



MEGAWORLD CORPORATION

**ANNUAL CORPORATE GOVERNANCE
REPORT
(SEC FORM – ACGR)
FOR YEAR 2014**

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A. BOARD MATTERS

1) Board of Directors

Number of Directors per Articles of Incorporation	Seven (7)
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Actual number of Directors for the year	Seven (7)
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(a) Composition of the Board

Complete the table with information on the Board of Directors:

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) ¹	Elected when (Annual /Special Meeting)	No. of years served as director
ANDREW L. TAN	ED		Alliance Global Group, Inc.	August 24, 1989	June 20, 2014	Annual	25
KATHERINE L. TAN	NED		Alliance Global Group, Inc.	August 24, 1989	June 20, 2014	Annual	25
KINGSON U. SIAN	ED		Alliance Global Group, Inc.	April 13, 2007	June 20, 2014	Annual	7
ENRIQUE SANTOS L. SY	NED		Alliance Global Group, Inc.	July 19, 2009	June 20, 2014	Annual	5
MIGUEL B. VARELA	ID		Luke Tan (no relationship)	June 30, 2006	June 20, 2014 (3 years)	Annual	8
GERARDO C. GARCIA	ID		Ma. Rosario Justo (no relationship)	June 1994	June 20, 2014 (3 years)	Annual	20
ROBERTO S. GUEVARA	ID		Ma. Rosario Justo (no relationship)	June 20, 2001	June 20, 2014 (3 years)	Annual	13

- (b) Provide a brief summary of the corporate governance policy that the board of directors has adopted. Please emphasize the policy/ies relative to the treatment of all shareholders, respect for the rights of minority shareholders and of other stakeholders, disclosure duties, and board responsibilities.

The Board of Directors is committed to institutionalizing the principles of good governance in the entire organization because the Board believes that corporate governance is a necessary component of sound strategic business management. It is the Board's responsibility to foster the long-term success of the Corporation, and to sustain its competitiveness in a manner consistent with its corporate objectives and the best interests of its stockholders. To ensure that rights of its stockholders particularly those that belong to the minority or non-controlling group are protected, the Board takes appropriate steps to remove excess or unnecessary costs and other administrative impediments to the stockholders' meaningful participation in meetings. Accurate and timely information is made available to stockholders to enable them to make a sound judgment on all matters brought to their attention for consideration and approval. Minority stockholders are given the right to propose the holding of meeting and the items for discussion in the agenda that relate directly to the business of the Company. Minority stockholders are given the opportunity to be heard during stockholders' meetings. For various concerns, stockholders may seek assistance from the Investor Relations Group.

¹ Reckoned from the election immediately following January 2, 2012.

(c) How often does the Board review and approve the vision and mission?

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
ANDREW L. TAN	Alliance Global Group, Inc.	Executive/ Chairman
	Empire East Land Holdings, Inc.	Non-Executive/ Chairman
	Suntrust Properties, Inc.	Non-Executive/ Chairman
	Eastwood Cyber One Corporation	Non-Executive/ Chairman
	Megaworld Land, Inc.	Executive/ Chairman
	Megaworld Central Properties, Inc.	Non-Executive/ Chairman
	Townsquare Development, Inc.	Non-Executive/ Chairman
	Richmonde Hotel Group International Limited	Executive/ Chairman
	Travellers International Hotel Group, Inc.	Non-Executive
	Twin Lakes Corporation	Executive
	Mactan Oceanview Properties and Holdings, Inc.	Executive/ Chairman
	Megaworld Cayman Islands, Inc.	Non-Executive/ Chairman
	Megaworld Cebu Properties, Inc.	Non-Executive
	Megaworld Newport Property Holdings, Inc.	Non-Executive/ Chairman
	Megaworld Globus Asia, Inc.	Executive/ Chairman
KATHERINE L. TAN	Philippine International Properties, Inc.	Executive/ Chairman
	Gilmore Property Marketing Associates, Inc.	Non-Executive/ Chairman
	Alliance Global Group, Inc.	Executive
	Empire East Land Holdings, Inc.	Non-Executive
	Megaworld Cayman Islands, Inc.	Non-Executive
KINGSON U. SIAN	Alliance Global Group, Inc.	Executive
	Eastwood Cyber One Corporation	Executive
	Manila Bayshore Property Holdings, Inc.	Executive
	Megaworld Land, Inc.	Executive
	Travellers International Hotel Group, Inc.	Executive
ENRIQUE SANTOS L. SY	Empire East Land Holdings, Inc.	Non-Executive
MIGUEL B. VARELA	None	None
GERARDO C. GARCIA	Empire East Land Holdings, Inc.	Independent
	Megaworld Land, Inc.	Independent
	Suntrust Properties, Inc.	Independent
ROBERTO S. GUEVARA	None	None

The Board reviews the vision and mission of the Company annually.

(d) Directorship in Other Companies

(i) Directorship in the Company's Group²

Identify, as and if applicable, the members of the company's Board of Directors who hold the office of director in other companies within its Group:

(ii) Directorship in Other Listed Companies

Identify, as and if applicable, the members of the company's Board of Directors who are also directors of publicly-listed companies outside of its Group:

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
ANDREW L. TAN	Global-Estate Resorts, Inc.	Executive/Chairman
	Emperador Inc.	Non-Executive/Chairman
KATHERINE L. TAN	Emperador Inc.	Non-Executive
KINGSON U. SIAN	Emperador Inc.	Non-Executive
ENRIQUE SANTOS L. SY	None	None
MIGUEL B. VARELA	Emperador Inc.	Independent Director
GERARDO C. GARCIA	Global-Estate Resorts, Inc.	Independent Director
ROBERTO S. GUEVARA	None	None

(iii) Relationship within the Company and its Group

Provide details, as and if applicable, of any relation among the members of the Board of Directors, which links them to significant shareholders in the company and/or in its group:

Director's Name	Name of the Significant Shareholder	Description of the relationship
ANDREW L. TAN	Alliance Global Group, Inc.	Chairman/CEO
	New Town Land Partners, Inc.	Indirect Beneficial Owner
KATHERINE L. TAN	Alliance Global Group, Inc.	Director
	New Town Land Partners, Inc.	Treasurer
KINGSON U. SIAN	Alliance Global Group, Inc.	Director/President
ENRIQUE SANTOS L. SY	None	None
MIGUEL B. VARELA	None	None
GERARDO C. GARCIA	None	None
ROBERTO S. GUEVARA	None	None

(iv) Has the company set a limit on the number of board seats in other companies (publicly listed, ordinary and companies with secondary license) that an individual director or CEO may hold simultaneously? In particular, is the limit of five board seats in other publicly listed companies imposed and observed? If yes, briefly describe other guidelines:

The Company has not set a limit on the number of board seats that its Executive Directors, Non-Executive Directors and CEO may hold in other companies. The Group consists of several companies where Executive Directors of the Company serve as directors. For Independent Directors, the Company observes the

² The Group is composed of the parent, subsidiaries, associates and joint ventures of the company.

limitation set forth in SEC Circular Memorandum No. 9 Series of 2011 and has not elected any Independent Director with more than five directorships within the Group.

	Guidelines	Maximum Number of Directorships in other companies
Executive Director	REFER TO THE SUMMARY ABOVE	
Non-Executive Director		
CEO		

(c) Shareholding in the Company (As of December 31, 2014)

Complete the following table on the members of the company's Board of Directors who directly and indirectly own shares in the company:

Name of Director	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
ANDREW L. TAN	95,000,000		.24849%
		1,891,632 (Katherine L. Tan)	.00495%
		20,090,219,058 (Alliance Global Group, Inc.)	52.5489%
		5,668,530,324 (New Town Land Partners, Inc.)	14.8269%
GERARDO C. GARCIA	136,136	None	.00036%
KINGSON U. SIAN	612,501	None	.00160%
KATHERINE L. TAN	1,891,632		.00495%
		95,000,000 (Andrew L. Tan)	.24849%
MIGUEL B. VARELA	4,422	None	.00001%
ROBERTO S. GUEVARA	1	None	.00000%
ENRIQUE SANTOS L. SY	80,553	None	.00021%
TOTAL	97,725,245	25,855,641,014	0.25711% (direct) 68.02562% (indirect)

2) Chairman and CEO

(a) Do different persons assume the role of Chairman of the Board of Directors and CEO? If no, describe the checks and balances laid down to ensure that the Board gets the benefit of independent views.

Yes No

Identify the Chair and CEO:

Chairman of the Board	ANDREW L. TAN
CEO/President	ANDREW L. TAN

(b) Roles, Accountabilities and Deliverables

Define and clarify the roles, accountabilities and deliverables of the Chairman and CEO.

