

SECURITIES AND EXCHANGE COMMISSION

SEC FORM – ACGR

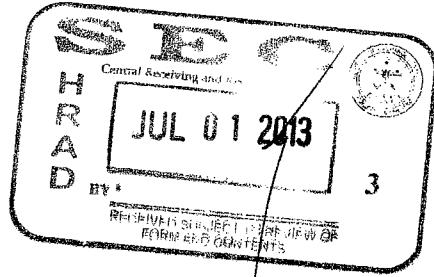
ANNUAL CORPORATE GOVERNANCE REPORT

Check the appropriate box:

Initial Filing

Amendment

Items Amended by the filing .....



1. Report is Filed for the Year 2012 – 2013
2. Exact Name of Registrant as Specified in its Charter PHILCOMSAT HOLDINGS CORPORATION
3. 12/F Telecom Plaza Building, 316 Sen. Gil Puyat Avenue, Makati City 1200  
Address of Principal Office Postal Code
4. SEC Identification Number 11163 5. (SEC Use Only)  
Industry Classification Code
6. BIR Tax Identification Number 000-471-497-000
7. (02) 815-8406  
Issuer's Telephone number, including area code
8. ....  
Former name or former address, if changed from the last report

**Item 1 Capitalization and Ownership Structure**

(a) Capital Structure

(1) Complete the following table on the company's capital structure

Date of Latest Amendment of the Articles of Incorporation	Authorized Capital Stock	Shares Issued and Outstanding
9 May 2006	1,000,000,000	996,391,254

(2) If there are different classes of shares, indicate them in the following table

Class	Par Value	Number of Shares	Issued and Outstanding
Common	P1.00	996,391,254	996,391,254

(3) Indicate the number of shares held by Filipinos and foreigners

Nationality	Voting Power	Class	Number of Shares	%
Filipino	Voting	Common	995,919,750	99.95
Foreigner		Common	471,504	0.05
Filipino	Non-Voting	n/a	0	0
Foreigner		n/a	0	0

(4) Treasury Shares

Complete the following table on the company's treasury shares:

Title of each Class of Securities	Number of Shares	Total % from Capital Stock
Common	0	0

(b) Description of Shares

(1) Registered Shares

Give details on the securities registered pursuant to Sections 8 and 12 of the Securities Registration Code.

Title of each Class of Securities	No. of Registered Shares	Date of Issue (Order of Registration)
Common	60,000,000	Prior to 1997 as Liberty Mines, Inc.*

(2) Listed Shares

Title of each Class of Securities	No. of Listed Shares	Listing Date	Name of Exchange
Common	60,000,000	Prior to 1997 as Liberty Mines, Inc.*	PSE

\*Corporate documents are currently incomplete as a result of the infra-corporate dispute. Cases have already been filed against previous Management to retrieve the said documents.

(c) Ownership Structure

(1) Public Ownership

Class of Shares	No. of Issued and Outstanding Shares	No. of Shares owned by Directors/ Officers	No. of Shares owned by Affiliates/ Subsidiaries	No. of Shares owned by Employees	No. of Shares Owned by the Public
a) Filipino					
Common	995,919,750	100,021,300	796,590,033	0	99,308,417
b) Foreign					
Common	471,504	0	0	0	471,504

(2) Holders of 5% or more

Give details of the direct and indirect shares of 5% or more shareholders, excluding board members

Shareholder's Name	No. of Direct Shares	No. of Indirect Shares	Total % from Capital Stock
Philippine Communications Satellite Corporation	796,590,033	None	79.9475%
• Indirect through:			
Name of the Shareholder	Number of Direct Shares		Total % from Capital Stock
n/a			

(3) Shares Owned by Directors and Officers

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

Shareholder's Name	No. of Direct Shares	No. of Indirect Shares	Total % from Capital Stock
Prudencio C. Somera, Jr.	100,000,100	0	10.03
Marietta K. Ilusorio	10,000	0	0
Ramon P. Jacinto	7,500	0	0
Erlinda I. Bildner	1,200	0	0
Katrina C. Ponce-Enrile	100	0	0
Pablo L. Lobregat	100	0	0
Daniel C. Gutierrez	100	0	0
Abraham R. Abesamis	100	0	0
Robert Jude B. Jaworski, Jr.	100	0	0
Victoria C. de los Reyes	1,000	0	0
John Benedict L. Sioson	1,000	0	0
• Indirect through:			
Name of the Shareholder	Number of Direct Shares		Total % from Capital Stock
n/a			
Total % of Capital Stock in Possession of the Members of the Board of Directors			10.03%

