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SECURITIES AND EXCHANGE COMMISSION

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COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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(Business Address : No. Street Company / Town / Province)

ATTY. RODOLFO G. CORVITE, JR.

Contact Person

5286000

Company Telephone Number

0	1
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Month

0	9
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Day

**Consolidated
Changes in
ACGR 2014**

FORM TYPE

4th Thursday of April

0	4
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Month

2	4
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Day

Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

8	6	4		
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Total No. of Stockholders
As of 12-31-2014

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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**Consolidated Changes
In ACGR for 2014
(Asian Terminals, Inc.)**

**In Blue Font are the changes in 2014*

SECURITIES AND EXCHANGE COMMISSION
SEC FORM –ACGR
ANNUAL CORPORATE GOVERNANCE REPORT

1. Report is filed for the year : 2014
2. Exact Name of Registrant as Specified in its Charter : ASIAN TERMINALS,INC.
3. Address of Principal Office : ATI Head Office,
A. Bonifacio Drive
Port Area, Manila 1018
4. SEC Identification Number : 133653
5. Industry Classification Code (SEC use only) : _____
6. BIR Tax Identification Number : 000-132-413-000
7. Telephone Number : (632) 528-6000
8. Former name, address and fiscal year, if changed since last report : N/A

A. BOARD MATTERS

1) Board of Directors

Number of Directors per Articles of Incorporation	10
Actual Number of Directors for the year	10

a) Composition of the Board

Name	Executive, Non-Executive or Independent	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
Rashed Ali Hassan Abdulla	Non-Executive	ATI Holdings	ATI Holdings	2013	April 24, 2014/ Annual	April 24, 2014/ Annual	2
Eusebio H. Tanco	Executive	NA	ATI Holdings	1993	April 24, 2014/ Annual	April 24, 2014/ Annual	21
Suhail Al Banna	Non-Executive	ATI Holdings	ATI Holdings	2007	April 24, 2014/ Annual	April 24, 2014/ Annual	7
Flemming Dalgaard	Non-Executive	ATI Holdings	ATI Holdings	2013	April 24, 2014/ Annual	April 24, 2014/ Annual	1
Monico V. Jacob	Non-Executive	NA	ATI Holdings	2009	April 24, 2014/ Annual	April 24, 2014/ Annual	5
Felino A. Palafox, Jr.	Non-Executive	NA	ATI Holdings	2009	April 24, 2014/ Annual	April 24, 2014/ Annual	5
Arsenio N. Tanco	Non-Executive	NA	ATI Holdings	2009	April 24, 2014/ Annual	April 24, 2014/ Annual	5
Kwok Leung Law	Non-Executive	ATI Holdings	ATI Holdings	2010	April 24, 2014/ Annual	April 24, 2014/ Annual	4
Artemio V. Panganiban	Independent	NA	ATI Holdings-no relationship	2010	April 24, 2014-4 years	April 24, 2014/ Annual	4
Teodoro L. Locsin, Jr.	Independent	NA	Kwok Leung Law-no relationship	2010	April 24, 2014-4 years	April 24, 2014/ Annual	4

b) Summary of the corporate governance policy that the board has adopted (emphasis on treatment of all shareholders, respect for rights of minority shareholders disclosure duties and board responsibilities).

¹ From the election immediately following January 2, 2012

The Company commits itself to adhere to the best corporate principles and practices. The Board and the Management believe that the corporate governance is a necessary component of what constitutes sound strategic business management and the cogent proof of good corporate governance is that which is visible to the eyes of its investors. The Company respects the rights of the shareholders as guaranteed by the Corporation Code and the provisions of the Corporate Governance Manual (“CG Manual”).

c) Frequency of Board review and approval of the vision and mission.

The Board reviews the mission and vision as necessary and as practicable.

d) Directorship in Other Companies

(i) Directorship in Company’s Group²

Director’s Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
NA	NA	NA

(ii) Directorship in Other Listed Companies

Director’s Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Artemio V. Panganiban	GMA Network Inc. First Philippine Holdings, Corp. Metro Pacific Investments, Corp. Manila Electric Company Robinsons Land Corporation GMA Holdings, Inc. Petron Corporation Bank of the Philippine Islands Philippine Long Distance Telephone Company	Independent Independent Independent Independent Independent Independent Independent Independent
Eusebio H. Tanco	STI Education Systems Holdings Inc. Philippine Stock Exchange Leisure and Resorts World Corporation Philippine Racing Club, Inc.	Regular, Chairman Regular Regular Regular
Monico V. Jacob	STI Education Systems Holdings Inc. 2Go Group Inc.	Regular Independent

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

	Phoenix Petroleum Philippines, Inc. Jollibee Foods, Inc. Lopez Holdings, Inc.	Independent Independent Independent
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(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 groups.

Director's Name	Name of the Significant Shareholder	Description of the relationship
Kwok Leung Law	ATI Holdings, Inc.	Director
Rashed Ali Hassan Abdulla	ATI Holdings, Inc.	Director

(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?

The CG Manual provides that directors shall submit themselves to a low indicative limit on membership in other corporate Boards.

In particular, is the limit of five board seats in other publicity listed companies imposed and observed?

No.

If yes, briefly describe other guidelines: NA

	Guidelines	Maximum Number of Directorships in other companies
Executive Director	NA	NA
Non-Executive Director	NA	NA
CEO	NA	NA

e) Shareholding in the Company

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
Eusebio H. Tanco	15,257,663	26,627,884	2.11
Arsenio N. Tanco	133,333	3,338,667	0.17
Felino A. Palafox Jr.	15,300	NA	0.00

Suhail Al Banna	1	NA	0.00
Flemming Dalgaard	1	NA	0.00
Rashed Ali Hassan Abdulla	1	NA	0.00
Artemio V. Panganiban	1	NA	0.00
Teodoro L. Locsin Jr.	1	NA	0.00
Kwok Leung Law	1	NA	0.00
Monico V. Jacob	1	NA	0.00
Total	15,406,303	29.966,551	2.28

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 X

No

Identify the Chair and CEO:

Chairman of the Board	Rashed Ali Hassan Abdulla
CEO/President	Eusebio H. Tanco

(b) Roles, Accountabilities and Deliverables

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

	Chairman	Chief Executive Officer
Role	Preside in meetings of directors and stockholders; ensure that the Company adheres to the principles of good governance and best practices; perform such other duties as may be assigned by the Board	General care and supervision of the business and affairs of the Corporation and perform such other duties as may be assigned by the Board.
Accountabilities	Responsible for matters and responsibilities as may be assigned by the Board	Responsible for general care and supervision of the business and affairs of the Corporation and perform such other duties as may be assigned by the Board
Deliverables	Ensure that all decisions and acts of the Board and Management are deliberated upon and approved by the Board in accordance with the By-laws and applicable laws and for the best interest of the Company	Ensure that the Company is geared towards the attainment of its vision, ensure compliance with by laws and other applicable laws in all the dealings of the Company and management; in coordination with the

		management, report to the Board the company's operational results.
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3) Explain how the board of directors plans for the succession of the CEO/Managing Director/President and the top key manager positions?

The key officers are chosen based on their competencies/ qualifications for the position for which they are being designated after due evaluation by the Board

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?

The CG Manual requires that a director must have “high educational attainment and/or sufficiently relevant experience in managing the business of the Corporation” (Part II, B, 2 (b) 1). Further, a director must have a “working knowledge of statutory and regulatory requirements affecting the Corporation, including the contents of its articles of incorporation and By-laws, the requirements of the commission, and where applicable, the requirements of other regulatory agencies”.

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 CG Manual as stated above ensures that the requirement is complied with.

