disclosures/2017/DMCIHI_016%20Board%20Meeting%20Results_March%2016.pdf</p> <p>2019 http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_010%20Board%20Meeting%20Results_March%207.pdf</p>
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned	Compliant	The Board has designated Mr. Brian T. Lim, Senior Finance Officer, as the Internal Audit Lead Coordinator.	

<p>the responsibility for managing the fully outsourced internal audit activity.</p>		<p>Results of Organizational Meeting http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_038%20Organizational%20Meeting%20results_May%202021.pdf</p> <p>2019 CG Report Page 44 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
Recommendation 12.4			
<p>1. Company has a separate risk management function to identify, assess and monitor key risk exposures.</p>	<p>Compliant</p>	<p>Enterprise Risk Management (ERM) http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/ERM%20Policy_Final_Nov%202018.pdf</p> <p>2019 CG Report Page 50-53 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
Supplement to Recommendation 12.4			
<p>1. Company seeks external technical support in risk management when such competence is not available internally.</p>	<p>Compliant</p>	<p>The Company, from time to time, consulted its CAE/Internal Auditor who is fully outsourced, for technical support in relation to risk management.</p>	
Recommendation 12.5			
<p>1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate</p>	<p>Compliant</p>	<p>The Company's Chief Risk Officer is Mr. HERBERT M. CONSUNJI</p>	

<p>champion of Enterprise Risk Management (ERM).</p>		<p>His functions are described in the Manual on Corporate Governance.</p>	
<p>2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.</p>	<p>Compliant</p>	<p>Manual on Corporate Governance Item 12.5, Page 29 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p> <p>2019 CG Report Page 44 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
<p>Additional Recommendation to Principle 12</p>			
<p>1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.</p>	<p>Compliant</p>	<p>The Company's CEO and CAE attested the sound internal audit, control and compliance systems is in place and working effectively. This is posted in the Company's website and included in the 2019 Annual Report.</p> <p>Company website http://www.dmciholdings.com/uploads/corporate_governance/2019%20Policies/2019%20CAE%20Attestation%20for%20Internal%20Control.pdf</p> <p>Annual Report 2019 http://www.dmciholdings.com/uploads/annual_reports/2019%20DMCI%20Holdings%20Annual%20Report%20(digital).pdf</p>	

Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
<p>1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.</p>	Compliant	<p>The Shareholders' rights are disclosed in the Company's Manual on Corporate Governance.</p> <p>Manual on Corporate Governance Pages 31-34 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p> <p>2019 CG Report Page 8-13 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
<p>2. Board ensures that basic shareholder rights are disclosed on the company's website.</p>	Compliant	<p>The Shareholders' rights are posted in the Company's website</p> <p>Manual on Corporate Governance Pages 31-34 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p>	

		<p>2019 CG Report Page 8-13 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
Supplement to Recommendation 13.1			
<p>1. Company's common share has one vote for one share.</p>	Compliant	<p>Manual on Corporate Governance Pages 31 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p> <p>2019 CG Report Page 11, 14 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
<p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	Compliant	<p>Manual on Corporate Governance Pages 31-34 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p>	

		<p>2019 CG Report Page 11, 14 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
3. Board has an effective, secure, and efficient voting system.	Compliant	<p>Manual on Corporate Governance Pages 32 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p> <p>Nomination and Election Policy http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/NOMINATION%20AND%20ELECTION%20POLICY_Amended%20November%202017.pdf</p>	
4. Board has an effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	<p>Nomination and Election Policy http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/NOMINATION%20AND%20ELECTION%20POLICY_Amended%20November%202017.pdf</p> <p>2019 CG Report Page 11, 14 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	

<p>5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	<p>Compliant</p>	<p>Manual on Corporate Governance Pages 32 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p> <p>2019 CG Report Page 11-14 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Compliant</p>	<p>Manual on Corporate Governance Pages 32, 13.1.5 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporate%20Governance_August%2013%202018.pdf</p>	
<p>7. Company has a transparent and specific dividend policy.</p>	<p>Compliant</p>	<p>Dividend Policy http://www.dmciholdings.com/uploads/corporate_governance/DIVIDEND%20POLICY_Final%20May%2015%202014.pdf</p>	
<p>Optional: Recommendation 13.1</p>			
<p>1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.</p>	<p>Compliant</p>	<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 for 2019 ASM http://www.dmciholdings.com/uploads/disclosures/2019/DMCIHI_010%20Board%20Meeting%20Results_March%207.pdf</p>	
Recommendation 13.2			
<p>1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.</p>	<p>Compliant</p>	<p>The Company's Notice of 2019 Annual Shareholders' Meeting (ASM) with corresponding details and rationale for each agenda item was disclosed to the PSE and uploaded on our website on March 25, 2019. The ASM was scheduled on May 21, 2019.</p> <p>2019 Notice of Meeting http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/DMCIHI_021%20Notice%20of%20ASM_March%2025.pdf</p> <p>On April 4, 2019, we likewise filed our SEC20-IS (Definitive Information 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>Definitive Information Statement http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/DMCIHI_024%20SEC%20Form%2020%20IS%20Defintive_April%204.pdf</p>	