	Chairman	Chief Executive Officer
Role	<p>Ensure that meetings of the Board are held in accordance with the by-laws or as the Chair may deem necessary;</p> <p>Supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary, taking into consideration the suggestions of the CEO, Management and the directors;</p> <p>Maintain qualitative and timely lines of the communication and information between the Board and Management</p>	<p>Preside at all meetings of the Board, and act as Chairman at all meetings of the stockholders;</p> <p>Supervise the business affairs and property of the Company and its officers and employees;</p> <p>See to it that all orders and resolutions of the Board are carried into effect;</p> <p>Perform such other duties as from time to time may be assigned to him by the Board.</p>
Accountabilities	<p>To the Board in the conduct of meetings;</p> <p>To the Board and Management in the preparation of agenda and maintaining lines of communication and information between them.</p>	<p>To the stockholders in the conduct of meetings;</p> <p>To the Board, stockholders and other stakeholders in the general supervision of the business affairs and property of the Company and over its officers and employees;</p> <p>To the Board in seeing to it that all orders and resolutions of the Board are carried into effect and in performing such other duties assigned to him;</p>
Deliverables	<p>Approve the agenda of meetings of the Board</p>	<p>Submits comprehensive report of the operations of the Company for the preceding year, and the state of its affairs, to the Board and to the stockholders;</p> <p>Reports to the Board on all matters within his knowledge which in the interests of the Company may require to be brought to its notice.</p>

3) Explain how the board of directors plan for the succession of the CEO/Managing Director/President and the top key management positions?

The Board ensures that a succession plan for top and key management positions is in place.

4) Other Executive, Non-Executive and Independent Directors

Does the company have a policy of ensuring diversity of experience and background of directors in the board? Please explain.

The membership of the Board is a combination of executive and non-executive directors (which include independent directors) in order that no director or small group of directors can dominate the decision-making process. The non-executive directors should possess such qualifications and stature that would enable them to effectively participate in the deliberations of the Board. Currently, the Board has directors with varied expertise in the fields of real estate development, property management, investment banking, corporate communications, tourism, food and beverage and financing.

Does it ensure that at least one non-executive director has an experience in the sector or industry the company belongs to? Please explain.

Yes, the Company ensures that the directors of the Company have a practical understanding and exposure to the real estate industry either in real estate development, real estate investment or real estate regulatory framework.

Define and clarify the roles, accountabilities and deliverables of the Executive, Non-Executive and Independent Directors:

	Executive	Non-Executive	Independent Director
Role	Involves in operational or day-to-day affairs of the Company and reports to the Board on matters requiring its attention.	Provides oversight functions over executive directors' recommendations.	Provides a system of checks and balances within the Board. An independent director chairs the Audit Committee.
Accountabilities	To the Board and management, in ensuring that the lines of communication are open between them.	To the stockholders, in providing sound strategic policies and guidelines of the Board.	To the stockholders, in ensuring the integrity of decision making process of the Board.
Deliverables	Reports and makes recommendations to the Board on operational matters	Approves the executive directors' recommendations and motions	As member of the Audit Committee, performs oversight functions over the financial reporting process, risk management and internal control and internal audit.

Provide the company's definition of "independence" and describe the company's compliance to the definition.

"Independence", as a qualification of an independent director, means the freedom from any interference by any other persons or other considerations in the exercise of judgment in the carrying out of responsibilities as a director, other than the duties enjoined on directors by law and by the By-Laws of the Company, as well as possession of all of the qualifications and none of the disqualifications provided by law.

The Company's Manual of Corporate Governance provides that there should be at least two (2) independent directors. Currently, there are three independent directors who are members of the Board of the Company.

Does the company have a term limit of five consecutive years for independent directors? If after two years, the company wishes to bring back an independent director who had served for five years, does it limit the term for no more than four additional years? Please explain.

The Company follows the term limits of Independent Directors prescribed by the Securities and Exchange Commission in SEC Memorandum Circular 9, Series of 2011 and allows its Independent Directors to serve for only five (5) consecutive years from January 2, 2012. In the same manner, the Company observes the cooling-off period imposed in the same circular.

5) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)

(a) Resignation/Death/Removal:

None

Indicate any changes in the composition of the Board of Directors that happened during the period:

Name	Position	Date of Cessation	Reason
N/A			

(b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension

Describe the procedures for the selection/appointment, re-election, disqualification, removal, reinstatement and suspension of the members of the Board of Directors. Provide details of the processes adopted (including the frequency of election) and the criteria employed in each procedure:

Procedure	Process Adopted	Criteria
a. Selection/Appointment		
(i) Executive Directors	Nomination is conducted by the Nomination Committee prior to a stockholders' meeting pursuant to the provisions of SRC Rule 38.	Qualifications are provided for in the Company's By-Laws and Manual of Corporate Governance.
(ii) Non-Executive Directors	Same as above	Same as above
(iii) Independent Directors	Same as above	Same as above and SRC Rule 38.
b. Re-appointment		
(i) Executive Directors	Re-appointment is allowed. The procedure is the same as the selection/appointment process above.	The same criteria are imposed for appointment and re-appointment. Qualifications are provided for in the Company's By-Laws and Manual of Corporate Governance.
(ii) Non-Executive Directors	Re-appointment is allowed. The procedure is the same as the selection/appointment process above.	Same as above

(iii) Independent Directors	Re-appointment is allowed as long as the term limit for Independent Directors in SEC Memorandum Circular No. 9, Series of 2011 has not been breached. The procedure is the same as the selection/appointment process above.	Same as above and SRC Rule 38.
c. Permanent Disqualification		
(i) Executive Directors	The Company follows the procedure provided for in the Corporation Code.	The Grounds are provided for in the Company's Manual of Corporate Governance.
(ii) Non-Executive Directors	Same as above	Same as above
(iii) Independent Directors	Same as above. The Company also follows the procedure provided in SRC Rule 38.	Same as above and SRC Rule 38.
d. Temporary Disqualification		
(i) Executive Directors	A temporarily disqualified director shall, within sixty (60) business days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.	The Grounds are provided for in the Company's Manual of Corporate Governance.
(ii) Non-Executive Directors	Same as above	Same as above
(iii) Independent Directors	Same as above.	Same as above
e. Removal		
(i) Executive Directors	The Company follows the procedure provided for in the Corporation Code.	Removal may be due to death, voluntary resignation and/or permanent disqualification from office consistent with the grounds provided for in the Company's Manual of Corporate Governance.
(ii) Non-Executive Directors	Same as above	Same as above
(iii) Independent Directors	Same as above. The Company also follows the procedure provided in SRC Rule 38.	Same as above and SRC Rule 38.
f. Re-instatement		
(i) Executive Directors	A temporarily disqualified director shall, within sixty (60) business days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he fails or refuses to do so	Satisfactory corrective action performed by the director within the 60 day period, addressing the specific cause of action.

	for unjustified reasons, the disqualification shall become permanent.	
(ii) Non-Executive Directors	Same as above	Same as above
(iii) Independent Directors	Same as above.	Same as above
g. Suspension		
(i) Executive Directors	The Company follows the procedure provided for in the Corporation Code.	The Grounds are provided for in the Company's Manual of Corporate Governance.
(ii) Non-Executive Directors	Same as above	Same as above
(iii) Independent Directors	Same as above.	Same as above

Voting Result of the last Annual General Meeting

Name of Director	Votes Received
ANDREW L. TAN	32,154,803,845 shares
GERARDO C. GARCIA	32,154,803,845 shares
KINGSON U. SIAN	32,154,803,845 shares
MIGUEL B. VARELA	32,154,803,845 shares
ROBERTO S. GUEVARA	32,154,803,845 shares
ENRIQUE SANTOS L. SY	32,154,803,845 shares

6) Orientation and Education Program

Disclose details of the company's orientation program for new directors, if any.

The directors of the Company are required to take a Corporate Governance Orientation course preferably from the Institute of Corporate Governance (ICG). Directors are encouraged to undergo further training in corporate governance. Some directors have attended the Professional Directors Program of the ICG and participated in Corporate Governance roundtable conferences.

(a) State any in-house training and external courses attended by Directors and Senior Management³ for the past three (3) years:

- 1. Mandatory Continuing Legal Education**
- 2. Corporate Governance and Anti-Money Laundering Act Seminar**

(b) Continuing education programs for directors: programs and seminars and roundtables attended during the year.

Name of Director/Officer	Date of Training	Program	Name of Training Institution
Andrew L. Tan	October 02, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.
Katherine L. Tan	November 11, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.

³ Senior Management refers to the CEO and other persons having authority and responsibility for planning, directing and controlling the activities of the company.