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

	Executive	Non-Executive	Independent Director
Roles	General care and supervision of the business and affairs of the Corporation, in coordination with the Management; perform such other duties as may be assigned by the Board.	General care and supervision of the business and affairs of the Corporation, in coordination with the Management; perform such other duties as may be assigned by the Board.	Ensure that judgment is independent and free from any business or other relations which could interfere with decisions.
Accountabilities	Accountable to the stockholders for the duties and responsibilities stated in the CG Manual and the By-laws.	Accountable to the stockholders for the duties and responsibilities stated in the CG Manual and the By-laws.	Accountable to the stockholders for the duties and responsibilities stated in the CG Manual and the By-laws.
Deliverables	Proper discharge of Board functions by meeting regularly and perform duties and functions as	Proper discharge of Board functions by meeting regularly and perform duties and functions as	Proper discharge of Board functions by meeting regularly and perform duties and functions as

	stated in the CG Manual.	stated in the CG Manual.	stated in the CG Manual.
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Provide the company's definition of "independence" and describe the company's compliance to the definition.

The Company describes independence as recognized in the CG Manual. The independent views and opinions of the directors during meetings are considered.

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 five years, does it limit the term for no more than four additional years? Please explain.

The independent directors are selected annually in accordance with the Corporation Code, Securities Regulation Code, Company By-laws and CG Manual, by the Nomination Committee and Board of Directors for recommendation in the Annual Shareholders' Meeting.

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

(a) Resignation/Death/Removal

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

Name	Position	Date of Cessation	Reason
NA			

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

Describe the procedure 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	At least 60 calendar days Prior to the Annual Stockholders' Meeting, a Notice of Nomination is disclosed to the SEC and the PSE and posted in the Company website, notifying stockholders to submit the names of nominees for	For both executive director and non-executive directors, at least the minimum qualifications set forth in the Corporate Governance Manual, the Nomination Committee Guidelines, Company By-laws and applicable laws, must be
(ii) Non-Executive Directors		

	election to the Board, to the Corporate Secretary within the date mentioned in the Notice. Within a reasonable time, from the deadline, the Nomination Committee will meet to pass upon the qualifications of the nominees. Pursuant to the by-laws, 8 regular directors and 2 independent directors receiving the highest number of votes from stockholders present during the annual meeting, are elected for a term of 1 year. Any vacancy except due to removal or expiration of the term may be filled up by the majority vote of the remaining directors then in office, constituting a quorum.	possessed by the directors for election or appointment. In addition to the above, the independent directors may only hold office as such (provided he does not possess the disqualifications provided by the Corporate Governance Manual, Nomination Committee Guidelines and applicable laws)
(iii) Independent Directors		
b. Re-appointment.		
(i) Executive Directors	Same as above	Same as above
(ii) Non-Executive Directors		
(iii) Independent Directors	Same as above	Same as above
c. Permanent Disqualifications		
(i) Executive Directors	For the annual election, the Nomination Committee convenes to pass upon the qualifications of the directors. Pursuant to the Corporate Governance Manual, the Board, in consultation with the Nomination Committee, may from time to time, provide additional grounds for disqualification, consistent with the Corporation Code, By-laws, the Securities and Regulation Code and other applicable laws or issuances. For any vacancy in the interim, the Board will determine if replacement possess none of the disqualifications.	The grounds for disqualification as set forth in the Corporate Governance Manual, Nomination Committee Guidelines and applicable laws.
(ii) Non-Executive Directors		
(iii) Independent Directors		
d. Temporary Disqualification		
(i) Executive Directors	Same as above	Same as above
(ii) Non-Executive Directors		

(iii) Independent Directors		
e. Removal		
(i) Executive Directors	Pursuant to the By-laws, the any director may be removed, either with or without cause, at any time, by the affirmative vote of the stockholders holding or representing at least two-thirds (2/3) of the outstanding capital stock entitled to vote at a regular meeting or at a special meeting of the stockholders called for the purpose and held after due notice as provided in Section 28 of the Corporation Code.	With or without cause, the stockholders may remove any director
(ii) Non-Executive Directors		
(iii) Independent Directors	In addition to above, an independent director may also be removed if he possesses any of the grounds for disqualification.	The grounds for disqualification as set forth in the Corporate Governance Manual, Nomination Committee Guidelines and applicable laws.
f. Re-instatement		
(i) Executive Directors	Same process as laid down in (a) hereof	Same criteria as in (a) hereof
(ii) Non-Executive Directors		
(iii) Independent Directors	Same process as in (a) hereof	Same criteria as in (a) hereof.
g. Suspension		
(i) Executive Directors	No definite process for suspension.	No definite process for suspension.
(ii) Non-Executive Directors		
(iii) Independent Directors		

[Voting Result of the last Annual General Meeting](#)

There were only 10 nominees to the 10 Board seats to be filled up. On motion duly seconded all the 10 directors were deemed elected by all stockholders present in person or represented by proxy during the [2014 Annual Stockholders' Meeting. Total number of shares represented is 1,656,966,526 or 82.85% of the 2 billion outstanding shares.](#)

The directors are:

Name of Director
Rashed Ali Hassan Abdulla
Eusebio H. Tanco
Suhail Al Banna
Monico V. Jacob
Flemming Dalgaard
Kwok Leung Law
Felino A. Palafox, Jr.
Arsenio N. Tanco

Artemio V. Panganiban
Teodoro L. Locsin Jr.

6) Orientation and Education Program

- (a) Disclosure details of the company's orientation program for new directors, if any.
- (b) State any in-house training and external courses attended by Directors and Senior Management³ for the past three (3) years:
- (c) 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
Rashed Ali Hassan Abdulla (Chairman)	August 28,2014	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management Inc. (ROAM)
Teodoro L. Locsin Jr. (Independent Director)	August 28,2014	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management Inc. (ROAM)
Felino A. Palafox, Jr. (Director)	August 28,2014	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management Inc. (ROAM)
Arsenio N. Tanco (Director)	August 28,2014	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management Inc. (ROAM)
Suhail Al Banna (Director)	August 28,2014	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management Inc. (ROAM)
Flemming Dalgaard (Director)	August 28,2014	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management Inc. (ROAM)
Artemio V. Panganiban (Independent Director)	February 4, 2014	Corporate Governance and Risk Management Summit	Institute of Corporate Directors (ICD)
Monico V. Jacob (Director)	March 7, 2014	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management Inc. (ROAM)
Eusebio H. Tanco (President & Director)	November 14, 2014	Seminar on Corporate Governance	SGV & Co.

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

Andrew R. Hoad (Executive Vice President-Technical)	August 28,2014	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management Inc. (ROAM)
Rodolfo G. Corvite, Jr. (Corporate Secretary/ VP Business Support Services/ CIO)	August 28,2014	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management Inc. (ROAM)
Jose Tristan P. Carpio (Treasurer/ Vice President for Finance/ CFO)	August 28,2014	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management Inc. (ROAM)
Christopher Joe Styles (Vice President for Engineering)	August 28,2014	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management Inc. (ROAM)
Bastiaan W. Hokke (Vice President for Group Operations)	October 21, 2014	Corporate Governance Seminar	Philippine Securities Consultancy Corporation (PhilSeCC)
Kwok Leung Law (Director)	December 16, 2014	Corporate Governance Seminar	Philippine Securities Consultancy Corporation (PhilSeCC)
Sean James L. Perez (Vice President for Marketing and Commercial)	December 16, 2014	Corporate Governance Seminar	Philippine Securities Consultancy Corporation (PhilSeCC)