		The Definitive Information Statement was issued forty-seven calendar days (47) before the regular ASM.	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	Definitive Information Statement http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/DMCIHI_024%20SEC%20Form%2020%20IS%20Defintive_April%204.pdf	
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	2019 Notice of Meeting http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/DMCIHI_021%20Notice%20of%20ASM_March%2025.pdf	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Poll voting results – 2019 ASM http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/FINAL%20-%202019%20DMCI%20Holdings,%20Inc.%200Tabulation%20of%20Votes%20Presentation.pdf	

		<p>Minutes of ASM 2019 http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/Minutes-ASM-2019%20final.pdf</p> <p>Results of ASM 2019 http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/D/DCIHI_037%20ASM%20results_May%2021.pdf</p>	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	<p>Minutes of ASM 2019 http://www.dmciholdings.com/uploads/corporate_governance/ASM/2019/Minutes-ASM-2019%20final.pdf</p> <p>(Posted on the website on May 22, 2019, a day after the ASM date)</p>	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders' questions during the ASM and SSM.	Compliant	<p>2019 CG Report Page 10-12 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
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	<p>Alternative Dispute Resolution Policy http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/ALTERNATIVE%20DISPUTE%20RESOLUTION%20POLICY_August%202017.pdf</p>	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	<p>Manual on Corporate Governance Page 34, Item 13.3 http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/New%20Manual%20on%20Corporat</p>	

		e%20Governance August%2013%202018.pdf	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.		<p>Disclose the contact details of the officer/office responsible for investor relations, such as:</p> <ol style="list-style-type: none"> 1. Dr. Victor S. Limlingan (Managing Director) and Tara Ann C. Reyes (IR Officer) 2. Telephone number – (632) 8888 3000 3. E-mail address – investors@dmcinet.com <p>Company website http://www.dmciholdings.com/contact_us/</p> <p>2019 CG Report Page 33 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p>	
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.	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Non-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, 2019, it is in compliance with the PSE's required minimum public float of 10%.
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Optional: Principle 13

1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	<p>Investors Relations activities and programs http://www.dmciholdings.com/investor-relations/page/investor-relations-programs</p> <p>Investor Relations Calendar http://www.dmciholdings.com/investor-relations/page/ir-calendar</p> <p>IR Presentations http://www.dmciholdings.com/investor-relations/presentations</p>	
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2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Non-Compliant		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	<p>Sustainability Reporting Template (as attached to the SEC Form 17-A or the Annual Report) http://www.dmciholdings.com/corporate-social-responsibility/page/2019-sustainability-reporting-template</p>	
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		<p>SEC Form 17-A (Annual Report) http://www.dmciholdings.com/uploads/disclosures/2020/DMCIHI_039%20SEC%20FORM%2017A_April%208.pdf</p>	
Recommendation 14.2			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>Compliant</p>	<p>Website http://www.dmciholdings.com/corporate_governance/page/company-policies</p> <p>2019 CG Report Pages 19-27 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf</p> <p>Company Policies: Alternative Dispute Resolution Anti-Corruption and Bribery Board Diversity Climate Change Community Interaction Compensation and Remuneration Conflict of Interest Corporate Disclosure Policies & Procedures Customer Welfare Data Privacy Environmentally Friendly Value-Chain Health, Safety and General Welfare of Employees Insider Trading Nomination & Election Related Party Transaction Safeguarding Creditor's Rights</p>	