Kingson U. Sian	October 02, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.
Enrique Santos L. Sy	November 14, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.
Gerardo G. Garcia	November 14, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.
Roberto S. Guevara	November 14, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.
Lourdes Gutierrez- Alfonso	November 14, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.
Philipps C. Cando	November 14, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.
Francisco C. Canuto	November 14, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.
Giovanni C. Ng	November 14, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.
Maria Victoria M. Acosta	November 14, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.
Jericho P. Go	November 14, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.
Noli D. Hernandez	November 14, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.
Monica T. Salomon	November 14, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.
Garry V. De Guzman	November 14, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.
Rafael Antonio S. Perez	December 05, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.
Kimberly Hazel A. Sta. Maria	November 14, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.
Carmen C. Fernando	November 14, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.
Rolando D. Siatela	November 14, 2014	Corporate Governance Seminar	Risks, Opportunities, Assessment and Management, Inc.

B. CODE OF BUSINESS CONDUCT & ETHICS

- 1) Discuss briefly the company’s policies on the following business conduct or ethics affecting directors, senior management and employees:

Business Conduct & Ethics	Directors	Senior Management	Employees
(a) Conflict of Interest	A director should not use his position to profit or gain some benefit or advantage for himself and/or his related interest. If an actual or potential conflict of interest may arise on the part of a director, he should fully and immediately	Before an employee enters into an official transaction with a supplier or contractor, he should disclose in writing to his immediate supervisor any relationship or association that binds him to the supplier or contractor or	Before an employee enters into an official transaction with a supplier or contractor, he should disclose in writing to his immediate supervisor any relationship or association that binds him to the supplier or contractor or its authorized representative to avoid

	disclose it and should not participate in the decision-making process.	its authorized representative to avoid possible conflict of interest.	possible conflict of interest.
(b) Conduct of Business and Fair Dealings	A director should not use his position to profit or gain some benefit or advantage for himself and/or his related interest. If an actual or potential conflict of interest may arise on the part of a director, he should fully and immediately disclose it and should not participate in the decision-making process.	They are prohibited from using their authority or position to favor a supplier or contractor in anticipation of a personal gain or benefit.	They are prohibited from using their authority or position to favor a supplier or contractor in anticipation of a personal gain or benefit.
(c) Receipt of gifts from third parties	Must not solicit or accept any gift, regardless of value, from any supplier, contractor or business partner. However, if it is not practical to return the gift, such gift must be turned over to the Office of the President for proper disposition.	Must not solicit or accept any gift, regardless of value, from any supplier, contractor or business partner. However, if it is not practical to return the gift, such gift must be turned over to the Office of the President proper disposition.	Must not solicit or accept any gift, regardless of value, from any supplier, contractor or business partner. However, if it is not practical to return the gift, such gift must be turned over to the Office of the President proper disposition.
(d) Compliance with Laws & Regulations	Ensure through their functions, the Company's faithful compliance with all applicable laws, regulations and best business practices.	Ensure through their functions, the Company's faithful compliance with all applicable laws, regulations and best business practices.	Ensure through their functions, the Company's faithful compliance with all applicable laws, regulations and best business practices.
(e) Respect for Trade Secrets/Use of Non-public Information	Keep secure and confidential trade secrets and all non-public information acquired or learned by reason of position. Should not reveal confidential information to unauthorized persons without authority of the Board.	Keep secure and confidential trade secrets and all non-public information acquired or learned by reason of position. Should not reveal confidential information to unauthorized persons without authority of the Board.	Keep secure and confidential trade secrets and all non-public information acquired or learned by reason of position. Should not reveal confidential information to unauthorized persons without authority of the Board.
(f) Use of Company Funds, Assets and Information	Observe discretion in use of funds and assets. Be mindful of eliminating unnecessary consumption and wasteful practices. Confidential information	Observe discretion in use of funds and assets. Be mindful of eliminating unnecessary consumption and wasteful practices. Confidential information	Observe discretion in use of funds and assets. Be mindful of eliminating unnecessary consumption and wasteful practices. Confidential information must not be

	must not be disclosed to unauthorized persons.	must not be disclosed to unauthorized persons.	disclosed to unauthorized persons.
(g) Employment & Labor Laws & Policies	Ensure the Company's faithful compliance with employment and labor law & policies.	The guiding philosophy behind the Company's benefits program is to reasonably assist the employee and his family in providing for their economic security.	The guiding philosophy behind the Company's benefits program is to reasonably assist the employee and his family in providing for their economic security.
(h) Disciplinary action	The Company observes the provisions on disqualification and temporary disqualification of directors as provided in the Company's Manual of Corporate Governance.	Company rules and regulations shall be enforced fairly and consistently. Violations shall result in one or more disciplinary actions depending on frequency, seriousness and circumstances of the offense. The employee shall be given the opportunity to present his side. If found guilty, he will be penalized with the appropriate disciplinary action in accordance with the Code of Discipline.	Company rules and regulations shall be enforced fairly and consistently. Violations shall result in one or more disciplinary actions depending on frequency, seriousness and circumstances of the offense. The employee shall be given the opportunity to present his side. If found guilty, he will be penalized with the appropriate disciplinary action in accordance with the Code of Discipline.
(i) Whistle Blower	The Committee on Ethics accepts reports of wrongdoing by the Company's directors, senior management and employees and investigates them while at the same ensuring confidentiality of information.	N/A	N/A
(j) Conflict Resolution	Amicable settlement through alternative dispute resolution	Amicable settlement through alternative dispute resolution	Amicable settlement through alternative dispute resolution

2) Has the code of ethics or conduct been disseminated to all directors, senior management and employees?

YES.

3) Discuss how the company implements and monitors compliance with the code of ethics or conduct.

Directors submit annually a list of business and professional affiliating through which provide conflicts-of-interest may be detected.

Relative to senior management and employees, a copy of the Employee Handbook containing the Company's Code of Ethics/Conduct is furnished to all employees upon hiring. All newly-hired employees are required to attend a seminar conducted by the Human Resources Department which explains the concepts and importance of the said Code. The Human Resources Department implements and monitors compliance with the code of ethics or conduct.

4) Related Party Transactions

(a) Policies and Procedures

Describe the company’s policies and procedures for the review, approval or ratification, monitoring and recording of related party transactions between and among the company and its parent, joint ventures, subsidiaries, associates, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents and of interlocking director relationships of members of the Board.

Related Party Transactions	Policies and Procedures
(1) Parent Company	Ensure that transactions are entered into on terms comparable to those available from unrelated third parties.
(2) Joint Ventures	Ensure that transactions are entered into on terms comparable to those available from unrelated third parties. These are in the nature of cash advances made to landowners for pre-development expenses. Repayment in full is made upon completion of the project.
(3) Subsidiaries	Ensure that transactions are entered into on terms comparable to those available from unrelated third parties.
(4) Entities Under Common Control	Ensure that transactions are entered into on terms comparable to those available from unrelated third parties.
(5) Substantial Stockholders	Ensure that transactions are entered into on terms comparable to those available from unrelated third parties.
(6) Officers including spouse/children/siblings/parents	Ensure that transactions are entered into on terms comparable to those available from unrelated third parties. Disclosure of relationship or association is required to be made before entering into a transaction. Officers shall have no participation in the approval of the transaction.
(7) Directors including spouse/children/siblings/parents	Ensure that transactions are entered into on terms comparable to those available from unrelated third parties. Disclosure of relationship or association is required to be made before entering into transaction. A Director, who has an interest in the transaction, shall have no participation in the approval of the transaction.
(8) Interlocking director relationship of Board of Directors	Ensure that transactions are entered into on terms comparable to those available from unrelated third parties. Disclosure of relationship or association is required to be made before entering into a transaction. No participation on the part of an interested director shall be allowed in the approval of the transaction.

(b) Conflict of Interest

(i) Directors/Officers and 5% or more Shareholders

Identify any actual or probable conflict of interest to which directors/officers/5% or more shareholders may be involved.

	Details of Conflict of Interest (Actual or Probable)
Name of Director/s	NONE
Name of Officer/s	

Name of Significant Shareholders	
----------------------------------	--

(ii) Mechanism

Describe the mechanism laid down to detect, determine and resolve any possible conflict of interest between the company and/or its group and their directors, officers and significant shareholders.