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	Pursuant to the provisions of the Corporate Governance Manual, directors must fairly conduct business transactions and must not be engaged in any business which competes with or is antagonistic to that of the Company.	Disclosure form is accomplished before election or appointment.	Disclosure form is accomplished upon hiring.
(b) Conduct of Business and Fair Dealings	Same as above	Subject to Company's Table of Offenses and Penalties for violations	Subject to Company's Table of Offenses and Penalties for violations
(c) Receipt of gifts from third parties	None.	If acceptance of gifts cannot be avoided, it has to be reported	If acceptance of gifts cannot be avoided, it has to be reported

		through a declaration of gift form	through a declaration of gift form
(d) Compliance with Laws & Regulations	Recognizes the duty of the directors to be compliant at all times, to the by-laws, Corporation Code and such other laws and regulations.	Subject to Company's Table of Offenses and Penalties for violations	Subject to Company's Table of Offenses and Penalties for violations
(e) Respect for Trade Secrets/Use of Non-public Information	The Company strongly adheres to the provisions of Corporate Governance Manual relative to the general responsibility of the directors as one of trust and confidence and that they shall at all times act in manner characterized by transparency, accountability and fairness.	Employee signs off a confidentiality agreement	Employee signs off a confidentiality agreement
(f) Use of Company Funds, Assets, and Information	In addition to above, the directors must comply with the provisions of the by-laws and the Corporation Code with respect to the approvals required for the use of funds, assets and information.	Subject to the policy on authority limits	Subject to the policy on authority limits
(g) Employment & Labor Laws & Policies	Recognizes the duty of the directors to be compliant at all times, to the by-laws, Corporation Code and such other laws and regulations, including labor laws.	Senior management ensures that Company benefits and employee policies are compliant with Labor Code	Company benefits and employee policies are compliant with Labor Code
(h) Disciplinary Action	The Company follows the provisions of the By-laws, the Corporation Code and other laws, relative to the imposition of any disciplinary action on erring directors.	Subject to Company's Table of Offenses and Penalties for violations, following rules on due process	Subject to Company's Table of Offenses and Penalties for violations, following rules on due process

(i) Whistle Blower	None	Confidentiality of the employee/information are maintained at all times	Confidentiality of the employee/information are maintained at all times
(j) Conflict Resolution	Any conflict is resolved by the Board as a body, taking into account the voting requirements of the Corporation Code and applicable laws.	Resolved through immediate handling/meeting with concerned parties	Grievance machinery provision in the Collective Bargaining Agreements

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.

Compliance with the code of conduct is implemented by the Management and is monitored both by the internal audit and the Compliance Officer.

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	NA. The Company is the Parent company
(2) Joint Ventures	NA.
(3) Subsidiaries	Transactions with subsidiaries are on an arm's length basis in a manner similar to transactions with non-related parties. Review and approval follows the same Authority Approval Matrix used for all transactions.
(4) Entities Under Common Control	NA
(5) Substantial stockholders	Transactions with substantial stockholders are on an arm's length basis in a manner similar to transactions with non-related parties. Review and approval follows the same Authority Approval Matrix used for all transactions.

(6) Officers including spouse/children/siblings/ parents	Transactions with officers are on an arm's length basis in a manner similar to transactions with non-related parties. Review and approval follows the same Authority Approval Matrix used for all transactions. Officers concerned voluntarily inhibit from participating on these matters.
(7) Directors including spouse/children/siblings/ parents	Transactions with directors are on an arm's length basis in a manner similar to transactions with non-related parties. Review and approval follows the same Authority Approval Matrix used for all transactions. Directors concerned voluntarily inhibit from participating and voting on these matters.
(8) Interlocking director relationship spouse/children/siblings/ parents	Transactions with interlocking directors are on an arm's length basis in a manner similar to transactions with non-related parties. Review and approval follows the same Authority Approval Matrix used for all transactions and the provisions of the Corporation Code. Directors concerned voluntarily inhibit from participating and voting on these matters.

(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	None
Name of Significant Shareholders	None

(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	Disclosure Form
Group	Disclosure Form

5) Family, Commercial and Contractual Relations

- (a) Indicate, if applicable, any relation of a family⁴, 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
NA	NA	NA

- (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:

Name of Related Significant Shareholders	Type of Relationship	Brief Description
NA	NA	NA

- (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
NA	NA	NA

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	The Company is in the process of formulating the system.
Corporation & Third Parties	Comply with ADR requirements of the courts
Corporation & Regulatory Authorities	As provided in applicable contracts and as may be provided by regulatory authorities.

C. BOARD MEETINGS & ATTENDANCE

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

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

Board meeting schedules for the succeeding year, are agreed at the last meeting of the preceding year.

2) Attendance of Directors

Board	Name	Date of Election	No. of Meetings Held during the year (2014) ⁵	No. of Meeting Attended	%
Chairman	Rashed Ali Hassan Abdulla	April 24, 2014	6	6	100
Member	Flemming Dalgaard	April 24, 2014	6	4	67
Member	Eusebio H. Tanco	April 24, 2014	6	6	100
Member	Suhail Al Banna	April 24, 2014	6	3	50
Member	Kwok Leung Law	April 24, 2014	6	6	100
Member	Arsenio N. Tanco	April 24, 2014	6	6	100
Member	Felino A. Palafox, Jr.	April 24, 2014	6	6	100
Member	Monico V. Jacob	April 24, 2014	6	6	100
Independent	Artemio V. Panganiban	April 24, 2014	6	6	100
Independent	Teodoro L. Locsin, Jr.	April 24, 2014	6	6	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.

Minimum quorum requirement is majority of the Board except on matters which require high votes as provided for by the By laws.

5) Access to Information

- (a) How many days in advance are board papers⁶ for board of directors meetings provided to the board?

Not less than 5 days.

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

Yes

⁵ In 2014, there were 4 regular meetings held and 2 special meetings

⁶ 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.

- (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 Corporate Secretary acts as the Company Compliance Officer. He assists the Chairman, President and EVP in preparing the agenda. He ensures that directors are apprised of developments in compliance and corporate governance matters.

- (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

Disclosure 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 X

No

Committee	Details of the Procedure
Executive	Materials and agenda are given in advance prior to the meeting
Audit	Materials and agenda are given in advance prior to the meeting
Nomination	Materials and agenda are given in advance prior to the meeting
Compensation	Materials and agenda are given in advance prior to the meeting
Others (specify)	NA

- 6) External Advice

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

Yes.

Procedures	Details
Getting external advice.	Directors refer any matter to the Management for consultation with external advisers

- 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:

None

Existing Policies	Changes	Reason
NA	NA	NA

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:

Pursuant to the By laws, the Board fixes the salaries and bonuses of all officers.

Process	CEO	Top 4 Highest Paid Management Officers
(1) Fixed remuneration	Based on qualifications, tenure, performance, industry practice	Based on qualifications, tenure, performance, industry practice
(2) Variable remuneration	NA	NA
(3) Per diem allowance	NA	NA
(4) Bonus	Based on company performance and individual performance for the applicable year	Based on company performance, division performance and individual performance for the applicable year
(5) Stock Options and other financial instruments	NA	NA
(6) Others (specify)	NA	NA

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	Based on qualifications, tenure, performance, industry practice	Fixed	Fixed
Non-Executive Directors	Pursuant to By-laws	Fixed	Fixed

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 the last three (3) years.