## Item 2. Code of Business Conduct & Ethics

(a) Managers and Employees

Discuss the company's policies on the following business conduct affecting Managers and Employees:

Business Conduct & Ethics	Managers	Employees
1. Conflict of Interest	n/a	n/a
2. Conduct of Business and Fair Dealings	n/a	n/a
3. Receipt of gifts from third parties	n/a	n/a
4. Compliance with Laws and Regulations	n/a	n/a
5. Respect for Trade Secrets	n/a	n/a
6. Use of Company funds, assets and information	n/a	n/a
7. Employment and Labor Laws and Policies	n/a	n/a
8. Disciplinary Action	n/a	n/a
9. Whistle Blower	n/a	n/a

- The Company does not currently have managers and employees.

(b) Board of Directors and Executive Officers

Business Conduct & Ethics	Board of Directors	Executive Officers
1. Conflict of Interest	Director cannot vote on matters in which he/she has a conflict of interest	Officers cannot make recommendations on matters in which he/she has a conflict of interest
2. Conduct of Business and Fair Dealings	Directors are encouraged to always conduct business and dealings fairly	Officers are encouraged to always conduct business and dealings fairly
3. Receipt of gifts from third parties	Only token gifts of small value from third parties are allowable	Only token gifts of small value from third parties are allowable
4. Compliance with Laws and Regulations	Directors are mandated to always comply with laws and regulations	Officers are mandated to always comply with laws and regulations
5. Respect for Trade Secrets	Directors are mandated to respect trade secrets	Officers are mandated to respect trade secrets
6. Use of Company funds, assets and information	Use of company funds, assets and information are subject to scrutiny and may be cause for removal	Use of company funds, assets and information are subject to scrutiny and may be cause for removal
7. Employment and Labor Laws and Policies	Directors are mandated to follow employment and labor laws and policies	Officers are mandated to follow employment and labor laws and policies
8. Disciplinary Action	Directors may be subject to disciplinary action	Officers may be subject to disciplinary action
9. Whistle Blower	Directors are encouraged to expose anomalies	Officers are encouraged to expose anomalies

**Item 3. Family, Commercial and Contractual Relations**

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

Names of Related Significant Shareholders	Type of Relationship	Brief Description of Relationship
n/a		

(b) Indicate if applicable any relation of a commercial, contractual or business nature that exists between the holders of significant equity (5% or more) and the company except when they are insignificant or results from the ordinary course of business or commercial trade

Names of Related Significant Shareholders	Type of Relationship	Brief Description of Relationship
n/a		

(c) Indicate any agreements reached between or among shareholders that are known to the company

Names of Shareholders	% of Capital Stock affected (Parties)	Brief Description of the Transaction
n/a		

(d) Indicate if applicable agreed actions between the shareholders of the company which are known to the company

<b>Names of Shareholders</b>	<b>% of Capital Stock affected</b>	<b>Brief Description of the Agreed Action</b>
n/a		

**Item 4. Directorship in Other Companies**

(a) Directorship in the Company's Group

Identify, as and if applicable, the Members of the Board, Executive Directors and Non-Executive Directors who hold the office of Director in other companies which form part of the Company's Group

<b>Director's Name</b>	<b>Corporate Name of the Group Company</b>	<b>Position</b>
Katrina C. Ponce Enrile	Philcomsat	Director
Erlinda I. Bildner	Philcomsat	Director
Ramon P. Jacinto	Philcomsat	Director
Abraham R. Abesamis	Philcomsat	Director
Marietta K. Ilusorio	Philcomsat	Director
Pablo L. Lobregat	Philcomsat	Director
Robert Jude B. Jaworski, Jr.	Philcomsat	Independent Director

(b) Directorship in Other Listed Companies

Provide the details, as and if applicable, of the company's Board of Directors, Executive Directors, Non-Executive Directors and Independent Directors who are members of the Board of Directors of other companies listed on the Exchange other than its group, which have been disclosed to the company:

<b>Director's Name</b>	<b>Name of Listed Company</b>	<b>Position</b>
n/a		

(c) Significant Shareholdings in the Company and its Group

Indicated as and if applicable the identity of the members of the Board of Directors, Executive Directors and Non-Executive Directors who are at the same time members of the Board of Directors or are directors of companies that hold significant shareholdings in the listed company and/or companies within its group

<b>Director's Name</b>	<b>Name or Corporate Name of the Significant Shareholder</b>	<b>Position</b>
n/a		

(d) Relationship within the Company and its Group

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

<b>Director's Name</b>	<b>Name of the Significant Shareholder</b>	<b>Description of the Relationship</b>
n/a		

**Item 5. Related Party Transactions & Conflict of Interest**

(a) Policies and Procedures

Indicate the company's policies and procedures on related party transactions between and among the company and its parent, joint ventures, subsidiaries, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents and of interlocking director relationships of members of the board.