		Directors/Officers/Significant Shareholders
Company		NONE
Group		

5) Family, Commercial and Contractual Relations

(a) Indicate, if applicable, any relation of a family,⁴ commercial, contractual or business nature that exists between the holders of significant equity (5% or more), to the extent that they are known to the company:

Names of Related Significant Shareholders	Type of Relationship	Brief Description of the Relationship
Alliance Global Group, Inc. (AGI)	Business	Parent-Subsidiary relationship
New Town Land Partners, Inc.	Business	Parent-Subsidiary relationship

(b) Indicate, if applicable, any relation of a commercial, contractual or business nature that exists between the holders of significant equity (5% or more) and the company:

Names of Related Significant Shareholders	Type of Relationship	Brief Description
NONE		

(c) Indicate any shareholder agreements that may impact on the control, ownership and strategic direction of the company:

Name of Shareholders	% of Capital Stock affected (Parties)	Brief Description of the Transaction
NONE		

6) Alternative Dispute Resolution

Describe the alternative dispute resolution system adopted by the company for the last three (3) years in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities.

	Alternative Dispute Resolution System
Corporation & Stockholders	No significant conflicts or differences. Concerns of stockholders are raised, addressed and resolved either thru the Corporate Secretary or Investor Relations Group.
Corporation & Third Parties	amicable settlement

⁴ Family relationship up to the fourth civil degree either by consanguinity or affinity.

C. BOARD MEETINGS & ATTENDANCE

- 1) Are Board of Directors' meetings scheduled before or at the beginning of the year?

Board meetings are scheduled and conducted monthly.

- 2) Attendance of Directors

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Chairman	Andrew L. Tan	June 20, 2014	16	16	100%
Member	Katherine L. Tan	June 20, 2014	16	16	100%
Member	Kingson U. Sian	June 20, 2014	16	16	100%
Member	Enrique Santos L. Sy	June 20, 2014	16	16	100%
Independent	Miguel B. Varela	June 20, 2014	16	16	100%
Independent	Gerardo C. Garcia	June 20, 2014	16	16	100%
Independent	Roberto S. Guevara	June 20, 2014	16	16	100%

- 3) Do non-executive directors have a separate meeting during the year without the presence of any executive? If yes, how many times?

None

- 4) Is the minimum quorum requirement for Board decisions set at two-thirds of board members? Please explain.

The Company follows the quorum requirement provided in the Corporation Code.

- 5) Access to Information

- (a) How many days in advance are board papers⁵ for board of directors meetings provided to the board?

Board papers are provided to the Board, together with the notices, in accordance with the Company's By-Laws.

- (b) Do board members have independent access to Management and the Corporate Secretary?

Yes.

- (c) State the policy of the role of the company secretary. Does such role include assisting the Chairman in preparing the board agenda, facilitating training of directors, keeping directors updated regarding any relevant statutory and regulatory changes, etc?

The Company Secretary is responsible for safekeeping and preservation of the integrity of the minutes of the meetings of the Board and its Committees, as well as the other official corporate records of the Corporation. He should inform the members of the Board of the agenda of the meetings and ensure that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval.

⁵ Board papers consist of complete and adequate information about the matters to be taken in the board meeting. Information includes the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

(d) Is the company secretary trained in legal, accountancy or company secretarial practices? Please explain should the answer be in the negative.

Yes.

(e) Committee Procedures

Disclose whether there is a procedure that Directors can avail of to enable them to get information necessary to be able to prepare in advance for the meetings of different committees:

Yes No

Committee	Details of the procedures
Executive	The Committee is afforded full access to management, personnel and records in the performance of its duties and responsibilities.
Audit	Upon request made thru the Corporate Secretary, Directors shall be provided with information about the matters to be taken up in their meetings in addition to materials already provided. The Committee is afforded full access to management, personnel and records in the performance of its duties and responsibilities.
Nomination	Upon request made thru the Corporate Secretary, Directors shall be provided with information about the matters to be taken up in their meetings in addition to materials already provided. The Committee is afforded full access to management, personnel and records in the performance of its duties and responsibilities.
Remuneration	Upon request made thru the Corporate Secretary, Directors shall be provided with information about the matters to be taken up in their meetings in addition to materials already provided. The Committee is afforded full access to management, personnel and records in the performance of its duties and responsibilities.
Others (specify)	N/A

6) External Advice

Indicate whether or not a procedure exists whereby directors can receive external advice and, if so, provide details:

Procedures	Details
The Audit Committee may, thru the Corporate Secretary, obtain and shall be provided with external legal counsel or independent professional advisors as it may consider necessary in the performance of its functions.	

7) Change/s in existing policies

Indicate, if applicable, any change/s introduced by the Board of Directors (during its most recent term) on existing policies that may have an effect on the business of the company and the reason/s for the change:

Existing Policies	Changes	Reason
N/A		

D. REMUNERATION MATTERS

1) Remuneration Process

Disclose the process used for determining the remuneration of the CEO and the four (4) most highly compensated management officers:

Process	CEO	Top 4 Highest Paid Management Officers
(1) Fixed remuneration	Remuneration is based on prevailing industry rates.	Remuneration is based on prevailing industry rates. Pay increases and promotions are merit-based and depend on the results of annual performance reviews.
(2) Variable remuneration	N/A	N/A
(3) Per diem allowance	N/A	N/A
(4) Bonus	Year-end performance bonuses are determined by Management and distributed across the board to all officers and employees based on the results of the Company's operations.	Year-end performance bonuses are determined by Management and distributed across the board to all officers and employees based on the results of the Company's operations.
(5) Stock Options and other financial instruments	The Company has an Employee Stock Option Plan which is administered by the Compensation and Remuneration Committee of the Board. The Committee determines the eligible participants who will receive stock options.	The Company has an Employee Stock Option Plan which is administered by the Compensation and Remuneration Committee of the Board. The Committee determines the eligible participants who will receive stock options.
(6) Others (specify)	The Company has a Benefits Program for its employees. It is periodically reviewed and updated by Management.	The Company has a Benefits Program for its employees. It is periodically reviewed and updated by Management.

2) Remuneration Policy and Structure for Executive and Non-Executive Directors

Disclose the company's policy on remuneration and the structure of its compensation package. Explain how the compensation of Executive and Non-Executive Directors is calculated.

	Remuneration Policy	Structure of Compensation Packages	How Compensation is Calculated
Executive Directors	Levels of remuneration must be sufficient to be able to attract and retain the services of qualified and competent directors. No director should participate in deciding on his remuneration.	Directors of the Company are paid of the per diem allowances.	Attendance in meetings of directors of the Company.
Non-Executive Directors	Levels of remuneration must be sufficient to be able to attract and retain the services of qualified	Directors of the Company are paid of the per diem allowances.	Attendance in meetings of directors of the Company.

	and competent directors. No director should participate in deciding on his remuneration.		
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Do stockholders have the opportunity to approve the decision on total remuneration (fees, allowances, benefits-in-kind and other emoluments) of board of directors? Provide details for the last three (3) years.

Remuneration Scheme	Date of Stockholders' Approval
Directors do not receive compensation other than per diem.	

3) Aggregate Remuneration

Complete the following table on the aggregate remuneration accrued during the most recent year:

Remuneration Item	Executive Directors	Non-Executive Directors (other than independent directors)	Independent Directors
(a) Fixed Remuneration	None	None	None
(b) Variable Remuneration	None	None	None
(c) Per diem Allowance	200,000	200,000	300,000
(d) Bonuses	None	None	None
(e) Stock Options and/or other financial instruments	None	None	None
(f) Others (Specify)	None	None	None
Total	200,000	200,000	300,000

Other Benefits	Executive Directors	Non-Executive Director (other than independent directors)	Independent Directors
1) Advances	NONE		
2) Credit granted			
3) Pension Plan/s Contributions			
(d) Pension Plans, Obligations incurred			
(e) Life Insurance Premium			
(f) Hospitalization Plan			
(g) Car Plan			

(h) Others (Specify)			
Total	None	None	None

4) Stock Rights, Options and Warrants

(a) Board of Directors

Complete the following table, on the members of the company's Board of Directors who own or are entitled to stock rights, options or warrants over the company's shares:

Director's Name	Number of Direct Option/Rights/Warrants	Number of Indirect Option/Rights/Warrants	Number of Equivalent Shares	Total % from Capital Stock
GERARDO C. GARCIA	21,647 warrants	None	21,647	0.00800%

(b) Amendments of Incentive Programs

Indicate any amendments and discontinuation of any incentive programs introduced, including the criteria used in the creation of the program. Disclose whether these are subject to approval during the Annual Stockholders' Meeting:

Incentive Program	Amendments	Date of Stockholders' Approval
	NONE	

5) Remuneration of Management

Identify the five (5) members of management who are not at the same time executive directors and indicate the total remuneration received during the financial year:

Name of Officer/Position	Total Remuneration
LOURDES T. GUTIERREZ,/CHIEF OPERATING OFFICER	29,630,000.00
PHILIPPS C. CANDO/SVP FOR OPERATIONS	
FRANCISCO C. CANUTO/ SVP and TREASURER	
MARIA VICTORIA M. ACOSTA/ MANAGING DIRECTOR FOR INTERNATIONAL SALES	
MONICA T. SALOMON/ FIRST VICE PRESIDENT FOR CORPORATE MANAGEMENT	