Yes

Remuneration Scheme	Date of Stockholders' Approval
The directors may only receive such compensation as may be granted by 2/3 of the outstanding capital stock of the corporation. The compensation must not exceed 10% of the net income before income tax during the preceding year.	2003

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		NA	NA
(b) Variable Remuneration	NA	NA	NA
(c) <u>Per diem Allowance</u>	NA	2.085M	640K
(d) Bonuses	NA	NA	NA
(e) Stock Options and/or Other financial instruments	NA	NA	NA
(f) Others (specify)	NA	NA	NA
Total			

Other Benefits	Executive Directors	Non-Executive Director (other than independent directors)	Independent Directors
1) Advances	NA	NA	NA
2) Credit granted	NA	NA	NA
3) Pension Plan/s Contributions	NA	NA	NA
4) Pension Plans, Obligations incurred	NA	NA	NA
5) Life Insurance Premium	NA	NA	NA
6) Hospitalization Plan	NA	NA	NA
7) Car Plan	NA	NA	NA
8) Others (specify)	NA	NA	NA
Total	NA	NA	NA

4) Stock Rights, Options and Warrant

(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:

None.

Director's Name	Number of Direct Option/Rights/Warrants	Number of Indirect Options/Rights/Warrants	Number of Equivalent Shares	Total % from Capital Stock
NA	NA	NA	NA	NA

(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 subjects to approval during the Annual Stockholders' Meeting:

None

Incentive Program	Amendments	Date of Stockholders' Approval
NA	NA	NA

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
1) Andrew R. Hoad - Executive Vice President-Technical	Php67M
2) Bastiaan W. Hokke - Vice President for Group Operations	
3) Christopher Jose Styles- Vice President for Engineering	
4) Rodolfo G. Corvite Jr. - Vice President for Business Support Services	
5) Sean L. Perez - Vice President for Marketing and Commercial	

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 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	1	5	1	The By-laws mandates the creation of the Committee and its responsibilities	Pursuant to By-laws, may exercise such powers as may be delegated by the Board	Report to the Board any matter resolved by it within its authority	Such power delegated by the Board subject to restrictions provided by Section 35 of the Corporation Code.
Audit	NA	2	1	Yes	Assist the Board in fulfilling its oversight responsibility of the company's corporate governance processes.	<ol style="list-style-type: none"> 1. Financial statements and disclosure matters. 2. Evaluation of internal controls and risk management. 3. Review internal/external audit performance. 4. Review compliance to legal and regulatory requirements. 	Full access to management, personnel and records for the purpose of performance of its duties and responsibilities
Nomination	1	3	1	With existing Nomination Committee Guidelines	Pass upon the qualifications of candidates nominated for election to the Board.	Evaluation of candidates for election to the Board	Pre-screen and shortlist the candidates for election to the Board.
Compensation	NA	4	1	The Corporate Governance Manual mandates the creation of the Committee and its responsibilities	Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate	Evaluation of compensation related policies	Recommend to the Board any changes in compensation-related matters affecting employees and officers.

					officers, directors and employees		
Others (specify)	NA	NA	NA	NA	NA	NA	NA

2) 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	Rashed Ali Hassan Abdulla	April 24, 2014	0	NA	NA	2
Member	Eusebio H. Tanco	April 24, 2014	0	NA	NA	8
Member	Felino A. Palafox, Jr.	April 24, 2014	0	NA	NA	5
Member (ID)	Artemio V. Panganiban	April 24, 2014	0	NA	NA	4
Member	Kwok Leung Law	April 24, 2014	0	NA	NA	4
Member	Flemming Dalgaard	April 24, 2014	0	NA	NA	1
Member	Monico V. Jacob	April 24, 2014	0	NA	NA	5

(b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the committee
Chairman (ID)	Teodoro L. Locsin, Jr.	April 24, 2014	4	4	100	4
Member	Monico V. Jacob	April 24, 2014	4	3	75	5
Member	Kwok Leung Law	April 24, 2014	4	3	75	4

Disclosure of the profile or qualifications of the Audit Committee (AC) members.

Atty. Teodoro L. Locsin, Jr., who is the Chairman of the Committee, is a member of the legal profession and has served as a member of the House of Representative from 2001 to 2010. He is an independent director of The Medical City and has held various government positions in the past.

Atty. Monico V. Jacob is a member of the legal profession and is serving as independent director of various corporations, listed or otherwise. He also served as Associate Commissioner of the Securities and Exchange Commission in 1986.

Mr. Kwok Leung Law is the Finance Director of DPWorld Southeast Asia since 2010. He holds a degree in Business Administration from National Chung Hsing University in Taiwan and a Master's Degree in Business Administration from the Chinese University of Hong Kong. He is a Fellow Member of Chartered Association of Certified Accountants and an Associate Member of Hong Kong Institute of Certified Public Accountants.

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

The primary responsibility is to review the qualifications, audit scope, approach, fees and expenses. Evaluate and determine any non-audit work performed, including the fees therefore, and ensure that such work will not conflict with the external auditors' duties as such or foreshadow its independence.

(c) [Nomination Committee](#)

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the committee
Chairman	Rashed Ali Hassan Abdulla	April 24, 2014	1	1	100	2
Member	Eusebio H. Tanco	April 24, 2014	1	1	100	9
Member	Felino A. Palafox, Jr.	April 24, 2014	1	1	100	5
Member (ID)	Artemio V. Panganiban	April 24, 2014	1	1	100	4
Member	Kwok Leung Law	April 24, 2014	1	1	100	1

(d) Compensation Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the committee
Chairman	Rashed Ali Hassan Abdulla	April 24, 2014	1	1	100	1
Member	Kwok Leung Law	April 24, 2014	1	1	100	4
Member	Felino A. Palafox, Jr.	April 24, 2014	1	1	100	5
Member (ID)	Artemio V. Panganiban	April 24, 2014	1	1	100	4
Member	Arsenio N. Tanco	April 24, 2014	1	1	100	5

(e) Others (Specify)

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

NA

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

3) Changes in Committee Members

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

In the Organizational Meeting in April 24, 2014, Mr. Flemming Dalgaard was appointed as one of the members of Executive Committee to occupy the vacancy.

Name of Committee	Name	Reason
Executive	Flemming Dalgaard	Occupy vacant slot

Audit	None	NA
Nomination	None	NA
Remuneration	None	Na
Others (specify)	NA	NA

4) 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	NA	NA
Audit	Self Assessment of the AC, review of the Internal Audit Reports and the Financial Statements	No issues
Nomination	Pass upon the qualifications of nominees for election to the Board	No issues
Compensation	Study the recommendation of the Management relative to the remuneration of management employees and officers.	No issues
Others (specify)	NA	NA

5) 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	NA	None
Audit	NA	None
Nomination	NA	None
Compensation	NA	None
Others (specify)	NA	NA

F. RISK MANAGEMENT SYSTEM

1) Disclose the following:

(a) Overall risk management philosophy of the company;

To ensure that the Company's business objectives are achieved, the Company regularly undertakes a Business Risk Profile review where risks are identified by priority based on a systematic assessment of probability and impact. Control strategies are identified and action points established

with the designated accountable persons. Results and developments are monitored during reviews.

- (b) A statement that the directors have reviewed the effectiveness of the risk management system and commenting on the adequacy thereof;

The Chairman of the Board and senior management review and sign off its annual Risk Management and Internal Control Self-Certification Statement based on the following parameters:

- Identification of risk assessment of new risks.
- Prioritization of risks based on agreed impact and likelihood tables.
- Determination of risk treatment strategies for significant risks.
- Confirmation that all significant risks and related action plans have been notified to the Regional Management.
- Risk assessment workshops maybe held at the level below the BU Board using a combination of business stream, functional and geographical participants.
- The risk management process applies to all critical projects and business processes as required.

- (c) Period covered by the review:

January 1, 2014 to December 31, 2014.

- (d) How often the risk management system is reviewed and the directors' criteria for assessing its effectiveness; and
The risk management system is reviewed at least annually.

The following are the criteria for assessing its effectiveness: Control Environment; Risk Assessment; Control Activities; Information and Communication, and Monitoring.