		Supplier and Contractor's Relations Training Policy for Directors Whistleblower	
Recommendation 14.3			
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 http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/WHISTLEBLOWER%20POLICY_Amended%20March%2016%202017.pdf Whistleblower Reporting Channel http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/WB%20Reporting%20Form_DMCIH_June%2025%202015.pdf	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	Alternative Dispute Resolution Policy http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/ALTERNATIVE%20DISPUTE%20RESOLUTION%20POLICY_August%202017.pdf	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Non-Compliant		There were no requests made by the Company for any exemption from application of a law, rule or regulation.
2. Company respects intellectual property rights.	Compliant	Code of Business Conduct and Ethics	

		http://www.dmciholdings.com/corporate_governance/page/code-of-business-conduct-and-ethics	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	Customer Welfare Policy http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/Customere%20Welfare%20Policy_June%204%202015.pdf	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	Supplier and Contractor Policy http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Supplier%20and%20Contractor%20Policy_Amended%20March%202016.pdf	
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	Company Policies http://www.dmciholdings.com/corporate_governance/page/company-policies 2019 CG Report Pages 19-27 http://www.dmciholdings.com/uploads/corporate_governance/ACGR/2019/CORPORATE%20GOVERNANCE%202019%20for%20website.pdf Health, Safety and General Welfare http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Policy%20on%20He	

		<p>alth%20Safety%20and%20Welfare May %2014%202015.pdf</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:</p> <p>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> <ul style="list-style-type: none"> a. Professional Development Seminars b. Basic Safety Orientation Program c. Basic Occupation Safety and Health d. Quality of Work Life Seminars 	
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		<p>e. Performance Management, Leadership and Succession training</p> <p>f. Foremanship Program</p> <p>g. Team Building Programs</p> <p>h. Administrative Programs</p> <p>i. Behavioral, skills and technical courses</p> <p>j. Engineers Development Programs</p> <p>2. The Company supports the professional development of its employees by allowing them to participate in organizations and professional clubs such as:</p> <p>a. Management Association of the Philippines</p> <p>b. Public Relations Society of the Philippines</p> <p>c. Golf Clubs</p> <p>d. Philippine Chamber of Commerce and Industry</p> <p>e. Philippine Overseas Construction Board</p> <p>f. International Association of Business Communicators</p> <p>g. Institute of Corporate Directors</p> <p>h. United Architects of the Philippines</p> <p>i. Financial Executives Institute of the Philippines (FINEX)</p> <p>3. Activities of each subsidiary such as:</p> <p>a. Fellowships among management and key officers of subsidiaries</p> <p>b. Corporate planning sessions</p>	
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		c. Team building activities	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	Reward and compensation program for employees http://www.dmciholdings.com/uploads/corporate_governance/2018%20Policies/2018%20Rewards%20and%20Compensation%20Program.pdf	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	Health, Safety and General Welfare of Employees http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Policy%20on%20Health%20Safety%20and%20Welfare_May%2014%202015.pdf	
3. Company has policies and practices on training and development of its employees.	Compliant	Health, Safety and General Welfare of Employees http://www.dmciholdings.com/uploads/corporate_governance/Manual%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.	

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		<p>participate in organizations and professional clubs such as:</p> <ul style="list-style-type: none"> a. Management Association of the Philippines b. Public Relations Society of the Philippines c. Golf Clubs d. Philippine Chamber of Commerce and Industry e. Philippine Overseas Construction Board f. International Association of Business Communicators g. Institute of Corporate Directors h. United Architects of the Philippines i. Financial Executives Institute of the Philippines (FINEX) <p>3. Activities of each subsidiary such as:</p> <ul style="list-style-type: none"> a. Fellowships among management and key officers of subsidiaries b. Corporate planning sessions c. Team building activities 	
Recommendation 15.2			
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	<p>Anti-Corruption and Bribery Policy http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/Anti-Corruption%20and%20Bribery%20Policy_June%204%202015.pdf</p>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	<p>Health, Safety and General Welfare of Employees</p>	

		<p>http://www.dmciholdings.com/uploads/corporate_governance/Manual%20on%20Corp.%20Gov./Policy%20on%20Health%20Safety%20and%20Welfare_May%2014%202015.pdf</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:</p> <p>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> <ul style="list-style-type: none"> a. Professional Development Seminars b. Basic Safety Orientation Program 	
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		<ul style="list-style-type: none"> c. Basic Occupation Safety and Health d. Quality of Work Life Seminars e. Performance Management, Leadership and Succession training f. Foremanship Program g. Team Building Programs h. Administrative Programs i. Behavioral, skills and technical courses j. Engineers Development Programs <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"> a. Management Association of the Philippines b. Public Relations Society of the Philippines c. Golf Clubs d. Philippine Chamber of Commerce and Industry e. Philippine Overseas Construction Board f. International Association of Business Communicators g. Institute of Corporate Directors h. United Architects of the Philippines i. Financial Executives Institute of the Philippines (FINEX) 	
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		3. Activities of each subsidiary such as: a. Fellowships among management and key officers of subsidiaries b. Corporate planning sessions c. Team building activities	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	Anti-Corruption and Bribery Policy http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/Anti-Corruption%20and%20Bribery%20Policy_June%204%202015.pdf Anti-Corruption and Bribery Programs http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Anti%20Corruption%20Programs.pdf	
Recommendation 15.3			
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	Compliant	Whistleblower Policy http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/WHISTLEBLOWER%20POLICY_Amended%20March%2016%202017.pdf	
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.	Compliant	Whistleblower Reporting Channel http://www.dmciholdings.com/uploads/corporate_governance/2015%20Policies/WB%20Reporting%20Form_DMCIHI_June%2025%202015.pdf	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Whistleblower Policy http://www.dmciholdings.com/uploads/corporate_governance/2017%20Policies/WHISTLEBLOWER%20POLICY_Amended%20March%2016%202017.pdf	

