

COVER SHEET

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S.E.C. Registration Number

A S I A N T E R M I N A L S I N C .

(Company's Full Name)

A T I H E A D O F F I C E A . B O N I F A C I O

D R I V E , P O R T A R E A , M A N I L A 1 0 1 8

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

ATTY. RODOLFO G. CORVITE, JR.

Contact Person

5286000

Company Telephone Number

0 5 3 0
Month Day

I - A C G R

0 4 2 5
Month Day
2019 Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

8 2 4

As of April 30, 2019
Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

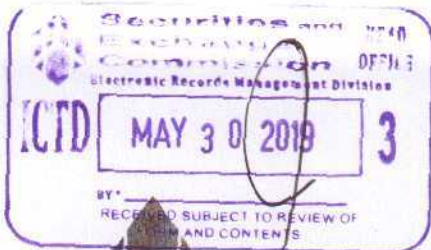
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Remarks = pls. use black ink for scanning purposes.



Securities and
Exchange
Commission
PHILIPPINES

SEC FORM -I-ACGR
INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended : 2018
2. SEC Identification Number: 133653 3. BIR Tax Identification No. : 000-132-413-000
4. Exact name of Issuer as specified in its charter: ASIAN TERMINALS, INC.
5. Manila, Philippines
Province, Country or jurisdiction of
incorporation or organization
6. SEC Use Only)
Industry Classification Code
7. ATI Head Office, A. Bonifacio Drive, Port Area, Manila 1018
Address of principal office / Postal Code
8. 632-528-6000
Issuer's Telephone Number, including area code
9. Not Applicable
Former name, address and fiscal year, if changed since last report

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	<i>COMPLIANT / NON COMPLIANT</i>	<i>ADDITIONAL INFORMATION</i>	<i>EXPLANATION</i>
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The Board’s Governance Responsibilities

Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.

Recommendation 1.1

1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company’s industry/sector.	Compliant	Provide information or link/reference to a document containing information on the following: 1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors 2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance	
2. Board has an appropriate mix of competence and expertise.	Compliant	The qualifications and experience of directors are stated in the SEC Form 17-A (pages 35-38) and Information Statement (pages 5 to 8). https://www.asianterminals.com.ph/uploads/SECFilings/SEC%20Form%2017-A%20with%20AFS%20and%20PFS%20for%20PSE%20Final.pdf https://www.asianterminals.com.ph/uploads/SECFilings/PSE%20-2019%20Definitive%20Information%20Statement.pdf	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	Relevant training of directors on Corporate Governance disclosed in an advisement letter, posted in the Company website . https://www.asianterminals.com.ph/uploads/SECFilings/Certificates%20of%20Attendance.pdf	

Recommendation 1.2

1. Board is composed of a majority of nonexecutive directors.	Compliant	Identify or provide link/reference to a document identifying the directors and the type of their directorships	
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		In the 2018 General Information Sheet , the list of directors and their type of directorships are stated. https://www.asianterminals.com.ph/uploads/SECFilings/2018%20GIS.pdf	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors. The CG Manual states requirement on training of directors. Corporate Governance Manual (or CG Manual) Part II (1) B (1), page 3. This will likewise be incorporated in the Board Charter which is for approval of the Board. https://www.asianterminals.com.ph/uploads/CGManualACGR/(CG%20Manual)%20signed%20by%20Chairman%20and%20Compliance%20Officer.pdf Board Charter , Part VIII page 10 https://www.asianterminals.com.ph/uploads/BoardCommittees/ATI%20Board%20Charter%20(2018).pdf	
2. Company has an orientation program for first time directors.	Compliant	Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.	
3. Company has relevant annual continuing training for all directors.	Compliant	Advisement letter disclosed in the Company website . https://www.asianterminals.com.ph/uploads/SECFilings/Certificates%20of%20Attendance.pdf	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	Provide information on or link/reference to a document containing information on the company's board diversity policy. Indicate gender composition of the board.	

		<p>Part II (1) C (page 3 CG Manual). CG Manual posted in the Company Website.</p> <p>The Board is composed of all male directors, from different industries local and overseas. In 2015, the board elected a female director in the person of Sara Falaknaz, showing that gender is not a criteria for the directorship.</p>	
Optional Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.		Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity. Provide link or reference to a progress report in achieving its objectives.	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	<p>Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.</p> <p>Name: Atty. Rodolfo G. Corvite, Jr.</p> <p>Page 39 of SEC Form 17-A</p> <p>https://www.asianterminals.com.ph/uploads/SECFilings/SEC%20Form%2017-A%20with%20AFS%20and%20PFS%20for%20PSE%20Final.pdf</p>	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Not-Compliant	Part II No 3 (pages 7 and 8 of the CG Manual)	The current Corporate Secretary has been connected with ATI since 1989 holding various functions and since 1997 both as Corporate Secretary and Compliance Officer. Over the years, the operations of the Company was governed efficiently by the Board as assisted by a single person performing

			the functions of Corporate Secretary and Compliance Officer
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		
4. Corporate Secretary attends training/s on corporate governance.	Compliant	Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered. Advisement letter disclosed in the Company website . https://www.asianterminals.com.ph/uploads/SECFilings/Certificates%20of%20Attendance.pdf	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting. The directors have real-time access to copies of board materials in electronic form through an internet-based app (MeetX) at least 5 days before the scheduled meeting giving them ample time to review and comment. All comments are transparent to the members of the Board.	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, qualifications, duties and functions.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	Name: Atty. Rodolfo G. Corvite, Jr. Page 39 of SEC Form 17-A The Compliance Officer has the rank of Vice President. Part II No 3 (pages 6 and 7 of the CG Manual) Compliance Officer is	
3. Compliance Officer is not a member of the board.	Compliant	not a member of the Board.	

4. Compliance Officer attends training/s on corporate governance.	Compliant	Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered. Advisement letter disclosed in the Company website. https://www.asianterminals.com.ph/uploads/SECFilings/Certificates%20of%20Attendance.pdf	
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Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

Recommendation 2.1

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting) Copies of board materials in electronic form through an internet based app (MeetX) are forwarded to the directors as early as 5 days before the scheduled meeting giving them ample time to review and comment on relevant matters requiring their review and approval. Through MeetX, the directors likewise have access to any matter discussed in previous meetings that could serve as reference for their actions on current matters for consideration. Acts of the Board are covered by appropriate Board resolutions.	
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Recommendation 2.2

1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting) Indicate frequency of review of business objectives and strategy.	
2. Board oversees and monitors the implementation of the	Compliant	Acts of the Board are covered by appropriate Board resolutions arrive at after discussions and due deliberations. Information on how the	

company's business objectives and strategy.		Board acted on such matters are reflected in the Information Statement (pages 16-18). These acts are embodied in board resolutions.	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	Indicate or provide link/reference to a document containing the company's vision, mission and core values. Indicate frequency of review of the vision, mission and core values. Company Website https://www.asianterminals.com.ph/ati_visionmission.aspx The vision, mission and core values are updated as necessary. Last update was in 2016.	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	Provide information on or link/reference to a document containing information on the strategy execution process. The Board discusses the Strategic Plan derived from the targets and objectives list as prepared by Management. The emphasis of the discussions focuses on strategic approaches to address current and future challenges. Progress updates are given during board meetings. Modifications, enhancements or changes in the strategy are undertaken as necessary	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications Page 5-6 of the Definitive information Statement https://www.asianterminals.com.ph/uploads/SECFilings/PSE%20-2019%20Definitive%20Information%20Statement.pdf	

Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation The key officers are chosen based on their competencies/qualifications for the position after due evaluation by the Board.	
2. Board adopts a policy on the retirement for directors and key officers.	Not Compliant		Directors are nominated and elected by stockholders based on their competence and qualifications. As stockholders, it is their right to nominate and elect directors who will represent their interest in the Company. The Company's duty is to evaluate or assess the qualifications of the nominees for election through structured nomination process.
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long term interests of the company.	Compliant	Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance. For the board, they have a fixed per diem for every meeting attended. The Company has an existing Performance Management Scheme for its key officers aligned with the objectives and targets of the Company.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	The Directors have a fixed per diem for every meeting attended. The Company has an existing Performance Management Scheme for its key officers aligned with the objectives and targets of the Company. Measurement is agreed or set at the beginning of the year and	

		assessment is done twice a year. Remuneration and incentives depend on the results of the assessment. There was no increase in the per diem of directors since 2003.	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	Provide proof of board approval Stated in the <u>Information Statement</u> under acts of Board and Management stating the election or appointment of directors or officers. In said meetings, the compensation of appointed officers are indicated. Pages 12 to 14.	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company. The Company has an existing Performance Management Scheme for its key officers aligned with the objectives and targets of the Company. Measurement is agreed or set at the beginning of the year and assessment is done twice a year. Remuneration and incentives depend on the results of the assessment.	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders. Provide proof if minority	
2. Board nomination and election policy is disclosed in the	Compliant		

company's Manual on Corporate Governance.		shareholders have a right to nominate candidates to the board Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	The Notice of Guidelines for Nomination advises all stockholders of the company on how nominations would be submitted for election in the annual meeting, including the deadline for submission.	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	https://www.asianterminals.com.ph/uploads/StockholdersNotice/Notice%20of%20Guidelines%20for%20Nomination%202019.PDF	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant	Part II No. 4 (B) (Pages 9 to 12 of the CG Manual) provides the minimum qualifications to be possessed by nominees for election and the disqualifications (both permanent and temporary).	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	Nomination Committee Charter provides the process and implementation of the nomination of directors. https://www.asianterminals.com.ph/uploads/BoardCommittees/(V2)NomComm%20Charter%20.pdf	
Optional: Recommendation 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.		Identify the professional search firm used or other external sources of candidates.	
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group	Compliant		

wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.		Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs. Identify transactions that were approved pursuant to the policy.	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	Any probable related party transaction is submitted to the Audit Committee for evaluation and then elevated to the board for review and approval or to the stockholders as applicable and pursuant to the Corporation Code.	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	<u>Company Website.</u> https://www.asianterminals.com.ph/ati_corpgov_policies.aspx#rpt The ATI POMS Management Contract approved by the Board and the stockholders in 2015.	