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

NA

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:

The following are the top 5 risks identified by the Company according to impact and likelihood:

Risk Exposure	Risk Management Policy	Objective
Destructive Typhoon/Flood	<ul style="list-style-type: none"> ▪ Insurance ▪ Retrofitting ▪ Business Continuity Planning ▪ Safety Procedures 	To prevent or minimize Death, injury; Property & Cargo damage/loss; Business Interruption; Partial/Total Closure
Destructive Earthquake / Destructive Tsunami	<ul style="list-style-type: none"> ▪ Insurance ▪ Retrofitting ▪ Business Continuity Planning ▪ Safety Procedures 	To prevent or minimize Death, injury; Property & Cargo damage/loss; Business Interruption; Partial/Total Closure
Unstable Global Economic Condition	<ul style="list-style-type: none"> ▪ Business Continuity Planning ▪ Budget Controls 	To prevent reduction or decline in Volume; minimize Spending Constraints
Incidents affecting IT Systems	<ul style="list-style-type: none"> ▪ IT Infrastructure ▪ Business Continuity Planning 	To prevent or minimize Operational Disruption/Stoppage; Efficiency Loss; Record Loss; Business Loss; Customer Claims
Unreasonable Government Laws/Regulations; Contractual Interpretation or Implementation; Unreasonable Tax Audit; Non-Renewal of Contracts	<ul style="list-style-type: none"> ▪ Preserving good relationship with regulators and stakeholders ▪ Marketing/Customer relations initiatives ▪ Business Continuity Planning ▪ Productivity & Efficiency improvements 	To prevent or minimize Unnecessary Litigation; Revenue Loss; Business Interruption; Erosion of Business Reputation

(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:

Same as 2(a) above.

Risk Exposure	Risk Management Policy	Objective

(c) Minority Shareholders

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

None.

Risk to Minority Shareholders

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)
Destructive Typhoon/Flood	Annual review and monitoring. Assessed based on impact and likelihood.	Adequate Insurance; Structural Testing & Improvement; Retrofitting; Business Continuity Planning; Emergency Response Procedures; Drill Exercise
Destructive Earthquake / Destructive Tsunami		Adequate Insurance; Structural Testing & Improvement; Retrofitting; Business Continuity Planning; Emergency Response Procedures; Drill Exercise
Unstable Global Economic Condition		Business Continuity Planning; Budget Controls
Incidents affecting IT Systems		IT back-up systems, system monitoring and preventive maintenance; Business Continuity Planning; Disaster Recovery Procedures; vendor screening and contract/agreement stipulations
Unreasonable Government Laws/Regulations; Contractual Interpretation or Implementation; Unreasonable Tax Audit; Non-Renewal of Contracts		Preserving good relationship with regulators and stakeholders; Marketing/Customer relations initiatives ; Business Continuity Planning; Productivity & Efficiency improvements

(b) Group

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

Same as 3(a) above.

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)

(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
Senior Management	Regular reviews	Review and implementation

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 control system is described as a process effected by the Board and management, designed to provide reasonable assurance regarding the achievement of objectives in the following categories:

- i) Effectiveness and efficiency of operations.
- ii) Reliability of financial reporting.
- iii) Compliance with applicable laws, regulations and internal policies.
- iv) Safeguarding of assets.

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

The Board of Directors has reviewed the effectiveness of the Company's internal control and considers them effective and adequate based on reports of the Audit Committee, and the Internal Audit Department

(c) Period covered by the review;

The review covers the year 2014.

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

Annually, with consideration to the individual reports issued out by the Audit Committee and Internal Audit Department for the audit areas covered during the year.

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

NA

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 Function	Name of Chief Internal Auditor/Auditing Firm	Reporting process
Assurance	Audit universe, reviewed annually by Internal Audit, and confirmed by management, from which the annual audit plan is developed.	In-house	Brian Stone	Results reported to EVP- Technical and Audit Committee.
Consulting	May include all business activities in which Internal Audit is knowledgeable e.g. control design for new processes, training, advice, etc. as requested by management.	In-house	Brian Stone	Reported to the Business Unit Head, EVP- Technical and Audit Committee.
Fraud investigations	All business activities: upon management's request, or if found during an audit engagement.	In-house	Brian Stone	Reported to EVP- Technical and Audit Committee.

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

Yes

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

The Internal Auditor reports functionally to the Audit Committee to allow Internal Audit to be independent and to effectively accomplish its purpose. The Internal Auditor has unrestricted access to all functions, documents, records or reports (in both paper and or electronic format), property, and personnel with stringent regard for safekeeping and confidentiality.

(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	NA

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

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

Progress Against Plans	85% compliance. Batangas Container Terminal (BCT) audit rescheduled to 2015 as requested by management & HR audit still ongoing.
Issues ⁷	No significant issues noted.
Findings ⁸	No significant findings noted.
Examination Trends	No significant trends of pervasive issues and findings from previous years.

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 milestone;
- 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 results of an assessment as to whether the established controls, policies and procedures have been implemented under the column "implementation."

Policies & Procedures	Implementation
Audit Committee Charter	Implemented
Internal Audit Charter	Implemented
Planning, execution, reporting procedures	Implemented
Follow up procedures	Implemented

⁷ "Issues" are compliance matters that arise from adopting different interpretations.

⁸ "Findings" are those with concrete basis under the company's policies and rules.

(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
Internal Audit reports directly to the Audit Committee, with the EVP-Technical as its primary respondent.	NA	NA	NA
External Audit reports directly to the Audit Committee, with frequent communication of its independence in its correspondences with the Company. Lead audit partner is also replaced every 5 years.	NA	NA	NA

(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 mechanism are in place to ensure that compliance.

The President and Corporate Secretary as Compliance Officer.

H. ROLE OF STAKEHOLDERS

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

	Policy	Activities
Customers' Welfare	Health, Safety, Environment and Security (HSES) Policy	Third party safety induction, port orientation and access control systems
Supplier/contractor selection practice	HSES Policy	Third party safety induction, port orientation and work permit systems
Environmentally friendly value-chain	HSES Policy	ISO 140001 (Environmental Management System) certified. Chemical Spill Response Capability.
Community interaction	Corporate Social Responsibility (CSR) Policy	CSR initiatives and employee volunteerism programs

Anti-corruption programs and procedures	Company Table of Offenses and Penalties(TOP)	Enforcement in accordance with the TOP; internal audit monitoring
Safeguarding creditors' rights	As provided in relevant agreements or contracts.	Monitoring

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

ATI pursues a strong Corporate Responsibility (CR) philosophy and updates its stakeholders on its CR activities, programs and initiatives through a section in its Annual Report, which is printed and distributed to stockholders and made available to the public upon request.

3) Performance-enhancing mechanisms for employee participation.

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

HSES Policies – ISO 28000:2008(Supply Chain Security Management System), ISO 14001:2004 (Environment Management System), OHSAS 18001:2007(Health and Safety Management System)

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

ATI has been fatality-free for 472 days (September 14, 2013 to December 31, 2014).

Loss Time Injury Frequency Rate (LTIFR) for 2014 is 1.24.