E.) BOARD COMMITTEES

1) Number of Members, Functions and Responsibilities

Provide details on the number of members of each committee, its functions, key responsibilities and the power/authority delegated to it by the Board:

Committee	No. of Members			Committee Charter	Functions	Key Responsibilities	Power
	Executive Director (ED)	Non-executive Director (NED)	Independent Director (ID)				
Executive	Executive	2	0	1	None	Acts on all matters by the Board	Acts on all matters that may be assigned by the Board
Audit	1	0	2	Yes	Ensures that all financial reports comply with internal with financial and management standards, performs oversight financial management functions, pre-approves all audit plans, scope and frequency and performs direct interface functions with internal and external auditors	Performs oversight responsibilities for the following: (a) Financial Reporting; (b) Risk Management; (c) Internal Control; (d) Internal Audit; (e) External Audit.	The Committee shall have the authority to conduct or order the investigation into any matter within the scope of its responsibilities.
Nomination	0	1	2	None	Prescreens and shortlists all candidates nominated to become a member of the Board.	Reviews and evaluates the qualifications of all persons nominated to the Board and other appointments that require Board approval , and assesses the effectiveness of the Board's processes and procedures in the election and replacement of directors	Prescreens nominees and prepares final list of candidate

Remuneration					Responsible for establishing a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, as well as providing oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Company's culture, strategy and control environment.	Establishes a formal and transparent procedure for developing a policy on remuneration of directors and officers to ensure that their compensation is consistent with the Company's culture, strategy and business environment.	Establishes a formal and transparent procedure for developing a policy on remuneration of directors and officers to ensure that their compensation is consistent with the Company's culture, strategy and business environment.
Others (specify)							

Committee Members

(a) Executive Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Andrew L. Tan	June 20, 2014	23	23	100%	3 yrs.
Member (ED)	Kingson U. Sian	June 20, 2014	23	23	100%	3 yrs.
Member (ID)	Miguel B. Varela	June 20, 2014	23	23	100%	3 yrs.

(b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Gerardo C. Garcia	June 20, 2014	4	4	100%	3 yrs.
Member (ED)	Andrew L. Tan	June 20, 2014	4	4	100%	3 yrs.
Member (ID)	Miguel B. Varela	June 20, 2014	4	4	100%	2 yrs.

Disclose the profile or qualifications of the Audit Committee members.

The members must have the qualifications and none of the disqualifications of a director provided under the Company's Manual of Corporate Governance and the Audit Committee Charter. In addition, at least member must preferably have an accounting background and finance background.

Gerardo C. Garcia has extensive experience in business. He holds a bachelor's degree in Chemical Engineering and a Master's Degree in Business Administration from the University of the Philippines.

Andrew L. Tan pioneered the live-work-play-learn model in real estate development through the Company's integrated township communities, fueling the growth of the business process outsourcing (BPO) industry. He graduated Magna Cum Laude from the University of the East with the degree of Bachelor of Science in Business Administration.

Miguel B. Varela is a member of the Philippine Bar he pursued his Bachelor of Laws in the Ateneo de Manila Law School and his Associate in Liberal Arts from the San Beda College. He was also conferred by the Central Luzon State University with the degree of Doctor of Humanities (honoris causa), and by the Eulogio "Amang" Rodriguez University of Science and Technology with a Doctorate in Business Technology (honoris causa).

Describe the Audit Committee's responsibility relative to the external auditor.

Ensure that the external auditor complies with auditing standards.

(c) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Enrique Santos L. Sy	June 20, 2014	1	1	100%	3 yrs.
Member (ID)	Gerardo C. Garcia	June 20, 2014	1	1	100%	3 yrs.
Member (ID)	Kingson U. Sian	June 20, 2014	1	1	100%	2 yrs.

(d) Remuneration Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Kingson U. Sian	June 20, 2014	5	5	100%	3 yrs.
Member (ID)	Miguel B. Varela	June 20, 2014	5	5	100%	2 yrs.
Member (ID)	Gerardo C. Garcia	June 20, 2014	5	5	100%	3 yrs.

(e) Others (Specify)

Provide the same information on all other committees constituted by the Board of Directors:

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman						N/A
Member (ED)						
Member (NED)						
Member (ID)						
Member						

2) Changes in Committee Members

Indicate any changes in committee membership that occurred during the year and the reason for the changes:

Name of Committee	Name	Reason
Executive		
Audit	Miguel B. Varela (Member)*	Resignation
Nomination	Kingson U. Sian (Member)**	Resignation
Remuneration	Miguel B. Varela (Member)***	Resignation
Others (specify)		

*elected July 18, 2013, replacing Roberto S. Guevara

**elected July 18, 2013, replacing Roberto S. Guevara

***elected July 18, 2013, replacing Roberto S. Guevara

3) Work Done and Issues Addressed

Describe the work done by each committee and the significant issues addressed during the year.

Name of Committee	Work Done	Issues Addressed
Executive	Acted on all matters delegated by the Board	Operational matters
Audit	Promulgated the Company's Audit Committee Charter	Formally provided for the purpose, membership, structure, operations, duties and responsibilities of the Committee, including its procedures.
Nomination	Prepared final list of candidates for election at annual meeting of stockholders	None

Remuneration	Awarded stock options under the Employee Stock Option Plan (ESOP)	Selection of eligible participants to the ESOP
Others (specify)		

4) Committee Program

Provide a list of programs that each committee plans to undertake to address relevant issues in the improvement or enforcement of effective governance for the coming year.

Name of Committee	Planned Programs	Issues to be Addressed
Executive	Compliance with upcoming financial reporting rules	Modifications to financial reporting rules
Audit	Review of Risk Management System	New trends
Nomination		
Remuneration	Review of Organization Structure and Company Benefits Program	
Others (specify)		

F.) RISK MANAGEMENT SYSTEM

1) Disclose the following:

- (a) Overall risk management philosophy of the company;
- (b) A statement that the directors have reviewed the effectiveness of the risk management system and commenting on the adequacy thereof;
- (c) Period covered by the review;
- (d) How often the risk management system is reviewed and the directors' criteria for assessing its effectiveness; and
- (e) Where no review was conducted during the year, an explanation why not.

The Board, thru the Audit Committee, periodically reviews the effectiveness of the Company's risk management system with emphasis on monitoring of existing and emerging risks as well as risk mitigation measures. Risk management review is conducted annually. A review for the period 2013 was conducted in the first quarter of the year. Criteria used for review are compliance with controls and accuracy of identified risks and appropriateness of risk treatment plans.

2) Risk Policy

(a) Company

Give a general description of the company's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
Country Risk (performance of the Philippine economy and political stability)	Use of pre-selling as a project financing tool. Entering into joint development agreements for the acquisition of land.	Minimize cash outlays for projects, control development costs and maintain a net cash position. Maximize cost efficiencies and resources.
Project Cost and Completion Risk	Establish linkages with a broad base of suppliers. Efficient project management and monitoring.	On-time completion of projects, efficient sourcing of construction materials.

	Capitalize on synergies across the Group.	
Customer Default Risk	Revenue and property diversification and product innovation. Makes available bank financing facilities to buyer on easy terms thru partner banks.	Reduce collection risk

(b) Group

Give a general description of the Group's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
Country Risk (performance of the Philippine economy and political stability)	Use of pre-selling as a project financing tool. Entering into joint development agreements for the acquisition of land.	Minimize cash outlays for projects, control development costs and maintain a net cash position. Maximize cost efficiencies and resources.
Project Cost and Completion Risk	Establish linkages with a broad base of suppliers. Efficient project management and monitoring. Capitalize on synergies across the Group	On-time completion of projects, efficient sourcing of construction materials. Reduce collection risk
Customer Default Risk	Revenue and property diversification and product innovation. Make available bank financing facilities to buyer on easy terms thru partner banks.	Reduce collection risk

(c) Minority Shareholders

Indicate the principal risk of the exercise of controlling shareholders' voting power.

Risk to Minority Shareholders
The AGI Group's voting power in the Company poses a risk to the ability of minority shareholders to influence corporate strategy.

3) Control System Set Up

(a) Company

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
Country Risk	Institutional reviews of the	Minimize cash outlay for projects, control

	Philippine economy particularly the real property market	development costs and maintain a net each position. Maximize cost efficiencies and resources.
Project Cost and Completion Risk	Project monitoring teams	On-time completion of projects, efficient sourcing of construction materials.
Customer Default Risk	Customer Satisfaction/Default reports	Revenue and property diversification Make available bank financing facilities to buyer on easy terms thru partner banks.