<b>Related Party Transactions</b>		<b>Policies and Procedures</b>
(1) Parent Company		Requires majority approval of both boards
(2) Joint Venture		n/a
(3) Subsidiaries		n/a
(4) Entities Under Common Control		n/a
(5) Substantial Stockholders		Requires majority approval of both boards
(6) Officers including spouse/children/ siblings/parents		Requires majority approval of board
(7) Directors including spouse/children/ siblings/parents		Requires majority approval of board
(8) Interlocking director relationship of Board of Directors		Requires majority approval of board

(b) Conflict of Interest

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

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

<b>Details of Conflict of Interest</b>	<b>Name of Director/s</b>	<b>Name of Officer/s</b>	<b>Name of Significant Shareholders</b>
n/a			

(2) Mechanism

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

<b>Company</b>	<b>Its Group</b>	<b>Directors/Officers/Significant Shareholders</b>
n/a	n/a	n/a

(c) Alternative Dispute Resolution

Describe the alternative dispute resolution system adopted by the company in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities.

<b>Alternative Dispute Resolution System</b>	<b>Corporation &amp; Stockholders</b>	<b>Corporation &amp; Third Parties</b>	<b>Corporation &amp; Regulatory Authorities</b>
Mediation	Yes	Yes	Yes, if applicable

#### Item 6. Risk Management System

(a) Risk Policy

(1) Company

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

<b>Externally Driven Risk</b>	<b>Risk Management Policy</b>	<b>Objective</b>
1. Strategic		Earn above-average interest rate by investing in high quality assets while maintaining liquidity to meet operational needs
2. Operational		
3. Hazard		
4. Knowledge Management		
5. Compliance		

<b>Internally Driven Risk</b>	<b>Risk Management Policy</b>
1. Accounting Controls	
2. Information Systems	
3. Research & Development	

5. Intellectual Capacity	
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(2) Group

Give a general description of the group's risk management policy, setting out and assessing the risk/s covered by the system, along with the objective behind the policy for each kind of risk:

Externally Driven Risk	Risk Management Policy	Objective
1. Strategic		To avoid the errors of previous Management, the policy is one of conservatism. We cap our investments in each instrument while maintaining majority of funds in deposits with carefully selected banks.
2. Operational		
3. Hazard		
4. Knowledge Management		
5. Compliance		
Internally Driven Risk	Risk Management Policy	
1. Accounting Controls		
2. Information Systems		
3. Research & Development		
5. Intellectual Capacity		

(3) Minority Shareholders

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

Risk to Minority Shareholders
Minority stockholders may make suggestions during the annual meeting but matters are still subject to a vote.

(b) Control Set-Up

(1) Company

State the control systems set up to assess, mitigate or reduce the main issue/s faced by the company:

Externally Driven	Control System	Assessment	Mitigation	Reduction
1. Strategic	Committees are set up as a control system to assess, mitigate or reduce issues, if any.			
2. Operational				
3. Hazard				
4. Knowledge Management				
5. Compliance				
Internally Driven				
1. Accounting Controls	Committees are set up as a control system to assess, mitigate or reduce issues, if any.			
2. Information Systems				
3. Research & Development				
5. Intellectual Capacity				

(2) Group

State the control systems set up to assess, mitigate or reduce the main issue/s faced by the company:

Externally Driven	Control System	Assessment	Mitigation	Reduction
1. Strategic	Committees are			

2. Operational	set up as a control system to assess, mitigate or reduce issues, if any.			
3. Hazard				
4. Knowledge Management				
5. Compliance				
<b>Internally Driven</b>				
1. Accounting Controls	Committees are set up as a control system to assess, mitigate or reduce issues, if any.			
2. Information Systems				
3. Research & Development				
5. Intellectual Capacity				

(3) Committee  
State whether there is a committee or any other body of corporate governance in charge of laying down and supervising these control mechanisms, and give details of its functions:

Committee	Control Mechanism	Details of its Functions
n/a		

- The Board performs oversight functions over the committees.