- Regular Safety Meetings
- Regular Environmental And Energy saving Meetings
- Annual Physical Examination (APE)
- Daily Safety inspections
- Safety toolbox meetings
- Behavioural based safety approach
- CCTV monitoring of safety and security infractions
- Emergency Response procedures for contingencies.
- Business Continuity Plans
- Weather and wind monitoring systems
- 24/7 medical clinic.
- 24/7 Fire truck
- Chemical response kits
- Safety signages
- Speed limit monitoring using radar
- Employee wellness and sports activities
- Flu Vaccinations
- Interagency cooperation meeting (PFSAC)
- Joint RLS and HSES Equipment Inspections
- FRS committee meetings

- Random Drug Testing
- Water Potability Testing
- Work Environment Measurement Activity (Testing on Ambient Air, Illumination and Noise)
- Quarterly measurement of Ambient Water and Ambient Air for DENR
- Submission of Legal Requirements to:
 - DOLE
 - DENR
 - PPA
- Strict compliance and monitoring of legal permits and licenses
- Coordination meeting with Truckers Association
- Emergency Drills
- Safety related trainings such as:
 - Auditors Training
 - Accident Incident Investigation Training
 - Advanced Fire Fighting Training
 - Advanced Trainer and Assessor Program (ATAP) with Working at Heights (WAH)
 - Basic Fire Fighting Training
 - Basic Fire Safety Training
 - Bomb Threat Training
 - Chemical Spill Training
 - Continuing Environmental Education Program (CEEP)
 - Contractors Management Training
 - Defensive Driving Training
 - Document Control Training
 - Fatal Risk Standards (FRS) Training
 - Fire Safety Officer Training
 - First Aid and Basic Life Support Training
 - Hazardous Waste Operations and Emergency Response (HAZWOPER) Training
 - HIRAC Training
 - Incident Reporting
 - Isolation Training
 - ISO Orientation and Internal Audit Training
 - Legal Requirements Training
 - OS Training
 - PCO Accreditation Training
 - Pinning Station Training
 - Proactive Safety Training
 - Safety 101 Training
 - Safety Culture Excellence Training
 - Safety in the use of nuclear equipment and devices training course (RSO)
 - Safe Driving Training
 - Safety Training for Supervisors
 - Traffic Management Training
 - Various HSES Trainings: Induction, Toolbox, PPE, Fatigue, Alcohol and Drugs
 - Vessel Safety Training
 - Working at Heights Training

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

Training	Title
Behavioral/ Leadership Related	Basic Supervisors Skills Training, Caring for your Customers, Decision Making, Do or Delegate, Effective Presentation Training, Effective Writing, Giving Presentations, Caring for your Customers, Identifying the Root Causes of Performance Issues, Problem Solving for Decision Makers, Putting Customers First, Improving Individual Performance, Leading the Workplace, Managing Meetings, Managing Yourself, Personal Journey Training, Putting Customers First, Quality in Practice, Team Building, Working in Teams
Engineering Related	Arc Flash Electrical Suit Training, Basic Tire Safety Training, Dulevo Sweeper Operations Training, Electronic Engine Maintenance Training, Engine Maintenance Training, Mainpac Training, Maintenance Best Practices Simulation, Maintenance Planning and Scheduling, Thermography Training, Transmission Training, Ultrasound and Infrared Training, Ultrasound and SDT Training
Health, Safety, Environment and Security Related	Accident Incident Investigation Training, Advanced Fire Fighting Training, Advanced Trainer and Assessor Program (ATAP) with Working at Heights (WAH), Basic Fire Fighting Training, Basic Fire Safety Training, Bomb Threat Training, Chemical Spill Training, CONTINUING ENVIRONMENTAL EDUCATION PROGRAMME (CEEP), Continuing Environmental Education Seminar, Defensive Driving Training, Document Control Training, Fatal Risk Standards (FRS) Training, Fire Safety Officer Training, First Aid and Basic Life Support Training, FRS TRAINING: Risk Assessment, HIRAC, JSA, Pedestrian Safety, Mobile Equipment, Handling Loads, Isolation, Hazardous Substances, Dangerous Cargoes, Hazardous Waste Operations and Emergency Response (HAZWOPER) Training, HIRAC Training, HIRAC, FRS, and Isolation Training, ISO Orientation and Internal Audit Training, Isolation Training, ITV Training, Legal Requirements Training, PCO Accreditation Training, Pinning Station Training, Proactive Safety Training, Safety 101 Training, Safety Culture Excellence, Safety in the use of nuclear equipment and devices training course (RSO), Safety Driving Training, Safety Induction, Safety Training for Supervisors, Various HSES Trainings: Toolbox, PPE, Fatigue, Alcohol and Drugs, Incident Reporting, Contractor Management, Traffic Mgmt, Other HSES Protocols, Various OS Trainings (OS 1,2,4,5,7, 8,9,10,15), Vessel Inspection Checklist Training, Vessel Safety Training, Working at Heights with Pinning Station Training

Training	Title
Operations Related	Advanced Load Slings Training, Cargo Handling and General Duties Training, Cargo Operations Training, CBU RORO Operations Training w/ Deck Master Training, Checkers RDT Training, Checkers Training, Deck Master Training, DTO Supervisors OJT in CTD (for the DTO to CTD Transfer), Familiarization to CBU RORO Operations, Forklift Training, Gear Development Program in TSD, Gear Locker Training, Hustling Familiarization Training, Inspection Report Training, Internal Transfer Vehicle (ITV) Training, Lashing and Unlashing Training, Load Slings Training, Navis Sparcs Training, Pinning Station Training, Principles of Asset Management, Quay Crane Training, Rubber Tyre Gantry Training, Radio Land Mobile Licensing Seminar, RDT Training, Reachstacker Training, Ships Crane Training, Sideloader Training, Supervising Terminal Operations Training, Supervisors Training, Vessel Inspection and Introduction to Load Slings, Vessel Safety Training, VMT Training with Yard Familiarization, Winchman Training, Yard Familiarization Training
Support Unit Related (HR, Finance, Information Technology, Commercial and Marketing, etc.)	Advanced Excel Training, An Introduction to Corporate Social Responsibility, Annual Listing & Disclosure Rules Seminar, Anti Bribery and Corruption Training Course, Basic Anti Fraud and Techniques, Basic Excel Training, Basic Supervisors Skills Training, Claims Awareness Program and Updates Meeting, Components of Asset Management, Corporate Governance Training, Corporate Orientation, Credit and Collection Training, Culture Change, Transforming Organizations, Disciplinary Procedures, Engineering Insurance Seminar, HR Connect (My World Survey, Anti Bribery, Corp Responsibility), iLearn Orientation, Industrial Relations Training, Insurance Awareness Training, KPI Form Briefing, Latest Updates and HR's Role in Compliance of DOLE, SSS, Philhealth, and Pagibig Requirements, MCLE Training, Operational Auditing: Influencing Positive Change, Overcoming Human Relations Challenges in IA, Philcare Orientation, Records Information Management System & Intro to 8s Training, SEC-PSE Corporate Governance Forum, Tax Savings Strategies, Understanding Balance Sheets, Understanding Profit and Loss

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

Performance -based management system and productivity incentive schemes are being implemented.

- 4) 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.

The complaint is addressed to the Senior Management for appropriate investigation. The employees are protected from retaliation by ensuring their anonymity during and after investigation and subsequent resolution.

I. DISCLOSURE AND TRANSPARENCY

1) Ownership Structure

(a) Holding 5% shareholding or more*

Shareholder	Number of Shares	Percent	Beneficial Owner
DP World Australia (POAL) Limited	346,366,600	17.32	DP World Australia (POAL) Limited
ATI Holdings, Inc.	291,371,230	14.57	ATI Holdings, Inc.
PCD Nominee Corporation (Filipino)	206,396,635	10.32	PCD Nominee Corporation (Filipino) <i>*unknown to issuer</i>
Pecard Group Holdings, Inc.	198,203,968	9.91	Pecard Group Holdings, Inc.
Philippine Seaport, Inc.	196,911,524	9.85	Philippine Seaport, Inc.
Daven Holdings, Inc.	155,906,071	7.80	Daven Holdings, Inc.
PCD Nominee Corporation (Non-Filipino)	136,728,945	6.84	PCD Nominee Corporation (Non-Filipino) <i>*unknown to issuer</i>
SG Holdings, Inc.	130,000,000	6.50	SG Holdings, Inc.
Murray Holdings, Inc.	100,000,000	5.00	Murray Holdings, Inc.