(b) Group

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
Country Risk	Institutional reviews of the Philippine economy particularly the real property market	Minimize cash outlay for projects, control development costs and maintain a net cash position. Maximize cost efficiencies and resources.
Project Cost and Completion Risk	Project monitoring teams	On-time completion of projects, efficient sourcing of construction materials.
Customer Default Risk	Customer Satisfaction/Default reports	Revenue and property diversification Make available bank financing facilities to buyer on easy terms thru partner banks.

(c) Committee

Identify the committee or any other body of corporate governance in charge of laying down and supervising these control mechanisms, and give details of its functions:

Committee/Unit	Control Mechanism	Details of its Functions
Board Audit Committee	Provides oversight over Management's risk management process, financial reporting process and reviews internal audit plans.	

G. INTERNAL AUDIT AND CONTROL

1) Internal Control System

Disclose the following information pertaining to the internal control system of the company:

(a) Explain how the internal control system is defined for the company;

Internal audit is a systematic and independent examination which determines whether activities and related results comply with planned arrangements and whether these arrangements are implemented effectively and are suitable to achieve objectives.

(b) A statement that the directors have reviewed the effectiveness of the internal control system and whether they consider them effective and adequate;

The directors of the Company have reviewed the effectiveness of the Company's internal control system and consider them effective and adequate.

- (c) Period covered by the review;

January to December of 2014

- (d) How often internal controls are reviewed and the directors' criteria for assessing the effectiveness of the internal control system; and

Internal controls are reviewed annually. The Internal Audit Group submits a post-audit report assessing the effectiveness of the internal control system of the Company to the Audit Committee of the Board.

- (e) Where no review was conducted during the year, an explanation why not.

N/A

2) Internal Audit

- (a) Role, Scope and Internal Audit Function

Give a general description of the role, scope of internal audit work and other details of the internal audit function.

Role	Scope	Indicate whether In-house or Outsource Internal Audit Function	Name of Chief Internal Auditor/Auditing Firm	Reporting process
Conducts periodic audit of all business processes	Quality Audit and Internal Control Review	In-house; Surveillance audit is conducted by Certification International since the Company is ISO2001:2008 certified.	Shiela Mary Agenar	(i) Initial Planning; (ii) Evaluation Process; (iii) Compliance Tests and Analysis of Data Gathered; (iv) Reporting; (v) Review and Supervision of Audit Work/Report; (vi) Follow-up of Reported Issues.

- (b) Do the appointment and/or removal of the Internal Auditor or the accounting /auditing firm or corporation to which the internal audit function is outsourced require the approval of the audit committee?

No.

- (c) Discuss the internal auditor's reporting relationship with the audit committee.

The Audit Committee reviews and approves the annual audit plans prepared by the Internal Audit Group and major changes to the plans, if any, including the scope and extent of audit work to ensure adequacy of resources

and independence of the Internal Audit Group and compliance with International Standards on the Professional Practice of Internal Auditing.

Does the internal auditor have direct and unfettered access to the board of directors and the audit committee and to all records, properties and personnel?

Yes.

(d) Resignation, Re-assignment and Reasons

Disclose any resignation/s or re-assignment of the internal audit staff (including those employed by the third-party auditing firm) and the reason/s for them.

Name of Audit Staff	Reason
None	

(e) Progress against Plans, Issues, Findings and Examination Trends

State the internal audit’s progress against plans, significant issues, significant findings and examination trends.

There are no major issues and findings which affect the effectiveness of the quality management system of the Company. Findings relate to minor lapses in routine procedures and controls which do not affect the effectiveness of the quality management system. The Company’s quality management system/internal control system is audited semi-annually by Certification International.

Progress Against Plans	100% as of December 31, 2014
Issues⁶	None
Findings⁷	The Internal Audit Group conducts quarterly post-audit to ensure that all findings have been corrected and all issues have been resolved.
Examination Trends	Please refer to the above paragraph

[The relationship among progress, plans, issues and findings should be viewed as an internal control review cycle which involves the following step-by-step activities:

- 1) Preparation of an audit plan inclusive of a timeline and milestones;
- 2) Conduct of examination based on the plan;
- 3) Evaluation of the progress in the implementation of the plan;
- 4) Documentation of issues and findings as a result of the examination;
- 5) Determination of the pervasive issues and findings (“examination trends”) based on single year result and/or year-to-year results;
- 6) Conduct of the foregoing procedures on a regular basis.]

(f) Audit Control Policies and Procedures

Disclose all internal audit controls, policies and procedures that have been established by the company and the result of an assessment as to whether the established controls, policies and procedures have been implemented under the column “Implementation.”

⁶ “Issues” are compliance matters that arise from adopting different interpretations.

⁷ “Findings” are those with concrete basis under the company’s policies and rules.

The internal controls, policies and procedures are detailed in the Company's Internal Audit Manual. The Internal Audit Group prepares an annual audit plan for all business processes of the Company which serves a guide for its review and prepares a report of its findings which is submitted to the Executive and Audit Committees. For 2013, there are no major issues or findings which affect the effectiveness of the quality management system of the Company.

Policies & Procedures	Implementation
All business procedures must be audited at least once a year. All findings and issues must be resolved and corrected immediately.	Yes

(g) Mechanism and Safeguards

State the mechanism established by the company to safeguard the independence of the auditors, financial analysts, investment banks and rating agencies (example, restrictions on trading in the company's shares and imposition of internal approval procedures for these transactions, limitation on the non-audit services that an external auditor may provide to the company):

Auditors (Internal and External)	Financial Analysts	Investment Banks	Rating Agencies
<p>The Internal Audit Group is a separate department of the Company whose sole function is to conduct internal audit work and it reports directly to the Executive and Audit Committees.</p> <p>The External Auditors are not normally engaged to perform non-audit services.</p>	None		

(h) State the officers (preferably the Chairman and the CEO) who will have to attest to the company's full compliance with the SEC Code of Corporate Governance. Such confirmation must state that all directors, officers and employees of the company have been given proper instruction on their respective duties as mandated by the Code and that internal mechanisms are in place to ensure that compliance.

The Chairman and CEO and the Compliance Officer attest to an annual compliance.

H. ROLE OF STAKEHOLDERS

7) Disclose the company's policy and activities relative to the following:

	Policy	Activities
Customers' welfare	The Company is committed to ensure utmost satisfaction of its customers through high quality products conceived in the spirit of innovation and born out of continuous research	Continuous upgrading of skills and expertise of key people in the Customer Relations Department so that they can provide customers with service of the highest quality.

	and development and to provide excellent service to its customers.	Institutionalization of the Customer Feedback System Customer Delight Activities
Supplier/contractor selection practice	Selection of suppliers and contractors on the basis of quality products	Canvassing activities which ensure selection on the basis of quality products
Environmentally friendly value-chain	The Company endeavors to use environment-friendly design, procedures and materials in the development of its projects.	Selection of suppliers and contractors whose manufacturing procedures assure clients that each item is made in an environment-friendly manner and which produce environmental friendly products to be used in the Company's projects; Environmental friendly initiatives design features in the Company's projects.
Community interaction	Through Megaworld Foundation, the Company provides scholarship grants to financially handicapped but academically deserving students and to provide financial assistance to foundations and socio-civic organizations.	Foundation's scholarship program and institution partnerships through sponsorship and donations.
Anti-corruption programmes and procedures	The Company endeavors to cultivate a culture of integrity that does not tolerate conflict-of-interest and unfair business dealings.	The Company has set up the Ethics Committee to act as reporting channel through which wrongdoing may be reported, investigated and acted upon.
Safeguarding creditors' rights	The Company is committed to honoring its financial obligations and loan covenants.	Timely settlement of financial obligations and faithful compliance with loan covenants.

8) Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section?

Yes, the Annual Report has a corporate responsibility report.

9) Performance-enhancing mechanisms for employee participation.

(a) What are the company's policy for its employees' safety, health, and welfare?

The Company is committed to maintain a safety and security program for its employees, which is periodically updated and revised.

(b) Show data relating to health, safety and welfare of its employees.

The Company provides free health care coverage to its employees.

The Company periodically upgrades its security procedures and facilities to ensure the safety of employees in the workplace.

(c) State the company's training and development programmes for its employees. Show the data.

The Company recently established the Megaworld Learning Academy (“MLA”), which institutionalizes training programs for all employees with the view of improving organizational performance thru professional development. The MLA seeks to address the developmental needs of employees through Orientation Programs, Institutionalized Programs, Career Development Programs, Management Development Programs, Leadership Programs, and other training programs.