Supplement to Recommendations 2.7

1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the	Not compliant	Provide information on a materiality threshold for RPT disclosure and approval, if any. Provide information on RPT categories	Transactions with related parties are on arm's length basis. No materiality threshold or RPT categories are set by the company. Any probable RPT is submitted to the Audit Committee for evaluation then submitted to the board for review and approval and the director or related party concerned does not participate in the review and approval of the transaction. Stockholders' approval would be necessary if required by the Corporation Code. One RPT that required approval of the stockholders
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thresholds for disclosure and approval.			is the approval of the Management Agreement between the Company and P&O Management Services (40% owned by DPworld Australia (POAL) Pty Ltd, a principal stockholder of the Company at 17.32%). The agreement was for a term of 5 years and was submitted for approval of the stockholders in 2015.
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Not Compliant	Provide information on voting system, if any.	Any probable RPT is submitted to the Audit Committee for evaluation then submitted to the Board for review and approval. The director or related party concerned does not participate in the review and approval of the transaction. Stockholders' approval would be necessary if required by the Corporation Code as mentioned above. Existing RPTs in the 12-month period are disclosed in the SEC Form 17-A , (Item 12 page 43) and Pages 11 and 12 of the Information Statement .
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the	Compliant	Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management. Identity the Management team appointed	

heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).		<p>In the Organizational Meeting after every annual meeting, the Board convenes to appoint key officers of the Company. This is reflected in the submitted SEC Form 17-C. https://www.asianterminals.com.ph/uploads/SECFilings/Results%20of%20the%202019%20Annual%20Meeting,%20Organizational%20Meeting%20and%20Declaration%20of%20Dividends.pdf</p> <p>Head of control functions are appointed by the Board as stated in Part IV (B) page 19 of the CG Manual and identities are in the Annual Report. https://www.asianterminals.com.ph/uploads/AnnualReport/ATI_AR18.pdf</p>	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>Provide information on or reference to a document containing the Board’s policy and responsibility for assessing the performance of management. Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p>The Company has a Performance Appraisal process that enumerates the Key Performance Indicators (KPI) aligned with the corporate objectives or target of the Company. Measurement is agreed or set at the beginning of the year and assessment is done twice a year. Remuneration and incentives depend on the results of the assessment.</p>	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management’s performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>Provide information on or link/reference to a document containing the Board’s performance management framework for management and personnel.</p> <p>The Company has an existing Performance Appraisal process that enumerates the Key Performance Indicators (KPI) aligned with the</p>	

2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant	corporate objectives or target of the Company. Measurement is agreed or set at the beginning of the year and assessment is done twice a year. Remuneration and incentives depend on the results of the assessment.	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	<p>Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system.</p> <p>Responsibility also delegated to the Audit Committee and stated in the Audit Committee Charter. Part IV pages 19 to 20 of the <u>CG Manual</u></p>	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant		
3. Board approves the Internal Audit Charter.	Compliant	<p>Provide reference or link to the company's Internal Audit Charter Part II (E) (b) of the <u>CG Manual</u>. The Audit Committee recommends to the Board, the approval of the Internal Audit Charter.</p> <p>The Internal Audit Charter was approved by the Board on May 27, 2003. No significant changes in the Charter since then.</p>	

Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework. Provide proof of effectiveness of risk management strategies, if any.	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	Part II No. 4 (E) on Audit Committee and Part IV of the <u>CG Manual</u> Pages 19 to 20 The functions of the Chief Risk Officer (CRO) is performed by the AVP for Business Development. On a yearly basis, the key risk areas are identified, risk assessments are made and control strategies recommended. These matters are reported to the Board by the Management on a yearly basis.	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	Provide link to the company's website where the Board Charter is disclosed. https://www.asianterminals.com.ph/uploads/BoardCommittees/ATI%20Board%20Charter%20(2018).pdf	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website.	Compliant		

Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	Provide information on or link/reference to a document showing company's insider trading policy. Company Website https://www.asianterminals.com.ph/ati_corpgov_policies.aspx#itp	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.		Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.	
2. Company discloses the types of decision requiring board of directors' approval.		Indicate the types of decision requiring board of directors' approval and where there are disclosed.	
Principle 3. Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	Provide information or link/reference to a document containing information on all the board committees established by the company. Company Website. https://www.asianterminals.com.ph/ati_corpgov_boardcommittees.aspx	

Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	<p>Provide information or link/reference to a document containing information on the Audit Committee, including its functions. Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</p> <p>Part II 4 (E) pages 14 to 16 of the CG Manual.</p> <p>The recommendation to appoint external auditors (or their re-appointment/ removal) on page 15</p>	
2. Audit Committee is composed of at least three appropriately qualified nonexecutive directors, the majority of whom, including the Chairman is independent.	Compliant	<p>Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.</p> <p>For the composition of the Audit Committee, Company Website. https://www.asianterminals.com.ph/ati_corpgov_boardcommittees.aspx</p> <p>For the qualifications of the members, the Information Statement.</p> <p>Page 6 for Atty. Monico Jacob Page 8 for Atty. Roberto C.O.Lim Page 8 for Mr. Ahmad Yousef Ahmad Alhassan Al Simreen</p> <p><i>The Audit Committee also performs the function of the Board Risk Oversight Committee and Related Party Transactions Committee</i></p>	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</p> <p>For the qualifications of the members, the Information Statement.</p> <p>Page 6 for Atty. Monico Jacob Page 8 for Atty. Roberto C.O. Lim Page 8 for Mr. Ahmad Yousef Ahmad Alhassan Al Simreen</p>	

4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	Provide information or link/reference to a document containing information on the Chairman of the Audit Committee Page 8 of the <u>Information Statement</u> Composition of the Audit Committee, <u>Company Website</u> https://www.asianterminals.com.ph/ati_corpgov_boardcommittees.aspx	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor. Page 15, <u>CG Manual</u> . The Audit committee shall examine all non-audit services. No non-audit services were conducted by the external auditors as reflected in <u>page 26 of the Management Report attached to the Information Statement.</u>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.	The external auditors present updates to the Audit Committee on any significant issues noted, without impediments from management.
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	Indicate the number of Audit Committee meetings during the year and provide proof Four meetings for the whole year are conducted. One of the main duties of the Audit Committee is to review and approve the quarterly financial reports in their meetings as stated in the <u>CG Manual</u> (Page 20). The committee review is done before the financial reports are disclosed to the SEC and PSE. The Audited	

		<p>financial statement for the previous year is approved during the first meeting of the current year and attached to the Information Statement.</p> <p>All financial reports including the Audited Financial Statement are filed within the timelines provided by SEC and PSE.</p> <p>https://www.asianterminals.com.ph/uploads/SECFilings/1st%20Q.pdf https://www.asianterminals.com.ph/uploads/SECFilings/SEC%20Form%2017-Q%20(2nd%20Q%202018).pdf https://www.asianterminals.com.ph/uploads/SECFilings/AT!%20SEC%2017Q%20November%202018.pdf https://www.asianterminals.com.ph/uploads/SECFilings/PSE%20-2019%20Definitive%20Information%20Statement.pdf</p>	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	<p>Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.</p> <p>Page 14, CG Manual</p> <p>https://www.asianterminals.com.ph/uploads/CGManualACGR/(CG%20Manual)%20signed%20by%20Chairman%20and%20Compliance%20Officer.pdf</p>	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	<p>Provide information or reference to a document containing information on the Corporate Governance Committee, including its function. Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</p> <p>Company Website</p> <p>https://www.asianterminals.com.ph/ati_corpgov_boardcommittees.aspx https://www.asianterminals.com.ph/uploads/BoardCommittees/(V2)%20CG%20COMM.pdf</p>	

<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Not Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.</p> <p>Composition of the Committee on the Company Website. https://www.asianterminals.com.ph/ati_corpgov_boardcommittees.aspx</p> <p>For the qualifications of the members, the Information Statement. Page 7 for Chief Justice Artemio V. Panganiban (ret.) Page 8 for Atty. Roberto C.O. Lim* Page 8 for Mr. Ahmad Yousef Ahmad Alhassan Al Simreen</p> <p><i>*Atty. Lim replaced Atty. Teodoro L. Locsin Jr., when the latter assumed the government position In November 2018, as Secretary of Foreign Affairs.</i></p>	<p>ATI has only 2 independent directors in compliance with the provisions of the Securities and Regulations Code and Company Bylaws. The two elected independent directors are known publicly to possess integrity and probity and has efficiently and competently performed their functions which greatly contributed to the success of the Company. One independent director (ID) was a former Chief Justice of the Philippines and the other is a lawyer and was the former Undersecretary of the Department of Transportation</p>
<p>3. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.</p> <p>For the qualifications of the Committee Chairman, the Information Statement. Page 7 for Chief Justice Artemio V. Panganiban (ret.)</p>	
<p>Optional: Recommendation 3.3</p>			
<p>1. Corporate Governance Committee meet at least twice during the year.</p>		<p>Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.</p>	