** as of December 31, 2014*

Name of Senior management	Number of Direct Shares	Number of Indirect shares/ Through (name of record owner)	% of Capital Stock
Eusebio H. Tanco	15,257,663	26,627,884	2.11
Rodolfo G. Corvite, Jr.	222,398	NA	0.01

2) 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	Not required under the SEC Form 17-A

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	A separate Certification on SEC Form 17-C is disclosed every January of each year.
Attendance details of each director/commissioner in respect of meeting held	A separate Certification on SEC Form 17-C is disclosed every January of each year.
Details of the 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.

3) [External Auditor's fee⁹](#)

Name of Auditor	Audit Fee (PhpM)	Non-audit Fee
R.G. Manabat & Co.	2,762.5	None

4) Medium of Communication

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

- a) Posting on the Company Website
- b) Electronic Mail
- c) Postal service
- d) Press releases
- e) Disclosures

5) [Date of release of audited financial report:](#)

March 7, 2014 for the year ended December 31, 2013.

6) Company Website

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

⁹ For the period ending December 31, 2014

Yes

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
Downloaded 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.

7) [Disclosure of RPT](#)

RPT	Relationship	Nature
DP World Australia (POAL) Limited, and P&O Management Services Phils., Inc.(POMS)	Contractual	Management Contract between ATI and POMS. 40% of POMS is owned by DP World Australia (POAL) Limited.
ATI Holdings, Inc. (ATIH) and DP World Australia (POAL) Limited	Business	DP World Australia (POAL) Limited owns 100% of ATIH
Insurance Builders, Marbay Homes and Eujo Philippines Inc. and Eusebio H. Tanco	Business	ATI avails of leases from Insurance Builders where Mr. Tanco is the Chairman, and Eujo Philippines, Inc., where Mr. Tanco is the President
Philippines First Insurance Inc. and PhilCare and Eusebio H. Tanco and Arsenio N. Tanco	Business	ATI avails of insurance and health care services from Philippines First Insurance Inc. and PhilCare where Eusebio H. Tanco is the President and Arsenio N. Tanco is a Director.
GROW Vite Staffing Services Inc. (GROW Vite) and Eusebio H. Tanco and Monico V. Jacob	Business	ATI avails of outsourced manpower services from GROW Vite where Eusebio H. Tanco is the Chairman and Monico V. Jacob is the President

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 Board coordinates with the Management and the Compliance Officer in monitoring the existence of related party transactions. See discussion in Item B (4) (a)

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	Presence of majority of the outstanding capital stock
------------------------	---

(b) System Used to Approved Corporate Acts

Explain the system used to approve corporate acts.

System Used	Voting
Description	Majority vote

(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
NA	NA

Dividends (for 2014)

Declaration Date	Record Date	Payment Date
April 24, 2014	May 13, 2014	June 6, 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
In every meeting, the stockholders are given opportunity to bring out any matter related to the agenda and proposed action.	The matter is raised to the floor during the meeting and before adjournment.

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 procedures set forth in the By-laws and the provisions of the Corporation Code and other regulations issued by the regulatory bodies such as the SEC and the PSE.

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:

March 19, 2014 (Notice was released together with the Definitive Information Statement)

b. Date of the Annual/Special Stockholders' Meeting:

April 24, 2014

4. State, if any, questions and answers during the Annual/Special Stockholder" Meeting.

No significant questions were raised.

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

Approval of the following:

- a) Minutes of the previous meeting
- b) Re-election of the incumbent directors

- c) Approval of the Audited Financial Statements for the year ended December 31, 2013
- d) Appointment of the independent auditors
- e) Approval of the amendments to the Articles of Incorporation
- e) Approval and ratification of the acts of the Board and the Management for 2013
- f) Adjournment of the meeting

There were no dissenting votes.

12. Date of publishing the results of the votes taken during the most recent AGM for all resolutions:

April 24, 2014 to PSE and April 28, 2014 to the SEC. Posted on the Company website on April 28, 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: None

Modification	Reasons for Modification
NA	NA

(f) Stockholders' Attendance

(l) 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 Meeting (2014)	1)Rashed Ali Hassan Abdulla 2)Eusebio H. Tanco 3)Suhail Al Banna 4) Arsenio N. Tanco 5) Felino A. Palafox, Jr. 6) Artemio V. Panganiban 7) Teodoro L. Locsin, Jr. 8) Kwok Leung Law 9) Flemming Dalgaard 10) Andrew R. Hoad 11) Rodolfo G. Corvite, Jr. 12) Jose Tristan P. Carpio 13) Bastiaan W. Hokke 14) Christopher Joe Styles	April 24, 2014	poll	0.85%	82%	82.85%

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

Yes.

(iii) Do the company's common shares carry one vote for one share? If not, disclose and give reasons for any divergence to his standard. where the company has more than one class of shares, describe the voting rights attached to each class of shares.

Yes

(g) Proxy Voting Policies

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

	Company's Policies
Execution and acceptance of proxies	Individual shareholders may send proxy stating the name of designated person/s. Corporate shareholders may send proxy accompanied by a notarized secretary's certificate indicating the designated person and the officer authorized to sign the proxy form on behalf of the corporation.
Notary	For corporate shareholders, yes
Submission of proxy	Last day is 10 days prior to the actual meeting, pursuant to the SEC Circular No. 5 series 1996
Several proxies	During registration and prior to the meeting, the registration committee determines from the attending proxies whether proxies will vote separately or as a whole.
Validity of proxy	The Company follows the provisions of the Corporation Code on validity of proxy
Proxies executed abroad	Notarized and consularized
Invalidated Proxy	Proxy is invalidated if it fails to meet the minimum requirements of the Corporation Code.
Validation of Proxy	The proxies received within the period stated in the Notice are sent to the stock and transfer agent for validation. For late proxies, validation may be made before the meeting by the representatives of the stock and transfer agent.
Violation of Proxy	Vote will not be considered.

(h) Sending of Notices

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

Policies	Procedures
The Company incorporates the Notice and Agenda to the Information Statement distributed at least 15 business days prior to the meeting, pursuant to the requirements of the Implementing Rules and Regulations of the of the Securities and Regulation Code.	The Company sends the Notice and Agenda together with the Information Statement by personal service, courier or mail to the stockholders of record at least 15 business days prior to the actual date of the meeting.

(i) [Definitive Information Statements and Management Report](#)

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	872 plus the 181 PCD participants
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	March 25 to 28, 2014
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by Stockholders	March 25 to 28, 2014
State whether CD format or hard copies were distributed	Hard Copies
If yes, indicate whether requesting stockholders were provided hard copies	Yes

(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, qualifications, date of first appointment, Experience, and directorships in other listed companies) Nominated for election/re-election.	Item is included in the distributed Information Statement
The auditors to be appointed or re-appointed.	Item is included in the distributed Information Statement
An explanation of the dividend policy, if any dividend is to be declared.	Item is included in the distributed

	Information Statement
The amount payable for final dividends.	Item is included in the distributed Information Statement
Documents required for proxy vote.	Reference to Section 58 of the Corporation Code

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
The CG Manual provisions on rights of stockholders are observed.	As provided in the CG Manual

(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 communication 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.

The key officers in coordination with the Marketing and Commercial Department, the Office of the Corporate Communications and the Corporate Secretary review any external communication to be released. Internal communication is handled by top management and coordinated with the compliance officer.