(d) State the company’s reward/compensation policy that accounts for the performance of the company beyond short-term financial measures

Employee Stock Option Plan

10) What are the company’s procedures for handling complaints by employees concerning illegal (including corruption) and unethical behaviour? Explain how employees are protected from retaliation.

Employees may report illegal and unethical behavior to an Ethics Committee which receives and investigates complaints while maintaining confidentiality of information.

I. DISCLOSURE AND TRANSPARENCY

a. Ownership Structure

i. Holding 5% shareholding or more (As of December 31, 2014)

Shareholder	Number of Shares	Percent	Beneficial Owner
Alliance Global Group, Inc.	Common- 14,090,219,058 Preferred- 6,000,000,000	36.8550% 15.6939%	Alliance Global Group, Inc.
PCD Nominee Corporation (Non-Filipino)	6,658,761,286	20.6592%	Participants of the PCD composed of custodian banks and brokers
New Town Land Partners, Inc.	5,668,530,324	14.8269%	New Town Land Partners, Inc.
PCD Nominee Corporation (Filipino)	3,970,218,453	10.3847%	Participants of the PCD composed of custodian banks and brokers. No PCD (Filipino) participants owns more than 5% of the Company’s voting stock.

Name of Senior Management	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
ANDREW L. TAN	95,000,000		.24849%
		1,891,632 (Katherine L. Tan)	.00495%
		20,090,219,058 (Alliance Global)	52.5489%

		Group, Inc.)	
		5,668,530,324 (New Town Land Partners, Inc.)	14.8269%
TOTAL	95,000,000	25,760,641,014	67.3807%

b. Does the Annual Report disclose the following:

Key risks	Yes
Corporate objectives	Yes
Financial performance indicators	Yes
Non-financial performance indicators	Yes
Dividend policy	Yes
Details of whistle-blowing policy	No
Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	Yes
Training and/or continuing education programme attended by each director/commissioner	Yes
Number of board of directors/commissioners meetings held during the year	No (Disclosed in the Certificate of Board Attendance)
Attendance details of each director/commissioner in respect of meetings held	No (Disclosed in the Certificate of Board Attendance)
Details of remuneration of the CEO and each member of the board of directors/commissioners	Yes

Should the Annual Report not disclose any of the above, please indicate the reason for the non-disclosure.

c. External Auditor's fee (ended December 31, 2014)

Name of auditor	Audit Fee	Non-audit Fee
Punongbayan and Araullo	Php2,050,000.00	None

d. Medium of Communication

List down the mode/s of communication that the company is using for disseminating information.

Company website, annual report, information statement, current reports, press releases and company briefings.

e. Date of release of audited financial report: **April 14, 2014**

f. Company Website

Does the company have a website disclosing up-to-date information about the following?

Business operations	Yes
Financial statements/reports (current and prior years)	Yes
Materials provided in briefings to analysts and media	Yes
Shareholding structure	Yes
Group corporate structure	Yes
Downloadable annual report	Yes
Notice of AGM and/or EGM	Yes
Company's constitution (company's by-laws, memorandum and articles of association)	Yes

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

g. Disclosure of RPT

The related party transactions of the Company as of and for the year ended 31 December 2013 can be summarized as follows:

<u>RPT</u>	<u>Relationship</u>	<u>Nature</u>	<u>Value</u>
Sale of investment	Parent Company	Sale	10,431,650,000.00
Investment in equity securities FVTPL	Parent Company	Investment	32,500,000.00
Investment in equity securities AFS	Parent Company	Investment	(1,200,383,754.00)
Dividend Income	Parent Company	Dividend Income	46,595,425.00
Purchase of investment	Parent Company	Purchase	(10,431,650,000.00)
Dividend Paid	Parent Company	Dividend Paid	(456,070,226.00)
Collection on sale of land and rendering of services	Associates	Collection	2,412,448.00
Cash advances	Associates	Advances	156,075,758.00
Collection on sale of land and rendering of services	Related Parties Under Common Ownership	Collection	(528,944,699.00)
Cash advances	Related Parties Under Common Ownership	Advances	2,002,646,085.00

A detailed discussion of the Company's related party transactions is found in Note 27 of the Company's Audited Financial Statement for the years ended 31 December 2014 and 2013.

When RPTs are involved, what processes are in place to address them in the manner that will safeguard the interest of the company and in particular of its minority shareholders and other stakeholders?

The Company ensures that related party transactions are entered into on terms comparable to those available from unrelated parties.

J. RIGHTS OF STOCKHOLDERS

1) Right to participate effectively in and vote in Annual/Special Stockholders' Meetings

(a) Quorum

Give details on the quorum required to convene the Annual/Special Stockholders' Meeting as set forth in its By-laws.

Quorum Required	Majority of outstanding capital stock
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(b) System Used to Approve Corporate Acts

Explain the system used to approve corporate acts.

System Used	Corporate acts except those requiring stockholders' approval are approved by the Board.
Description	At least a majority vote of the directors present in a meeting is required to approve corporate acts.

(c) Stockholders' Rights

List any Stockholders' Rights concerning Annual/Special Stockholders' Meeting that differ from those laid down in the Corporation Code.

None

Stockholders' Rights under The Corporation Code	Stockholders' Rights <u>not</u> in The Corporation Code
None	

Dividends

Declaration Date	Record Date	Payment Date
June 16, 2014	June 30, 2014	July 24, 2014

(d) Stockholders' Participation

1. State, if any, the measures adopted to promote stockholder participation in the Annual/Special Stockholders' Meeting, including the procedure on how stockholders and other parties interested may communicate directly with

the Chairman of the Board, individual directors or board committees. Include in the discussion the steps the Board has taken to solicit and understand the views of the stockholders as well as procedures for putting forward proposals at stockholders' meetings.

Measures Adopted	Communication Procedure
Allows active participation of stockholders in meetings	Notice of Meetings, Information Statement, Open Forum at the AGM. Availability of communication channels to Management.

2. State the company policy of asking shareholders to actively participate in corporate decisions regarding:
 - a. Amendments to the company's constitution
 - b. Authorization of additional shares
 - c. Transfer of all or substantially all assets, which in effect results in the sale of the company

The Company complies with the requirements of the Corporation Code and requires a 2/3 vote of stockholders for amendments to the Company's Articles of Incorporation and sale of all or substantially all of the Company's assets. Pre-emptive rights to subscribe to all stock issuances of the Company are waived in the Company's Articles of Incorporation.

3. Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up? **Yes**
 - a. Date of sending out notices: **May 27, 2014**
 - b. Date of the Annual/Special Stockholders' Meeting: **June 20, 2014**
4. State, if any, questions and answers during the Annual/Special Stockholders' Meeting.

Below is a summary of the questions asked and answers given during the open forum.

Question: I noticed that you still haven't developed any projects along the Northern stretch particularly along NLEX, in Cagayan, Pangasinan and Bulacan. Do you plan to invest in any developments within these locations?

Answer: We are continuously looking for opportunities, bearing in mind the right location and size of project. Obviously, that corridor is a high-growth corridor and we are always mindful of the opportunities there. So in the right time, we are definitely considering developing projects up north.

Question: This is regarding Megaworld's acquisition of Global-Estate Resorts, Inc. I understand that the Corporation acquired 80 percent of GERI and by law, you are required to make a Tender Offer for the remaining shares. If the public float of GERI will be reduced to less than 10 percent, you will be required by the regulators to de-list GERI from the Stock Exchange. Can we be assured that GERI will not be de-listed and that Megaworld will do everything to prevent this from happening?

Answer: Certainly. We will ensure that the public float will be maintained and GERI will not be de-listed. The Tender Offer is finished and I can assure you that we will not de-list GERI from the Exchange.

Question: How can the Company sustain its growth momentum since it has been growing very fast in the last ten years?

Answer: We are targeting to develop and complete over 5,000,000 square meters of space within the next ten years, doubling what we have accomplished in the last twenty-five years. We are very confident of our

“Live-Work-Play” model which is very difficult to replicate by any of our competitors because it requires a certain type of land size and location. We have a very strong landbank portfolio and with the strength of the Philippine economy, we are confident of our prospects and our ability to sustain our developments especially with the resources that the Company possesses right now.

Question: According to a recent publication regarding Megaworld’s plan for a P230 billion CAPEX program for the next five years, where will you source the fund and will you be raising equity or debt soon?

Answer: Because of our “Live-Work-Play” model, out of the P230 billion, around sixty to sixty-five percent will come from our residential projects wherein we do pre-selling before construction so it is, in a way, self-funded. The remaining thirty-five percent will come from rental income properties generated by our BPO offices and retail projects. We are projecting to hit P10 billion of rental income per annum plus our current resources in the amount of P30 billion. That should be more than sufficient to fund the CAPEX. Therefore, there is no plan to raise equity and we still have debt capacity to tap. Because of our current resources and the way we structure our business model, this will allow us to substantially fund CAPEX.