Recommendation 3.4			
<p>1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.</p>	<p>Not Compliant</p>	<p>Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions</p> <p>Page 5 , Audit Committee Charter, posted on the Company Website https://www.asianterminals.com.ph/uploads/BoardCommittees/2017%20Audit%20Committee%20Charter.pdf Pages 15 and 16 of the CG Manual</p>	<p>ATI does not have a separate Board Risk Oversight Committee but this function is assigned to the Audit Committee as stated in the Explanation in Recommendation 3.2 (m) as mentioned in SEC Memorandum Circular No. 19 series of 2016. The Company's operations are not as complex as other listed companies. Services are confined only to those relating to port management, cargo handling and other port related services. The Audit Committee is headed by a competent qualified Chairman adept in good governance.</p>
<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship</p> <p>Members of the Audit Committee exercise the functions of the Board Risk Oversight Committee (Please see "Additional Information "on Recommendation 3.2., No. 2).</p> <p>ATI does not have a separate Board Risk Oversight Committee. Its functions are assigned to the Audit Committee as stated in the Explanation in Recommendation 3.2 (m) mentioned in SEC Memorandum Circular No. 19 series of 2016. The Company's operations are not as complex as other listed companies. Services are confined only to those relating to port management, cargo handling</p>	

		and other port related services. The Audit Committee is headed by a competent qualified Chairman adept in good governance.	
3. The Chairman of the BROCC is not the Chairman of the Board or of any other committee.	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the BROCC (Please see "Additional Information " on Recommendation 3.2. ,No. 4)</p> <p>ATI does not have a separate Board Risk Oversight Committee. Its functions are assigned to the Audit Committee as stated the Explanation in Recommendation 3.2 (m) as mentioned in SEC Memorandum Circular No. 19 series of 2016. The Company's operations are not as complex as other listed companies. Services are confined only to those relating to port management, cargo handling and other port related services. The Audit Committee is headed by a competent qualified Chairman adept in good governance.</p> <p>Information on the Committee Chairman on Page 8 of the <u>Information Statement</u></p> <p>Composition of the Audit Committee posted on the <u>Company Website</u>.</p>	
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	Compliant	<p>Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROCC.</p> <p>For Background of the Members of the Audit Committee (exercising BROCC functions) please see "Additional Information " on Recommendation 3.2. ,No. 2)</p>	

Recommendation 3.5			
<p>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p>	Compliant	<p>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</p> <p>ATI does not have a separate Related Party Transactions Committee. However, its functions are assigned to the Audit Committee as stated in the Explanation in Recommendation 3.2 (m) as mentioned in SEC Memorandum Circular No. 19 series of 2016. The Company's operations are not as complex as other listed companies. Services are confined only to those relating to port management, cargo handling and other port related services. The Audit Committee is headed by a competent qualified Chairman adept in good governance.</p> <p>For the functions: Page 3 , <u>Audit Committee Charter posted on the Company Website</u> Page 16 of the <u>CG Manual</u></p> <p>For the qualifications of the members, <u>the Information Statement</u>. Page 6 for Atty. Monico Jacob Page 8 for Atty. Roberto C. O. Lim Pages 8 for Mr. Ahmad Yousef Ahmad Alhassan Al Simreen</p>	
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	Compliant	<p>Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.</p> <p>For Background of the Members of the Audit Committee (exercising RPT Committee functions) please see "Additional Information " on Recommendation 3.2. ,No. 2)</p> <p>For the qualifications of the members, <u>the Information Statement</u>. Page 6 for Atty. Monico Jacob Page 8 for Atty. Roberto C.O. Lim Page 8 for Mr. Ahmad Yousef Ahmad Alhassan Al Simreen</p>	

Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes. Charters are posted in the <u>Company Website</u> .	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		
3. Committee Charters were fully disclosed on the company's website.	Compliant	Provide link to company's website where the Committee Charters are disclosed. Audit Committee https://www.asianterminals.com.ph/uploads/BoardCommittees/2017%20Audit%20Committee%20Charter.pdf Nomination Committee https://www.asianterminals.com.ph/uploads/BoardCommittees/(V2)NomComm%20Charter%20.pdf Compensation Committee https://www.asianterminals.com.ph/uploads/BoardCommittees/(V2)Compensation%20Comm%20Charter.pdf Corporate Governance Committee https://www.asianterminals.com.ph/ati_corpgov_boardcommittees.aspx	

Principle 4. To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele /videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<p>Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings. Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.</p> <p>The attendance of the Board to the meetings for 2018 was disclosed to the SEC and posted on the Company Website. https://www.asianterminals.com.ph/uploads/SECFilings/Attendance%20to%202018%20meetings%20-%20Copy.pdf</p> <p>The attendance of the Board and the Members of various Committee meetings are reflected in their respective Minutes.</p>	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	App-based materials are uploaded and the Board can readily access, download or print copies anytime using their assigned accounts. Materials are uploaded at least 5 days before the actual date of meeting.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors.</p> <p>Questions, clarifications and discussions thereof were all reflected in the Minutes of the meetings of the Board and the Committees.</p>	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies	Not Compliant	Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously. Provide information or reference to a document containing information on the	The Company basis for non-executive directors serving in publicly listed companies is the capacity of the

<p>to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long term strategy of the company.</p>		<p>directorships of the company's directors in both listed and non-listed companies</p>	<p>director to perform their duties diligently and submit themselves to reasonable indicative limit.</p> <p>Among the directors, Chief Justice Artemio Panganiban (ret.), Mr. Eusebio H. Tanco and Atty. Monico Jacob have more than 5 directorships. All the said directors are competent and have diligently performed their functions and regularly the board meetings and board committee meetings of ATI.</p> <p>Part 4 B (d and e) of the CG Manual (Page 11) provides that the Nomination Committee shall consider as a guideline the number of directorships or active memberships and officerships in other corporations <u>XXX the optimum number shall be related to the capacity of a director to perform his duties diligently in general.</u> The Manual provides that the CEO and all directors shall submit themselves to <u>reasonable indicative limit on membership</u> in other Board.</p> <p>Directorships are indicated in the <u>Information Statement pages 5 to 8.</u></p>
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Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed. In 2018, no director accepted a directorship in another company.	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Not Compliant		Part 4 B (d and e) of the CG Manual (Page 11) provides that the Nomination Committee shall consider as a guideline the number of directorships or active memberships and officerships in other corporations XXX <u>the optimum number shall be related to the capacity of a director to perform his duties diligently in general.</u> The Manual provides that the CEO and all directors shall submit themselves to <u>reasonable indicative limit on membership</u> in other Board. Directorships are indicated in the <u>Information Statement pages 6 to 10.</u>
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	The schedules are agreed upon during the last board meeting for the year.	
3. Board of directors meet at least six times during the year.	Compliant	Indicate the number of board meetings during the year and provide proof Seven (7) Meetings <u>SEC Disclosure on Attendance to 2018 Meetings</u>	

		https://www.asianterminals.com.ph/uploads/SECFilings/Attendance%20to%202018%20meetings%20-%20Copy.pdf	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Compliant	Indicate the required minimum quorum for board decisions The bylaws provide majority of the number of directors to constitute quorum. Majority and 2/3 consist of 5 as there are only 8 directors.	

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

Recommendation 5.1

1. The Board has at least independent directors or such number as to constitute one-third of the board, whichever is higher.	Not Compliant	Provide information or link/reference to a document containing information on the number of independent directors in the board	The Company has 2 independent directors and is compliant to the minimum requirement of the Securities and Regulation Code (SRC) and Company By-laws. The two elected independent directors are known publicly to possess integrity and probity and has efficiently and competently performed their functions and greatly contributed to the success of the Company. One independent director (ID) was a former Chief Justice of the Supreme Court of the Philippines and the other is a lawyer and was the former Undersecretary of the Department of Transportation. <u>SEC 17-C Disclosure</u>
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			https://www.asianterminals.com.ph/uploads/SECFilings/Election%20of%20Atty.%20Lim%20with%20certification.pdf https://www.asianterminals.com.ph/uploads/SECFilings/Results%20of%20the%202019%20Annual%20Meeting,%20Organizational%20Meeting%20and%20Declaration%20of%20Dividends.pdf
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<p>Provide information or link/reference to a document containing information on the qualifications of the independent directors.</p> <p>Attached as Annexes “B” and “C” of the Information Statement https://www.asianterminals.com.ph/uploads/SECFilings/PSE%20-2019%20Definitive%20Information%20Statement.pdf</p>	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors’ ability to vote independently.	Compliant	<p>Provide link/reference to a document containing information that directors are not constrained to vote independently.</p> <p>Item 4 No. 3 Page 5, of the Information Statement states that voting trusts or similar agreement do not exist.</p>	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<p>Provide information or link/reference to a document showing the years IDs have served as such.</p> <p>Retired Chief Justice Artemio Panganiban was elected in 2010 and Atty. Roberto C.O. Lim was elected in December 20, 2018 (replacing Atty. Teodoro L. Locsin Jr. who assumed the position of Secretary of</p>	