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

	Details
(1) Objectives	<ul style="list-style-type: none"> Inform stockholders of the financial and operational results of the company for the preceding fiscal year and the end of every quarter; Provide potential investors with factual

	information about the Company as requested
(2) Principles	<ul style="list-style-type: none"> • Transparency • Accountability • Sound Operational Strategies • Prudent Fiscal Management
(3) Modes of Communications	<ul style="list-style-type: none"> • Annual Stockholders Meeting • ATI annual report • Corporate Website • Disclosures • Press releases • Port tours and site visits
(4) Investors Relations Officer	Inquiries and matters on IR are addressed in coordination with Finance, Marketing, Corporate Communications and Corporate Secretary.

Telephone Number : 528-6000

Fax: 527-3647

Email: marketing@asianterminals.com.ph
corpcom@asianterminals.com.ph

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

The provisions of the Bylaws and the Corporation Code and other applicable rules issued by the SEC are followed with respect to matters pertaining to transactions described above.

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

NA

L. CORPORATE SOCIAL RESPONSIBILITIES INITIATIVES

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

Initiative	Beneficiary
ATI Scholarship Program	Qualified children and dependents of ATI employees; underprivileged kids in surrounding communities
Support for ABS-CBN's Bantay Kalikasan Tree-planting and protection of La Mesa Watershed	Metro Manila Residents – protection of source of potable water (as of December 31, 2013, 14 hectares of the La Mesa forest)

	reserve have been protected by ATI
DepEd's Adopt-a-School Program	Selected public elementary schools in surrounding port community.
Free medical and dental mission	Surrounding underprivileged port communities.
Support for Marina, Philippine Ports Authority & Philippine Coast Guards annual coastal clean-up drive	Surrounding port communities
Support for charitable institutions	Various NGOs for their target beneficiaries such as abandoned children, cultural minorities and the disabled.
Corporate donations during severe calamities	Communities affected by severe typhoons, flooding and natural calamities in various parts of the country- sustained support for Typhoon Yolanda victims

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	Process to be formulated	NA
Board Committees	Self assessment of the audit committee is done annually in accordance with the Audit Committee Charter	Performance Rating on various functions is made. Rating is 1 to 10 with 10 as the highest
Individual Directors	Process to be formulated	NA
CEO/President	Process to be formulated	NA

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
In case of violation of any of the provisions of the Manual:	<p>a) first violation, the subject person shall be reprimanded.</p> <p>b) Suspension from office shall be imposed in case of the second violation. The duration of the suspension shall depend on the gravity of the violation.</p> <p>c) Third violation, the maximum penalty of removal from office shall be imposed.</p>

**NOTE: This Consolidated Changes in ACGR for 2014 is submitted in compliance with the SEC Memorandum Circular No. 12 series of 2014 requiring all publicly listed companies to consolidate all the ACGR updates and changes for the year and to be labeled as “Consolidated Changes in ACGR for (year)”.*

Pursuant to the Circular, the Consolidated Changes in ACGR is accompanied by a Secretary’s Certificate with excerpts of the Board Minutes as applicable, regarding the changes in the ACGR.

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S.S.

SECRETARY'S CERTIFICATE

I, **RODOLFO G. CORVITE, JR.**, Filipino, of legal age, with office address at ATI Head Office, A. Bonifacio Drive, Port Area, Manila, after having been sworn, in accordance with law, depose and state that:

1. I am the Corporate Secretary of Asian Terminals, Inc. (ATI), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at ATI Head Office, A. Bonifacio Drive, Port Area, Manila;

2. As such I have custody of the documents and other records of the Corporation;

3. The consolidated changes in the Annual Corporate Governance Report (ACGR) for 2014 reflects the resolutions of the Board of Directors of ATI, as applicable, in its regular and special meetings. *List and excerpts are hereto attached as Annex "A";*

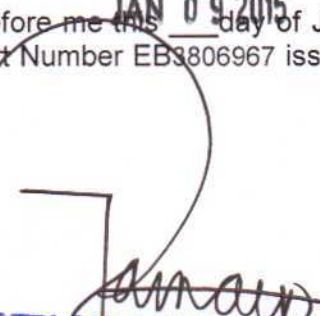
4. Nothing further.

IN WITNESS WHEREOF, I have signed this Certificate this 9day of January 2015 in Manila, Philippines.


RODOLFO G. CORVITE, JR.
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 9 day of January 2015 at Manila, affiant exhibiting to me his Passport Number EB3806967 issued on October 6, 2011 in Manila.

Doc. No. 4;
Page No. 17;
Book No. 17;
Series of 2015.

IAN 09 2015

ATTY. RAMIL JOSELITO S. TAMAYO
NOTARY PUBLIC TIN NO. 2314307440 ROLL NO. 49687
PTR No. 3837907 Until 1-5-16 ACLE No. 14-0021044 issued July 12 2013
IBP LIFE No. 342236 Commission No. 2014-019 Until 12-31-16 MANILA
Office Addr: National Press Club Bldg. Magallanes Drive, Intramuros, Manila

Resolutions:

1. February 24, 2014- Re-appointment of External Auditors, Amendment to the Articles of Incorporation, Annual Stockholders' Meeting date, time, venue, agenda and record dates.

I. CORPORATE ISSUES

E. 2014 ANNUAL STOCKHOLDERS MEETING

Noted:

As provided in the ATI By-Laws (Art. III Sec. 2) the annual stockholders meeting will be held on the fourth Thursday of April which would be April 24 at 2PM.

Venue will be at the Diamond Hotel Ballroom.

Record date is March 25 and the ex date is March 19.

The Agenda will include the election of Directors, the approval of the 2013 Audited Financial Statements, appointment of independent auditors, approval of the amendment to the articles of incorporation and the approval and ratification of the acts of the board and management for the year 2013.

Further, notice to stockholders has been sent last February 17 to submit their nominees for election to the ATI Board on or before February 24th. The Nominations Committee will then convene after the nominations have been received to pass upon the qualifications of the nominees.

V. MATTERS FOR APPROVAL

A. Re-appointment of External Auditors

4. RESOLVED: Upon motion duly seconded, the Board unanimously approved the re-appointment of R.G. Manabat & Co. as external auditors of the Company for 2014.

C. Amendment of the Articles of Incorporation

Noted:

1. The current provisions of the ATI Articles of Incorporation restrict conduct of business outside the country. ATI can only do business within the Philippines. This will give ATI the ability to look into more projects outside the Philippines.
2. The amendment will be submitted for approval of 2/3 of stockholders during the Annual Stockholders Meeting on April 24, 2014.
3. **RESOLVED:** The Board upon motion duly seconded, unanimously resolved to approve the amendment of the Articles of Incorporation to allow ATI to conduct business in the Philippines or overseas, subject to the approval of 2/3 of the stockholders in the Annual Stockholders Meeting on April 24, 2014.

2. April 24, 2014- Declaration of dividends, record and payment dates

5. **RESOLVED:** Upon motion duly made and seconded, the Board unanimously approved the declaration of cash dividends in the amount of Php0.35 per share or a total of Php700M payable on June 6, 2014 to stockholders of record as of May 13, 2014.

VI. OTHER MATTERS

A. Amendment to the Articles of Incorporation

1. The additional amendment to the Articles of Incorporation is in compliance with the SEC Memorandum Circular No. 6, series of 2014 requiring all corporations to amend their principal office address.
2. The proposed amendment to the Third Article is:

"THIRD: That the place where the principal office of the corporation is to be located at ATI Head Office, A. Bonifacio Drive, Port Area, Manila"

3. This amendment, together with the one approved in the last board meeting will be presented for the approval of the stockholders in the Annual Stockholders' Meeting.
4. **RESOLVED:** The Board upon motion duly seconded, unanimously resolved to approve the amendment of the Articles of Incorporation, subject to the approval of the stockholders in the Annual Stockholders Meeting.