		<p>As of December 31, 2019, 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 and raise concerns to the Board.</p> <p>Whistleblower Reporting Channel http://www.dmciholdings.com/upload/corporate_governance/2015%20Policies/WB%20Reporting%20Form_DMCIH_June%2025%202015.pdf</p>	
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Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.


Recommendation 16.1

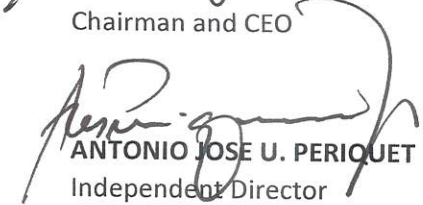
<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>Compliant</p>	<p>Corporate Sustainability In compliance with SEC Memorandum Circular No. 4 Series of 2019, the Sustainability Reporting Template (SRT) of DMCI Holdings, Inc. for the period January 1 to December 31, 2019 was filed together with the SEC Form 17-A (Annual Report)</p> <p>Sustainability Reporting Template http://www.dmciholdings.com/corporate_social_responsibility/page/2019-sustainability-reporting-template</p>	
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Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	<p>Environmentally Friendly Value Chain Policy http://www.dmciholdings.com/uploads/corporate_governance/2016%20Policies/Environmentally%20Friendly%20Value%20Chain%20Policy_Amended%20March%202016.pdf</p>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	<p>Corporate Sustainability In compliance with SEC Memorandum Circular No. 4 Series of 2019, the Sustainability Reporting Template (SRT) of DMCI Holdings, Inc. for the period January 1 to December 31, 2019 was filed together with the SEC Form 17-A (Annual Report)</p> <p>Sustainability Reporting Template http://www.dmciholdings.com/corporate_social_responsibility/page/2019-sustainability-reporting-template</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 MAKATI on JUL 22 2020, 2020.

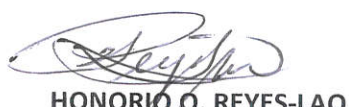
SIGNATURES


ISIDRO A. CONSUNJI
 Chairman and CEO


ANTONIO JOSE U. PERIQUET
 Independent Director


HERBERT M. CONSUNJI
 Chief Compliance Officer


ATTY. NOEL A. LAMAN
 Corporate Secretary



HONORIO O. REYES-LAO
 Independent Director

JUL 22 2020

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2020, affiant(s) exhibiting to me their passport details, as follows:

NAME	PASSPORT NO.	PLACE OF ISSUE/EXPIRY DATE
Isidro A. Consunji	EC4977907	DFA MANILA / AUGUST 10, 2020
Honorio O. Reyes-Lao	P7056023A	DFA NCR NORTH EAST /MAY 5, 2028
Antonio Jose U. Periquet	P6023226A	DFA MANILA / FEBRUARY 12, 2028
Herbert M. Consunji	P9195543A	DFA NCR EAST / OCTOBER 16, 2028
Noel A. Laman	P0578138B	DFA MANILA / FEBRUARY 6, 2029

Doc No. 335
 Page No. 68
 Book No. 139
 Series of 2020


ATTY. RAYMOND A. RAMOS
 COMMISSION NO. M-239
 NOTARY PUBLIC FOR MAKATI CITY
 UNTIL DECEMBER 31, 2020
 NO. 15 J.P. RIZAL EXTN. COR. TANGUILE ST.
 GOMEMBO, MAKATI CITY
 SC Roll No. 62179/04-26-2013
 IBP NO. 100681/01-02-2020/Pasig City
 PTR NO MKT 8116095/01-02-2020/Makati City
 MCLE Compliance No. 015007878/408-2018