		Foreign Affairs in November 2018). For the current year, CJ Panganiban served for a cumulative term of 7 years beginning 2012. Pages 7 and 8 of the <u>Information Statement</u> .	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director Part II (4) (B) (b) page 10 of the <u>CG Manual</u>	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting. Part II (4) (B) (b) page 10 of the <u>CG Manual</u>	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Identify the company's Chairman of the Board and Chief Executive Officer Chairman : Andrew R. Hoad President: Eusebio H. Tanco	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer. Identify the relationship of Chairman and CEO. <u>By Laws, Article VI Sections 6 and 7</u> https://www.asianterminals.com.ph/uploads/ArticlesByLaws/2016%20Amended%20by%20Laws%20of%20ATI.pdf	

Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Not Compliant	Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any. Indicate if Chairman is independent.	The Chairman is not an independent director and no lead director between the 2 independent directors was designated. The Chairman is elected by the directors themselves during the Organizational Meeting. Both the independent directors chair separate Board Committees that enables them to exercise their functions independently. Also, at least one independent director is appointed in each of the board committees
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	Provide proof of abstention, if this was the case In the approval of contracts involving ATI and Grow Vite and Philcare, Messrs Eusebio Tanco and Monico Jacob and then director Mr. Arsenio Tanco did not participate in the deliberation and voting for the approval of the transaction as they all have interest in the transaction. Excerpt of the Minutes of Meeting date April 28, 2011 below: d) The Company to enter into contracts with the following entities: i) Philhealthcare, Inc.(Philcare) ii)Global Resource for Outsourced Workers, Inc. (GROW, Inc.)	

		<p>It was further resolved that any of the following officers may negotiate on such reasonable terms and conditions beneficial to the Company and to sign and deliver the said agreements or other documents relevant thereto, together with the business unit head at interest: a) Ernst T. A. Schulze as EVP for Technical, b) Rodolfo G. Corvite as VP for Administration, HR and HSES, c) George Gilbert dela Cuesta as AVP for Legal.</p> <p>Messrs. Eusebio Tanco and Arsenio Tanco did not participate in the voting to approve the above mentioned resolution considering that both directors, including Atty. Monico Jacob, who is currently not present, have an interest in the above mentioned entities.</p>	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Non-Compliant	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.	There was no meeting held. However, the Board/Audit Comm, is open to entertain executive sessions as required.
2. The meetings are chaired by the lead independent director.	Not Compliant		There was no meeting held. However, the Board/Audit Committee, is open to entertain executive sessions as required.
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.		Provide name/s of company CEO for the past 2 years	
Principle 6: The best measure of the Board’s effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			

Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees Summary of the results of the assessments were discussed in page 44 of SEC Form 17-A and page 35 of the Management Report attached to the Definitive Information Statement	
2. The Chairman conducts a self-assessment of his performance.	Compliant	https://www.asianterminals.com.ph/uploads/SECFilings/SEC%20Form%2017-A%20with%20AFS%20and%20PFS%20for%20PSE%20Final.pdf https://www.asianterminals.com.ph/uploads/SECFilings/PSE%20-2019%20Definitive%20Information%20Statement.pdf Self-assessment is in place for the Audit Committee. Company Website. https://www.asianterminals.com.ph/uploads/PSEDisclosures/Audit%20Committee%20Assessment%20(2017).pdf	
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant	Summary of the results of the assessments were discussed in page 44 of SEC Form 17-A and page 35 of the Management Report attached to the Definitive Information Statement https://www.asianterminals.com.ph/uploads/SECFilings/SEC%20Form%2017-A%20with%20AFS%20and%20PFS%20for%20PSE%20Final.pdf https://www.asianterminals.com.ph/uploads/SECFilings/PSE%20-2019%20Definitive%20Information%20Statement.pdf	
5. Every three years, the assessments are supported by an external facilitator.	Compliant	Identify the external facilitator and provide proof of use of an external facilitator. By 2020 (or 3 years from initial assessment, as stated in page 12 of the Board Charter), the Company shall ensure that it shall engage an external facilitator to conduct an assessment every three years. https://www.asianterminals.com.ph/uploads/BoardCommittees/ATI%20Board%20Charter%20(2018).pdf	

Recommendation 6.2

<p>1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders For the minimum criteria for Board Committees' performance: <u>Company Website</u> <u>Board Charter pages 11 to 12</u> https://www.asianterminals.com.ph/uploads/BoardCommittees/ATI%20Board%20Charter%20(2018).pdf <u>Compensation Committee Charter</u> page 2 https://www.asianterminals.com.ph/uploads/BoardCommittees/(V2)Compensation%20Comm%20Charter.pdf <u>Nomination Committee Charter</u>, page 4 https://www.asianterminals.com.ph/uploads/BoardCommittees/(V2)NomComm%20Charter%20.pdf <u>Corporate Governance Committee Charter</u>, Page 2 https://www.asianterminals.com.ph/uploads/BoardCommittees/(V2)%20CG%20COMM.pdf <u>Audit Committee Charter</u>, page 5 https://www.asianterminals.com.ph/uploads/SECFilings/2016%20Audit%20Comm%20Self%20Assessment.pdf</p>	
<p>2. The system allows for a feedback mechanism from the shareholders.</p>	<p>Compliant</p>	<p>The assessment was disclosed in the SEC Form 17-A and the Definitive Information Statement that were submitted to the SEC and PSE. Stockholders, during the annual meeting had the opportunity to convey their feedbacks.</p>	

Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

Recommendation 7.1			
<p>1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.</p>	Compliant	<p>Provide information on or link/reference to the company's Code of Business Conduct and Ethics (CBCE). The Code is applicable to employees, directors and officers. Company Website: https://www.asianterminals.com.ph/ati_corpgov_conductandethics.aspx</p> <p>The company has zero tolerance policy on bribery and corruption. The company's Anti-Bribery and Corruption policy is regularly cascaded to employees, on top of frequent information campaigns on the subject matter (e.g. email reminder, company memo, posters/tarpaulins). Any employee who is found to have violated the policy after due process is terminated from work.</p> <p>The company likewise has a whistleblowing program that provides an avenue for the disclosure of information related to suspected wrongdoing at work, including bribery and corruption, and ensures that appropriate steps are taken.</p>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	Compliant	<p>Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.</p> <p>The Code is posted on the Company Website. Scheduled cascading of the Code and other related policies, to the Management and employees were conducted.</p>	
<p>3. The Code is disclosed and made available to the public through the company website.</p>	Compliant	<p>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed. Company Website https://www.asianterminals.com.ph/ati_corpgov_conductandethics.aspx</p>	

Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery.</p> <p>Company Website https://www.asianterminals.com.ph/ati_corpgov_conductandethics.aspx</p> <p>The company has zero tolerance policy on bribery and corruption. The company's Anti-Bribery and Corruption policy is regularly cascaded to employees, on top of frequent information campaigns on the subject matter (e.g. email reminder, company memo, posters/tarpaulins). Any employee who is found to have violated the policy after due process is terminated from work.</p> <p>The company likewise has an ombudsman program that provides an avenue for the disclosure of information related to suspected wrongdoing at work, including bribery and corruption, and ensures that appropriate steps are taken.</p>	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	<p>Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies. Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on noncompliance.</p> <p>Company Website https://www.asianterminals.com.ph/ati_corpgov_conductandethics.aspx</p>	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	<p>https://www.asianterminals.com.ph/ati_corpgov_conductandethics.aspx</p> <p>As stated in the CBCE compliance is expected from every director, officer and employee of ATI. Constant reminders by email and orientations/trainings are sent/ conducted throughout the organization. Campaigns against bribery are also reinforced through</p>	

		posters placed in company bulletin boards and conspicuous places within the Company premises. The Company appointed an AVP for Compliance and Leadership and Ombudsman to closely monitor compliance and implementation.	
The Board's Governance Responsibilities			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders Being a publicly listed Company, we are compliant with the disclosure requirements of SEC and PSE. Company Website https://www.asianterminals.com.ph/ati_sec_disclosures.aspx https://www.asianterminals.com.ph/ati_pse_disclosures.aspx	
Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty five (45) days from the end of the reporting period.	Compliant	Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively. Consolidated Financial statements – within 60 to 70 days from end of fiscal year. It is attached to the Information Statement disclosed to the SEC and PSE Interim reports - average of 43 days from the end of each quarter. SEC 17-Q disclosures. https://www.asianterminals.com.ph/ati_sec_disclosures.aspx	