5. Result of Annual/Special Stockholders’ Meeting’s Resolutions

Resolution	Approving	Dissenting	Abstaining
1. Appointment of External Auditors 2. Approval of Stock Option Plan 3. Ratification of Acts and Resolutions of the Board of Directors, Board Committees and Management	32,154,803,845 shares	None	None

6. Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:

June 20, 2014

(e) Modifications

State, if any, the modifications made in the Annual/Special Stockholders’ Meeting regulations during the most recent year and the reason for such modification:

Modifications	Reason for Modification
N/A	

(f) Stockholders' Attendance

(i) Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	Andrew L. Tan Miguel B. Varela Gerardo C. Garcia Katherine L. Tan Roberto S. Guevara Enrique Santos L. Sy Kingson U. Sian	June 20, 2014	Nomination	0.26836% 0.00001% 0.00038% 0.00534% 0.00000% 0.00023% 0.00173%	N/A N/A N/A N/A N/A N/A	84.540%
Special	N/A	N/A	N/A	N/A	N/A	N/A

(ii) Does the company appoint an independent party (inspectors) to count and/or validate the votes at the ASM/SSMs?

Yes. The Company's stock and transfer agent.

(iii) Do the company's common shares carry one vote for one share? **Yes.**

If not, disclose and give reasons for any divergence to this standard. Where the company has more than one class of shares, describe the voting rights attached to each class of shares.

(g) Proxy Voting Policies

State the policies followed by the company regarding proxy voting in the Annual/Special Stockholders' Meeting.

As a policy, the Company does not solicit proxies.

	Company's Policies
Execution and acceptance of proxies	Must be signed by authorized signatory of the stockholder with accompanying resolutions designating the proxy/representative
Notary	Not required
Submission of Proxy	To be submitted preferably at least 10 days before the scheduled meeting
Several Proxies	Allowed
Validity of Proxy	Appointments shall not exceed 5 years from date of grant and may be revoked by the stockholder at any time before the right granted is exercised.
Proxies executed abroad	Allowed
Invalidated Proxy	Share/s shall not be counted for quorum
Validation of Proxy	At least 10 days before scheduled meeting

Violation of Proxy	Vote/s shall not be counted
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(h) Sending of Notices

State the company's policies and procedure on the sending of notices of Annual/Special Stockholders' Meeting.

Policies	Procedure
The Company complies with the procedures provided in the Corporation Code and the Securities Regulation Code.	

(i) Definitive Information Statements and Management Report

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	2, 672 stockholders
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	May 27, 2014
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	May 27, 2014
State whether CD format or hard copies were distributed	CD format
If yes, indicate whether requesting stockholders were provided hard copies	N/A

(j) Does the Notice of Annual/Special Stockholders' Meeting include the following:

Each resolution to be taken up deals with only one item.	Yes
Profiles of directors (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) nominated for election/re-election.	Yes
The auditors to be appointed or re-appointed.	Yes
An explanation of the dividend policy, if any dividend is to be declared.	Yes
The amount payable for final dividends.	Yes
Documents required for proxy vote.	Yes

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

2) Treatment of Minority Stockholders

(a) State the company's policies with respect to the treatment of minority stockholders.

Policies	Implementation
Transparency	Publication of Notice, Agenda and information statement for meeting
Accessibility of the Company	Investor Relations group and feedback portion in Company website
Protection of Stockholder's Rights	Declaration of cash dividends; Notification to stockholders of their rights thru the Information Statement; Submission to stockholders for approval any matter requiring stockholder's approval under the law.

(b) Do minority stockholders have a right to nominate candidates for board of directors?

Yes.

K. INVESTORS RELATIONS PROGRAM

1) Discuss the company's external and internal communications policies and how frequently they are reviewed. Disclose who reviews and approves major company announcements. Identify the committee with this responsibility, if it has been assigned to a committee.

Internal communications and external communications policies are reviewed annually. Major company announcements are reviewed and approved by a Committee composed of Finance, Corporate Management, Corporate Communications and Investor Relations.

2) Describe the company's investor relations program including its communications strategy to promote effective communication with its stockholders, other stakeholders and the public in general. Disclose the contact details (e.g. telephone, fax and email) of the officer responsible for investor relations.

	Details
(1) Objectives	To keep stockholders and investors informed of important developments in the Company
(2) Principles	Transparency and accessibility to investors
(3) Modes of Communications	Disclosure Statements; Press Releases; Company Website; Investor Presentations; Quarterly Teleconferences with Investors; Analyst Briefings
(4) Investors Relations Officer	Johann Quiazon/Tel. No. 8678826 loc. 234/ Email add: jquiazon@megaworldcorp.com

3) What are the company's rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets?

The Company takes guidance from applicable law, the rules and regulations of the Securities and Exchange Commission and the Philippine Stock Exchange with respect to the approval, pricing and disclosure of acquisitions of corporate control in the capital markets and extraordinary transactions.

Name of the independent party the board of directors of the company appointed to evaluate the fairness of the transaction price.

None for 2014.

L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Discuss any initiative undertaken or proposed to be undertaken by the company.

Initiative	Beneficiary
Employee Volunteerism and Involvement	<p>More than five-hundred (500) volunteers participated in carrying out socio-civic projects and activities such as medical missions wherein the Foundation has provided the patients with medicines, free check-up and haircut as well as free eye glasses for students with poor eyesight. Aside from this, the Foundation also donated school shoes to the students & staff of ERDA Tech Foundation.</p> <p>Further, the Foundation actively participated in conserving the environment by conducting tree planting activity for its scholars and Megaworld Corporation employees through supporting the “Protect-A-Hectare” project of ABS-CBN Lingkod Kapamilya-Bantay Kalikasan.</p>
College Scholarship Program	<p>The Foundation now extends a helping hand to an additional twenty three (23) universities and colleges namely Adamson University, Angeles University Foundation, Centro Escolar University, Central Philippine University, De La Salle University, De La Salle- College of St. Benilde, Don Bosco College, Far Eastern University, FEU- Institute of Technology, Colegio de San Juan de Letran- Calamba, Lyceum of the Philippines University, Malayan College, Manila Tytana Colleges, Miriam College, National University, Pamantasan ng Lungsod ng Maynila, Philippine School of Business and Administration, Polytechnic University of the Philippines, San Beda College, Technological Institute of the Philippines, Technological University of the Philippines, University of the East, and University of Santo Tomas.</p> <p>Aside from this, the Foundation also supported thirteen (13) high schools namely Don Alejandro Roces Sr. Sci-Tech School, Grace Christian High School, Hope Christian High School, Justice Cecilia Muñoz Palma High School, Laguna Bel-Air School, Malate Catholic School, Pasay City East High School, Philippine Tiong Se Academy, Philadelphia High School, Philippine Cultural College, Theresiana de Montealegre Dame School, Chiang Kai Shek College and Elizabeth Seton School.</p>

	<p>With an average of 100 college scholars in its early years, the Foundation now supports more than 400 students a year. These students show academic excellence in the fields of business, engineering, accountancy, information technology, architecture, communication arts, interior design, social sciences, hotel and restaurant management and tourism.</p> <p>Since then, the program added high school scholarships for both public and private high schools. Aside from full scholarship grants, stipends and allowances are afforded to Megaworld scholars.</p>
Financial Support	In 2014, the Foundation has given more than eighty (80) donations to different sectors such as education, health, environment, children, PWD's, women, elderly, calamity response and others.
Relief Assistance	In an aim to uplift the lives of the victims of natural calamities, the Foundation has shared its time and efforts to provide relief assistance both in monetary and in-kind donation. Also, to reach out to more Filipinos who are in dire need of help, Megaworld Foundation supports organizations that conduct relief operations and/or calamity response to communities which are gravely devastated by the typhoons.

M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL

Disclose the process followed and criteria used in assessing the annual performance of the board and its committees, individual director, and the CEO/President.

	Process	Criteria
Board of Directors	Self -Assessment	Performance of Board Responsibilities
Board Committees	Board Review	Performance of oversight functions
Individual Directors	Board Review	Attendance/Participation
CEO/President	Board Review	Results of Operations in discussions

N. INTERNAL BREACHES AND SANCTIONS

Discuss the internal policies on sanctions imposed for any violation or breach of the corporate governance manual involving directors, officers, management and employees

Violations	Sanctions
<p>Emphasis on Violation of Code of Ethics</p> <p>Non-performance of Board Responsibilities</p> <p>Absence in meetings with no valid reasons</p>	Sanctions range from reprimand to removal from office