<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>Compliant</p>	<p>Provide link or reference to the company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"> 1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders; 2. cross-holdings among company affiliates; and 3. any imbalances between the controlling shareholders' voting power and overall equity position in the company. <p>The Company discloses the Security Ownership of Record and beneficial Owners and of the Management in the Information Statement. Pages 3 to 5 of the <u>Information Statement</u>.</p>	
Recommendation 8.2			
<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Compliant</p>	<p>Provide information or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share. Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p>	<p>The Company complies with the SEC regulations on dealings of directors and officers in the Company shares within the required period.</p>
<p>2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Not Compliant</p>	<p>Board Charter Part X, Section 3 (page 13) https://www.asianterminals.com.ph/uploads/BoardCommittees/ATI%20Board%20Charter%20(2018).pdf</p>	<p>The Company complies with the SEC regulations on dealings of officers in the Company shares within the required period. https://www.asianterminals.com.ph/uploads/PSEDisclosures/23-B%20EHT%20June%202018%20-%20Copy.pdf https://www.asianterminals.com.ph/uploads/PSEDisclosures/EHT%20ATI%20Form%202023-B%20-%20(Disposition%20and%20Acquisition).pdf</p>

			https://www.asianterminals.com.ph/uploads/PSEDisclosures/Rescom%20ATI%2023%20-%20B%20(July%202018).pdf
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	<p>Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders. Provide link or reference to the company's Conglomerate Map.</p> <p><u>Company Website</u></p> <p>Top 100 https://www.asianterminals.com.ph/uploads/PSEDisclosures/ATI%20Top%20100%20with%20PCD%20(3-31-2018).pdf</p> <p>Public Ownership https://www.asianterminals.com.ph/uploads/PSEDisclosures/Public%20Ownership%20Report%20(March%2031,%202018)%20-%20Copy.pdf</p> <p>Conglomerate Map https://www.asianterminals.com.ph/ati_conglomeratemap.aspx</p>	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p>Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>Item 5 Pages 5 to 10 of the <u>Information Statement</u></p>	
2. Board fully discloses all relevant and material information on key executives to evaluate their	Compliant	<p>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other</p>	

experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.		executive positions, professional experiences, expertise and relevant trainings attended. Items 4 and 5, Pages 3 to 9 of the <u>Information Statement</u>	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	Disclose or provide link/reference to the company policy and practice for setting board remuneration Item 6 Pages 12 to 14, <u>Information Statement</u> Article IV Section 14 of the <u>By-Laws</u> . Part IV Section 7 of the <u>ATI Board Charter</u> https://www.asianterminals.com.ph/uploads/BoardCommittees/ATI%20Board%20Charter%20(2018).pdf	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	Disclose or provide link/reference to the company policy and practice for determining executive remuneration Item 6 Pages 12 to 14, <u>Information Statement</u> Article VI Section 11 of the <u>Bylaws</u> Part VI Section 8 page 9 of the <u>ATI Board Charter</u>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO. Item 6 Pages 12 to 13, <u>Information Statement</u>	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	Disclose or provide reference/link to company's RPT policies. Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction. <u>Company Website</u> https://www.asianterminals.com.ph/ati_corpgov_policies.aspx#rpt	

		<p>The Audit Committee is tasked to evaluate any probable related party transactions, Page 3 , <u>Audit Committee Charter</u> Part 2 No. 4 (E) b, page 15 of the <u>CG Manual</u> Part X Section 2 page 13 of the <u>ATI Board Charter</u></p>	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> 1. name of the related counterparty; 2. relationship with the party; 3. transaction date; 4. type/nature of transaction; 5. amount or contract price; 6. terms of the transaction; 7. rationale for entering into the transaction; 8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company’s policy; and 9. other terms and conditions <p>Item 5 No. 6 page 12, <u>Information Statement.</u> “The Company, through the Board last August 20, 2015, renewed the management agreement with P & O Management Services, Philippines, Inc. (POMS) for a period of 5 years from September 1, 2015 to August 31, 2020. The Agreement was approved by the stockholders in the 2016 Annual Meeting. Forty percent (40%) of the outstanding capital of POMS is owned by DPWorld Australia (POAL) Pty. Ltd. (which owns 14.57% of the outstanding capital stock of ATI. Provide proof of abstention, if this was the case In the approval of contracts involving ATI and Grow Vite and Philcare, Messrs. Eusebio Tanco and Monico Jacob and then director Mr. Arsenio Tanco did not participate in the deliberation and voting for the</p>	

		<p>approval of the transaction as they all have interest in the transaction. Excerpt of the Minutes of Meeting date April 28, 2011 below:</p> <p>d) The Company to enter into contracts with the following entities:</p> <p>i) Philhealthcare, Inc.(Philcare)</p> <p>ii)Global Resource for Outsourced Workers, Inc. (GROW, Inc.)</p> <p>It was further resolved that any of the following officers may negotiate on such reasonable terms and conditions beneficial to the Company and to sign and deliver the said agreements or other documents relevant thereto, together with the business unit head at interest: a) Ernst T. A. Schulze as EVP for Technical, b) Rodolfo G. Corvite as VP for Administration, HR and HSES, c) George Gilbert dela Cuesta as AVP for Legal.</p> <p>Messrs. Eusebio Tanco and Arsenio Tanco did not participate in the voting to approve the above mentioned resolution considering that both directors, including Atty. Monico Jacob, who is currently not present, have an interest in the above mentioned entities.</p> <p>There were no probable related party transactions submitted for evaluation to the Audit Committee in 2018.</p>	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p>The directors disclose all their details prior to election or before the Nomination Committee convenes to evaluate the qualifications of the nominees for directors (in case of annual election). The details (including their professional and educational backgrounds) are disclosed in <u>SEC Form 17-C</u> after their election and in the <u>Information Statement and SEC Form 17-A</u> while their transactions either in <u>SEC 23-A or SEC 23-B.</u></p>	

Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	Provide link or reference where this is disclosed. Being a publicly listed Company, ATI complies with the disclosure rules required by both SEC and PSE including prompt disclosures. Information on properties or assets are made in Item 2 <u>SEC Form 17-A</u> pages 1 to 7 and on the <u>Management Report attached to the Information Statement</u> (pages 27 to 29 and 32 to 33).	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Not Compliant	Identify independent party appointed to evaluate the fairness of the transaction price. Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.	The Board reviews and approves any significant asset acquisition or disposition during board meetings.
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	Provide link or reference where these are disclosed. Item 4 (d) 3, page 5 of the <u>Information Statement</u>	

Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Provide link to the company's website where the Manual on Corporate Governance is posted. https://www.asianterminals.com.ph/uploads/CGManualACGR/(CG%20Manual)%20signed%20by%20Chairman%20and%20Compliance%20Officer.pdf	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	Provide proof of submission. Page 2 of the CG Manual contains the receiving stamp of SEC. https://www.asianterminals.com.ph/uploads/CGManualACGR/(CG%20Manual)%20signed%20by%20Chairman%20and%20Compliance%20Officer.pdf PSE submission http://edge.pse.com.ph/openDiscViewer.do?edge_no=89b79b56669f78bf3318251c9257320d#sthash.ucQRPX05.dpbs	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:			
a. Corporate Objectives	Compliant	Objective or purpose in pages 1 and 2 of the Annual Report https://www.asianterminals.com.ph/uploads/AnnualReport/ATI_AR18.pdf	
b. Financial performance indicators	Compliant	Key Performance Indicators in page 19 (for 2018) and page 134 (for 2016, 2017 and 2018) of the SEC Form 17-A	

c. Non-financial performance indicators	Compliant	Key Performance Indicators in page 19 of the SEC Form 17-A	
d. Dividend Policy	Compliant	Page 9 of the SEC Form 17-A	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	Pages 36 to 39 of the SEC Form 17-A Page 25 of the Annual Report https://www.asianterminals.com.ph/uploads/AnnualReport/ATI_AR18.pdf	
f. Attendance details of each director in all directors meetings held during the year			
g. Total remuneration of each member of the board of directors			
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.			
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	Provide link or reference to where this is contained in the Annual Report Page 5 of the SEC Form 17-A https://www.asianterminals.com.ph/uploads/SECFilings/SEC%20Form%2017-A%20with%20AFS%20and%20PFS%20for%20PSE%20Final.pdf The Risk Profile is also reported to the Board during meetings.	

4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.		Provide link or reference to where this is contained in the Annual Report	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Provide link or reference to where this is contained in the Annual Report Page 5 of the <u>SEC Form 17-A</u>	

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

Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor. Part III (D) page 4 of the <u>Audit Committee Charter</u>	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor. On the appointment of external auditors, page 14 of the <u>Information Statement</u> Percentage: 2018- 89.9% 2019-83.8%	

3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	<p>Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.</p> <p>Pursuant to the disclosure rules, the Company will disclose any removal or change of external auditors. However, such removal or change did not occur during the year. There was a change in the Company's signing auditor in 2018. https://www.asianterminals.com.ph/uploads/SECFilings/Change%20in%20Signing%20Partner%20(R.G%20Manabat%20&%20Co.).pdf</p>	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	<p>Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years. Part III No.2 (d) page 18 of the <u>CG Manual</u></p>	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant	Compliant	<p>Provide link/reference to the company's Audit Committee Charter Part III (D), pages 4 and 5 , <u>Audit Committee Charter</u></p>	

Philippine professional and regulatory requirements.			
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	Provide link/reference to the company's Audit Committee Charter Part III (D) pages 4 and 5, <u>Audit Committee Charter</u>	
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	Provide link/reference to the company's Audit Committee Charter Part III (D) pages 4 and 5, <u>Audit Committee Charter</u>	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Provide link/reference to the company's Audit Committee Charter Part III (D) pages 4 and 5, <u>Audit Committee Charter</u>	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	Disclose the nature of non-audit services performed by the external auditor, if any. Page 34 of the <u>SEC Form 17-A</u>	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as	Compliant	Provide link or reference to guidelines or policies on non-audit services Page 18 of the <u>CG Manual</u>	

impairing the external auditor's objectivity.			
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	Provide information on audit and non-audit fees paid. Page 14 of the <u>Management Report attached to the Information Statement</u>	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	Provide information on company's external auditor, such as: 1. Name of the audit engagement partner; Alicia S. Columbres 2. Accreditation number; SEC Accreditation No. 1590-AR Group A 3. Date Accredited; September 29, 2016 4. Expiry date of accreditation; until September 29, 2019 and 5. Name, address, contact number of the audit firm. RG Manabat & Co. The KPMG Center, 9F 6787 Ayala Avenue, Makati City/ (632) 885-7000	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review	Not Compliant	Provide information on the following: 1. Date it was subjected to SOAR inspection, if subjected;	External auditor agreed to be subject to SOAR but to date no SOAR conducted yet for ATI.

(SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).		2. Name of the Audit firm; and 3. Members of the engagement team inspected by the SEC.	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues. Part III pages 17 and 19, <u>CG Manual</u> Pages 22 and 23 of the <u>Annual Report</u>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Provide link to Sustainability Report, if any. Disclose the standards used. Page 22 of the <u>Annual Report</u> Part V (c) page 23 of the <u>CG Manual</u>	
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material	Compliant	Press statements are released whenever necessary and are posted in the website. Press conferences are also held after every annual meeting where the directors and key officers answer questions from the press and stockholders. https://www.asianterminals.com.ph/ati_pressreleases.aspx	

and relevant information to its shareholders and other investors.			
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:		Provide link to company website;	
a. Financial statements/reports (latest quarterly)	Compliant	https://www.asianterminals.com.ph/uploads/SECFilings/1st%20Q.pdf	
b. Materials provided in briefings to analysts and media	Compliant	Annual Reports and press statements given to media https://www.asianterminals.com.ph/ati_pressreleases.aspx https://www.asianterminals.com.ph/ati_investorrelations_annualreport.aspx	
c. Downloadable annual report	Compliant	https://www.asianterminals.com.ph/uploads/AnnualReport/ATI_AR18.pdf https://www.asianterminals.com.ph/uploads/PSEDisclosures/SEC%20Form%2017-A%20with%20AFS%20and%20PFS%20for%20PSE%20Final.pdf	
d. Notice of ASM and/or SSM	Compliant	https://www.asianterminals.com.ph/uploads/StockholdersNotice/2019%20Annual%20Stockholders%20Meeting.PDF	
e. Minutes of ASM and/or SSM	Compliant	https://www.asianterminals.com.ph/ati_disclosures_minutesofmeeting.aspx	
f. Company's Articles of Incorporation and By-Laws	Compliant	Articles of Incorporation https://www.asianterminals.com.ph/uploads/ArticlesByLaws/2016%20Amended%20Articles%20(ATI).pdf By-Laws https://www.asianterminals.com.ph/uploads/ArticlesByLaws/2016%20Amended%20by%20Laws%20of%20ATI.pdf	

Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	https://www.asianterminals.com.ph/index.aspx	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system the conduct of its business.	Compliant	<p>List quality service programs for the internal audit functions. Indicate frequency of review of the internal control system Internal reviews and supervision by the Internal Auditor of all internal audit activities. Review and approval of audit plans by the Audit Committee as well as periodic updates of any developments and internal issues encountered. Frequency: annually Company Website https://www.asianterminals.com.ph/ati_corpgov_riskmanagement.aspx https://www.asianterminals.com.ph/ati_corpgov_policies.aspx#ims</p>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<p>Identify international framework used for Enterprise Risk Management. Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> 1. Company's risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks <p>Indicate frequency of review of the enterprise risk management framework. Enterprise Risk Management framework is provided in the Company Website. Frequency of review is annually.</p>	

		https://www.asianterminals.com.ph/ati_corpgov_riskmanagement.aspx https://www.asianterminals.com.ph/ati_corpgov_policies.aspx#ims	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	<p>Provide information on or link/ reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p> <p>Indicate frequency of review</p> <p>Provided in the Code of Business Conduct and Ethics</p> <p>https://www.asianterminals.com.ph/ati_corpgov_conductandethics.aspx</p> <p>Enterprise Risk Management framework is provided in the company website. Frequency of review is annually.</p> <p>https://www.asianterminals.com.ph/ati_corpgov_riskmanagement.aspx https://www.asianterminals.com.ph/ati_corpgov_policies.aspx#ims</p> <p>The compliance with laws and regulations of regulatory bodies is also reported to the Audit Committee quarterly.</p>	
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	<p>Provide information on IT governance process</p> <p>Key risks are identified and managed through IT Policy ITD-P-01 (Computer Security Program) which handles the process on incident and change management, risk management, backup/recovery management, security awareness, physical and hardware/software security.</p> <p>While ITD-P-02 (IT DRP during Loss of South Harbor) establishes the guidelines and procedures in the event of a disaster affecting the whole South Harbor or one of the main data centers or a critical network hub.</p>	

Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	<p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p> <p>The internal audit is in-house</p>	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	<p>Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.</p> <p>Page 65 of the Annual Report Name : Mr. Brian A. Stone, Internal Audit Manager</p> <p>https://www.asianterminals.com.ph/uploads/AnnualReport/ATI_AR18.pdf</p> <p>Part IV (a and b) , page 19 of the CG Manual https://www.asianterminals.com.ph/uploads/CGManualACGR/(CG%20Manual)%20signed%20by%20Chairman%20and%20Compliance%20Officer.pdf Responsibilities are in the Internal Audit Charter.</p>	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant	<p>Part II No. 4 (E) b, page 14 Part IV (a and b) , page 19 of the CG Manual https://www.asianterminals.com.ph/uploads/CGManualACGR/(CG%20Manual)%20signed%20by%20Chairman%20and%20Compliance%20Officer.pdf</p>	
3. In case of a fully outsourced internal audit activity, a qualified	Compliant	Identify qualified independent executive or senior management personnel, if applicable.	

independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.		The Company has an in-house Internal Auditor	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Provide information on company's risk management function. Part IV (c) Pages 19 and 20 of the CG manual https://www.asianterminals.com.ph/uploads/CGManualACGR/(CG%20Manual)%20signed%20by%20Chairman%20and%20Compliance%20Officer.pdf	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	Identify source of external technical support, if any. The Company has a competent officer handling risk management. ATI contracts Marsh Philippines as 3 rd party consultant on insurable risk. ATI is also a member of the DPW network of ports and actively participates in global initiatives in evaluating, measuring, recording and monitoring enterprise risks.	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background. Mr. Adrian Edward Baking, AVP for Business Development Key responsibilities: a) Identify enterprise risks of ATI with assistance from Risk Champions. b) Evaluate mitigating measures to address identified risks c) Maintain, review, monitor Risk Register d) Discuss periodically with EVP re Enterprise Risks.	

2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	The CRO has the rank of Assistant Vice President. He is assisted by the Company's Risk Champions in the performance of his duties and a third party consultant.	
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Not Compliant	Provide link to CEO and CAE's attestation	The Internal Auditor provides an annual report to the Audit Committee on the state of internal controls for the past year.
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed. Part V pages 20-23, <u>CG Manual</u>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Provide link to company's website Part V pages 20-23, <u>CG Manual</u>	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	Article III Section 7 page 5 of the <u>By Laws</u>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	Provide information on all classes of shares, including their voting rights if any. All shares of the Company are common. Article III Section 7 page 5 of the <u>By Laws</u> (on Voting rights) Part V page 20, <u>CG Manual</u> (voting rights)	

3. Board has an effective, secure, and efficient voting system.	Compliant	Provide link to voting procedure. Indicate if voting is by poll or show of hands. Article III Section 7 page 5 of the <u>By Laws</u> . By poll (ballot) if required or demanded by a stockholder.	
4. Board has an effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.	Not Compliant	Provide information on shareholder voting mechanisms such as supermajority or “majority of minority”, if any.	There is no such voting mechanism. However, the CG Manual provides that the Board shall be instrumental in promoting and enhancing shareholders’ rights. Part V No. 8 of the <u>CG Manual page 22</u> https://www.asianterminals.com.ph/uploads/CGManualACGR/(CG%20Manual)%20signed%20by%20Chairman%20and%20Compliance%20Officer.pdf
5. Board allows shareholders to call a special shareholders’ meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution) Article III Sections 1 and 2 pages 3 and 4, <u>By Laws</u>	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	Provide information or link/reference to the policies on treatment of minority shareholders Part V Nos. 2,5 and 8, pages 20 to 22, <u>CG Manual</u>	
7. Company has a transparent and specific dividend policy.	Compliant	Provide information on or link/reference to the company’s dividend Policy. Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case	

		<p>the company has offered scrip dividends, indicate if the company paid the dividends within 60 days from declaration</p> <p>Part V No.6 page 22, <u>CG Manual</u> Article VII Section 2, <u>By-laws</u></p> <p>Dividends were paid within 50 to 53 days from declaration</p>	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	<p>Identify the independent party that counted/validated the votes at the ASM, if any.</p> <p>R.G. Manabat and Co.</p>	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out. Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting. Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p> <p>The Notice as attached to the <u>Preliminary Information Statement</u> was disclosed on March 4, 2019 or 56 days from actual meeting and sent out to the stockholders together with the <u>Definitive Information Statement</u> on March 26, 2019 or 30 days before the meeting.</p> <p>https://www.asianterminals.com.ph/uploads/SECFilings/Preliminary%20Info%20Statement%20(PSE).pdf https://www.asianterminals.com.ph/uploads/SECFilings/PSE%20-2019%20Definitive%20Information%20Statement.pdf</p>	

Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	Provide link or reference to the company's notice of Annual Shareholders' Meeting https://www.asianterminals.com.ph/uploads/StockholdersNotice/2019%20Annual%20Stockholders%20Meeting.PDF	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	The profiles of the directors are stated in the Information Statement. The Notice of Annual Meeting is attached to the Information Statement distributed to the Stockholders. https://www.asianterminals.com.ph/uploads/SECFilings/Preliminary%20Info%20Statement%20(PSE).pdf https://www.asianterminals.com.ph/uploads/SECFilings/PSE%20-2019%20Definitive%20Information%20Statement.pdf	
b. Auditors seeking appointment/reappointment	Compliant	Information Statement	
c. Proxy documents	Compliant	An instruction to the stockholders pertaining to the submission of proxy instrument if they cannot attend personally, is stated in page 2 of the Notice attached to the Information Statement .	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Provide link or reference to the rationale for the agenda Items Notice attached to the Information Statement https://www.asianterminals.com.ph/uploads/SECFilings/Preliminary%20Info%20Statement%20(PSE).pdf https://www.asianterminals.com.ph/uploads/SECFilings/PSE%20-2019%20Definitive%20Information%20Statement.pdf	

Recommendation 13.3			
<p>1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.</p>	Compliant	<p>Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p> <p>Results of the meeting were promptly disclosed to the PSE after the meeting. The results included what the stockholders' approved during the meeting. The results are posted in the <u>Company website</u> and disclosed to the <u>SEC through SEC Form 17-C</u>.</p> <p>PSE http://edge.pse.com.ph/openDiscViewer.do?edge_no=cb6a2ec3ee660befefdfc15ec263a54d#sthash.J5U8fnK1.dpbs</p> <p>SEC https://www.asianterminals.com.ph/uploads/SECFilings/Results%20of%20the%202019%20Annual%20Meeting,%20Organizational%20Meeting%20and%20Declaration%20of%20Dividends.pdf</p>	
<p>2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.</p>	Compliant	<p>Provide link to minutes of meeting in the company website. Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes. Indicate also if the voting on resolutions was by poll. Include whether there was opportunity to ask question and the answers given, if any.</p> <p><u>Company Website</u> https://www.asianterminals.com.ph/ati_disclosures_minutesofmeeting.aspx</p>	
Supplement to Recommendation 13.3			
<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>	Compliant	<p>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting</p> <p>Yes. Item 7 Page 14 of the <u>Information Statement</u></p>	

Recommendation 13.4			
<p>1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p>	<p>Not Compliant</p>	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes</p>	<p>Intra corporate disputes are resolved by the stockholders airing their concern before the corporate secretary or compliance officer. The concerns are addressed by holding a dialogue with the stockholder and settled amicably, except those which would require board approval or intervention.</p> <p>The Company has an existing system on how conflicts or liabilities and obligations by the corporation and third parties arising from its transactions as port operator are resolved.</p> <p>Company Website https://www.asianterminals.com.ph/ati_corpgov_conditionsofliabilities.aspx https://www.asianterminals.com.ph/ati_corpgov_claimsnotification.aspx https://www.asianterminals.com.ph/ati_corpgov_unpaidportcharges.aspx</p>
<p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p>	<p>Not Compliant</p>	<p>Provide link/reference to where it is found in the Manual on Corporate Governance</p>	<p>The alternative dispute mechanism is not included in the CG Manual but Part II No. 1 (E) page 5 thereof recognizes the establishment of an alternative dispute mechanism between the</p>

			corporation and stockholders and the corporation and third parties. https://www.asianterminals.com.ph/uploads/CGManualACGR/(CG%20Manual)%20Signed%20by%20Chairman%20and%20Compliance%20Officer.pdf
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	Disclose the contact details of the officer/office responsible for investor relations, such as: 1. Name of the person: Office of the Corporate Communications Manager 2. Telephone number 528-6000 3. Fax number 527-3647 4. E-mail address Email: marketing@asianterminals.com.ph corpcom@asianterminals.com.ph	
2. IRO is present at every shareholder's meeting.	Compliant	Indicate if the IRO was present during the ASM. YES	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Not Compliant	Provide information on how antitakeover measures or similar devices were avoided by the board, if any.	The Company believes that the recommendation does not have significant benefits, as any takeover may result in instability. Adequate provisions in the CG Manual (eg. Nominations Committee) monitor industrial landscape for any potential

			events which may have any adverse impact on the company.
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	Indicate the company's public float. 65.45%	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting		Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.		Disclose the process and procedure for secure electronic voting in absentia, if any.	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Identify the company's stakeholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders. The stakeholders are identified in the Company Website https://www.asianterminals.com.ph/ati_corpgov_corpres.aspx Pages 22 to 23 of the Annual Report https://www.asianterminals.com.ph/uploads/AnnualReport/ATI_AR18.pdf	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a	Compliant	Identify policies and programs for the protection and fair treatment of company's stakeholders.	

mechanism on the fair treatment and protection of stakeholders.		Pursuant to the Integrated Management System Policy the Company shall implement an integrated occupational health, safety, environment, security and quality management system (OHSES&Q) compliant with internationally recognized standards. Company Website https://www.asianterminals.com.ph/ati_corpgov_policies.aspx The Company also has a Corporate Responsibility Policy https://www.asianterminals.com.ph/ati_corpgov_corpres.aspx	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights. Provide information on whistleblowing policy, practices and procedures for stakeholders For any concerns or complaints of stakeholders, the website provides a channel to address such concerns/ complaints. https://www.asianterminals.com.ph/ati_contactus.aspx https://www.asianterminals.com.ph/ati_corpgov_policies.aspx#whistleblow	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	Provide information on the alternative dispute resolution system established by the company. Although not specifically termed as alternative dispute mechanism, a system to address claims is provided and posted in the website. https://www.asianterminals.com.ph/ati_corpgov_claimsnotification.aspx	

Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	Disclose any requests for exemption by the company and the reason for the request. No request for exemption	
2. Company respects intellectual property rights.	Compliant	Provide specific instances, if any. The Company uses only uses licensed softwares in its operations.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same. Company Website https://www.asianterminals.com.ph/ati_corpgov_policies.aspx#ims https://www.asianterminals.com.ph/ati_corpgov_policies.aspx#corpres	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same. Company Website https://www.asianterminals.com.ph/ati_corpgov_policies.aspx#ims https://www.asianterminals.com.ph/ati_corpgov_policies.aspx#corpres	

Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

Recommendation 15.1

1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation. Pages 16 and 17 of the Annual Report https://www.asianterminals.com.ph/uploads/AnnualReport/ATI_AR18.pdf	
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Supplement to Recommendation 15.1

1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders. The Company has existing Performance Appraisal process that enumerates the Key Performance Indicators aligned with the corporate objectives or target of the Company. Measurement is agreed or set at the beginning of the year and assessment is done twice a year. Remuneration and incentives depend on the results of the assessment.	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any. The Integrated Management Systems Policy, Company Website https://www.asianterminals.com.ph/ati_corpgov_policies.aspx#ims Page 18 of the Annual Report https://www.asianterminals.com.ph/uploads/AnnualReport/ATI_AR18.pdf	

3. Company has policies and practices on training and development of its employees.	Compliant	<p>Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended.</p> <p>Pages 16 of the <u>Annual Report</u></p> <p><i>List of trainings held and number of employees who attended is attached as ANNEX "A" herein.</i></p>	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	<p>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption.</p> <p><u>Company Website</u></p> <p>https://www.asianterminals.com.ph/ati_corpgov_conductandethics.aspx</p>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	<p>Identify how the board disseminated the policy and program to employees across the organization.</p> <p>The company's anti-bribery and corruption policy is regularly cascaded to all employees, on top of frequent information campaigns on the matter. (e.g. email reminder, company memo, posters/tarpaulins)</p> <p>The company's zero tolerance policy on anti-bribery and corruption is likewise included in the orientation of all newly-hired employees.</p> <p>The company likewise has a whistleblowing program that provides an avenue for the disclosure of information related to suspected wrongdoing at work, including bribery and corruption, and ensures that appropriate steps are taken.</p>	

Supplement to Recommendation 15.2

<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>	Compliant	<p>Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices. Include any finding of violations of the company policy.</p> <p>Company Website https://www.asianterminals.com.ph/ati_corpgov_conductandethics.aspx</p> <p>The company has zero tolerance policy on bribery and corruption. The company's Anti-Bribery and Corruption policy is regularly cascaded to employees, on top of frequent information campaigns on the subject matter (e.g. email reminder, company memo, posters/tarpaulins). Any employee who is found to have violated the policy after due process is terminated from work.</p> <p>The company likewise has a whistleblowing program that provides an avenue for the disclosure of information related to suspected wrongdoing at work, including bribery and corruption, and ensures that appropriate steps are taken.</p>	
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Recommendation 15.3

<p>1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation</p>	Compliant	<p>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees. Indicate if the framework includes procedures to protect the employees from retaliation. Provide contact details to report any illegal or unethical behavior.</p> <p>Company Website https://www.asianterminals.com.ph/ati_corpgov_conductandethics.aspx</p> <p>The company's whistleblowing policy ensures protection of the whistleblower from retaliation. Employees are provided various confidential avenues to report such as thru Human Resources, Audit, or the Company Ombudsman. Hotlines and contact details are</p>	
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		published in the company intranet, and in regular information campaigns.	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	While there are various confidential avenues to report whistleblowing concerns, the Company Ombudsman and/or Head of Audit are specifically tasked to look into and handle whistleblowing concerns.	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing. The Company Ombudsman and/or Head of Audit are generally tasked to enforce the company's whistleblowing framework and reports to senior management and/or Board any validated and significant finding.	

Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

Recommendation 16.1

1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the	Compliant	Provide information or reference to a document containing information on the company's community involvement and environment-related programs. Press releases in the Company Website https://www.asianterminals.com.ph/ati_pressreleases.aspx Page 18 of Annual Report	
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company to grow its business, while contributing to the advancement of the society where it operates.			
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development. Company Website https://www.asianterminals.com.ph/ati_corpgov_policies.aspx#corpres	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates. Press releases in the Company Website and Page 22 of Annual Report .	

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report I-ACGR is signed on behalf of the registrant by the undersigned; thereunto duly authorized, in the City of Manila on May 30, 2019.


ANDREW B. HOAD
 Chairman of the Board


EUSEBIO H. TANCO
 President


ROBERTO C.O. LIM
 Independent Director


ARTEMIO V. PANGANIBAN
 Independent Director


RODOLFO G. CORVITE, JR.
 Corporate Secretary/
 Compliance Officer


30 MAY 2019

SUBSCRIBED AND SWORN to before me this day of May 2019 affiants exhibiting to me their IDs, as follows:

<u>Name</u>	<u>ID</u>	<u>Date and Place of Issue</u>
Andrew R. Hoad	Passport No. 538803908	June 22, 2017/ UK
Eusebio H. Tanco	Passport No. PO992946B	March 11, 2019/ Manila
Roberto C.O. Lim	Driv. Lic. No. N11-78-025462	Valid until Nov 22, 2022/ Manila
Artemio V. Panganiban	Passport No. DE0013400	December 15, 2015/ Manila
Rodolfo G. Corvite, Jr.	Passport No. P0014227A	August 22, 2016/ NCR South

Doc No. 3918
 Page No. 80
 Book No. 12
 Series of 2019

NOTARY PUBLIC


ATTY. GILBERTO B. PASIMANERO
 Notary Public Until Dec. 31, 2019
 Notarial Commission ~~2018-015~~ Mla.
 IBP# 012434 Pasig 7-27-17 until 2019
 PTR# Mla 8008955 - 1-3-2019
 Roll# 25473, TIN# 103-098-346
 MCLE Compl. No. VI-0011418 until 4-14-2022

ANNEX “A”

Training	Title	No. of Attendees
Behavioral/ Leadership Related	2018 Annual Listing and Disclosure Rules Seminar ASTEU Leadership Training & Innovation Leadership and Innovation Training Leadership and Innovation Workshop Leadership Training	118
Engineering Related	10T Linde Forklift Maintenance Training Basic Electrical Safety Training Basic PLC - Siemens (ST-SERVE1) Facilities Work Request Integration into Breakdown Work Order HAKO Scrubber Training Liebherr Training (Structural) Machine Wear Analysis Basic Seminar Mainpac Training ZPMC Electrical Training	126
Health, Safety, Environment and Security Related	Advance Fire Fighting Advanced Load Slinging and Rigging Training Awareness Training on Illumination (CIR Related) Basic Fire Safety Basic Fire Safety and Emergency Response Procedure Training Basic Fire Safety and ERP Basic Occupational Safety & Healthy (BOSH) Basic Pollution Control Officers Basic Training and Refresher Course for Pollution Control Officer Business Continuity Management System Implementation Course Chemical Handling and Spill Management Chemical Spill and Leak Training CIR & Engagement Refresher CIR Guidelines Reiteration CIR Orientation/EHSS CIR Reporting/Observation Reporting/Engagement CIR/Engagement CIR/Engagement RTG,Reefer & WC Confined Space Confined Space & Fire Safety & ERP Confined Space / Vessel Safety Confined Space / Vessel Safety Training Confined Space Safety Confined Space Training Defensive Driving Defensive Driving Seminar Defensive Driving Training Defensive Driving/Operator Safety Course EHSS Training	1,786

	<p>Engagement Training Engagement Workshop Engineering Engagement / Vessel Observation Fatigue Awareness Seminar Fire and Safety Emergency Preparedness Fire Safety & ERP Training Fire Safety and ERP Globally Harmonized System for Hazardous Chemical Labelling (GHS) Guidelines on Submission of CIR thru EHSS IMDG - HAZMAT IMDG Training IMDG/Engagement IMS Awareness/Safety 101 Ladder Safety Manlift Training MT Training Proper Use of Fall-Arrest System Refresher CCTV Engagement Refresher CIR and Engagement/General Alarm Remember Charlie Remember Charlie Video Presentation Remember Charlie/ No Walk Zone Training Safety 101 Safety 101 / CIR Reporting Safety 101/ Basic Fire & ERP Safety 101/FRS/OS15/Basic Fire Safety Safety Engagement & CIR Reporting Safety Engagement/CIR Safety Engagements Safety Training for Management Trainee Standard First Aid BLS CPR/AED Suspended Load Safety Toolbox Shuttle Drivers Defensive Driving and Wearing Seatbelt Training the Trainers Using Multi Gas Detector (ESPERIAN) Vessel Safety Vessel Safety Inspection Training Weekly Security Meeting/Heightened Alert due to Basilan and Masbate Bombing Working at Heights Working at Heights (Refresher-CIR Related) Working at Heights Training Working at Heights Training and Proper Use of Portable WAH Frame</p>	
Operations Related	<p>Advanced Load Slings and Rigging Training All Purpose Personnel Refresher Training All Purpose Personnel Training APP and Supervisors Training APP Training BCT ITV Operations Procedure Refresher Training Cargo Handling and General Duties Training CBU Classroom Training CBU Refresher CIR Related CBU RORO and Deck Master Training</p>	

CBU Roro and Deckmaster Training CBU Training CHE Classroom Training (FL/SL/RS) MST Checkers Training Completely Build Unit Classroom Container Inspection Training Dangerous Goods Awareness Dangerous Goods Training Defensive Driving Dulevo Street Sweeper Classroom Equipment Operations Training FL Basic/OJT FL Classroom FL/SL/RS Re - Assessment Fork Lift Training Forklift Refresher Training Gate Checkers Training Gatekeeper Training Gear Custodian Training ITV Basic/OJT ITV Classroom Training ITV Refresher (CIR Related) ITV Refresher Training ITV Training ITV Training HIRAC at GSD B1,2,3 Lashing and Unlashing Refresher and Portable Edge Protector Training Lashing and Unlashing Refresher Training Loading Rail Training Mooring and Unmooring Operations Training Mooring Operations Training Portable Edge Protector Training Porters Training Porters Training QC Classroom Training QC Competency Assessment QC Refresher Training (CIR Related) QC ZPMC Familiarization Training Quay Crane Refresher (CIR Related) Quay Crane Training Quay Crane Written & Practical Assessment Radio Land Mobile Licensing Radio Mobile Licensing Seminar Reefer Technician Training Refresher CIR Related (ITV 205 hit the concrete barrier while moving) RGC Operator Refresher (Square Moves) RS Re- Assessment RS Refresher (CIR Related) RTG Crane Operator Refresher (CIR Related) RTGC Re - Assessment RTGC Refresher (CIR Related) RTGC Refresher CIR Related RTGC Training Scissor & Telescopic Boom Lift Classroom Scissor & Telescopic Boom Lift Training	1,188
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	<p>SL Refresher Training Supervisor Refresher Training Supervisor Training Supervisors Refresher Training Supervisors Training Telescopic Boom Lift Refresher (CIR Related) Validation of Container Handling Operations Course Web Sling Seminar Winchman/Signalman Refresher Training</p>	
<p>Support Unit Related (HR, Finance, Information Technology, Commercial and Marketing, etc.)</p>	<p>14th Lecture Series (Full 36 Credit Units) Basic Occupational Safety & Health (BOSH) Business Writing for Excellent Results Commitment to Change: Get on the TRAIN Compensation Management, Measurement and Analysis CompTIA Linux+: Linux System Administration Corporate Orientation Data Privacy Act Essentials of Human Resource Management Facilitation Skills Workshop Four Levels of Training Evaluation and Design Tools for Ensuring L&D Impact and Success Fundamentals of Purchasing and Logistics Management and strategies How to Prepare Unsolicited Proposals for Government Projects Integration of Founders Principle in Performance Management L&D Designer: Full Course on Effective Training Curation and Design MCLE Compliance Report Microsoft Power BI Training Project Feasibility Study Signature Verification, Bank Fraud and Forgery Detection Training Tax Orientation Tax Reform for Acceleration and Inclusion (TRAIN) Law_125 Whistle Blowing, Anti-Bribery and Corruption</p>	<p>584</p>