#### Item 7. Administrative Structure

(a) Board of Directors

Number of Directors per AOI	11
Actual Number of Directors for the Year	9

(1) Election of Directors

Complete the table with information on the Board of Directors

Director's Name	Principal	Position	Date first elected	Date last elected	Elected when
Katrina Ponce Enrile	Philcomsat	Director	12/11/07	10/05/12	Annual
Ramon Jacinto	Philcomsat	Director	12/11/07	10/05/12	Annual
Erlinda Bildner	Philcomsat	Director	12/11/07	10/05/12	Annual
Pablo Lobregat	Philcomsat	Director	12/11/07	10/05/12	Annual
Daniel Gutierrez		Director	12/11/07	10/05/12	Annual
Abraham Abesamis	Philcomsat	Director	12/11/07	10/05/12	Annual
Marietta Ilusorio	Philcomsat	Director	05/28/10	10/05/12	Annual
Prudencio Somera		Director	12/11/07	10/05/12	Annual
Robert Jaworski, Jr.		Ind. Director	05/28/10	10/05/12	Annual

(2) Change/s in Existing Policies

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

Existing Policies	Changes	Reasons
n/a		

(b) Chairman and CEO

(1) Functions of the Chairman and CEO

State whether the positions of Chairman of the Board of Directors and CEO are unified. If so, state separately the functions of the Chairman and CEO.

Yes

No ✓

<b>Chairman</b>	<b>Chief Executive Officer</b>
Attend the meetings of the Board of Directors, Preside over meetings of such Board and perform such other duties as are ordinarily inherent in his office.	Preside at meetings of the stockholders, exercise general supervision over all the other officers of the corporation, borrow money for the corporation by any legal means, execute all contracts and agreements which the corporation may enter into, sign, indorse and deliver all checks, drafts, bills of exchange, promissory notes and orders of payment, sign and countersign all stock certificates, submit and make reports to the directors, exercise such other powers and perform other duties as the Board of Directors may fix or delegate.

(2) Roles, Accountabilities & Deliverables

Define and clarify the roles, accountabilities and deliverables of the Chairman and Chief Executive Officer

	<b>Chairman</b>	<b>Chief Executive Officer</b>
Role	Preside at meetings	Manage the day-to-day operations of the Corporation
Accountabilities	Exercise good judgment and sense of fairness in case of argument among directors	Answerable to the Board of Directors for all acts performed on behalf of the Corporation
Deliverables	Ensure smooth flow of Board Meetings	Ensure smooth flow of operations

(3) Risk Measures on Power Accumulation

State the measures taken to limit the risks of accumulation of powers in a single person:

<b>Person/s involved</b>	<b>Measures Taken</b>
CEO	Appointment of EVP, Acts are reviewed by BOD
EVP	Can be overruled by CEO, Acts are reviewed by BOD

(c) Other Executive, Non-Executive and Independent Directors

(1) Roles, Accountabilities & Deliverables

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

	<b>Executive</b>	<b>Non Executive</b>	<b>Independent</b>
Role	Exercise such powers as may be inherent in their office	Exercise such powers as may be inherent in their office	Exercise such powers as may be inherent in their office
Accountabilities	Answerable to the Board of Directors	Answerable to the Board of Directors	Answerable to the Board of Directors
Deliverables	Ensure smooth flow of operations	Use sound judgment and prudence when deliberating on a proposal	Use sound judgment and prudence when deliberating on a proposal

(2) Independent Director Term Limit  
Indicate the term limit of Independent Directors, if any.

<b>Name of Independent Director</b>	<b>Term Limit</b>
Robert Jude B. Jaworski, Jr.	One (1) year, or until the election and qualification of his successor

(3) Election of Officers  
Complete the table with information on the company's Executive, Non-Executive and Independent Directors

(i) Executive Directors

<b>Director's Name</b>	<b>Nominator</b>	<b>Position</b>
Katrina Ponce-Enrile	Philcomsat	Director
Ramon Jacinto	Philcomsat	Director
Erlinda I. Bildner	Philcomsat	Director
Marietta Ilusorio	Philcomsat	Director

(ii) Non-Executive Directors (other than Independent Directors)

<b>Director's Name</b>	<b>Nominator</b>	<b>Position</b>
Abraham Abesamis	Philcomsat	Director
Pablo Lobregat	Philcomsat	Director
Daniel Gutierrez	Daniel Gutierrez	Director
Prudencio Somera	Prudencio Somera	Director

(iii) Independent Directors

<b>Director's Name</b>	<b>Nominator</b>	<b>Relationship with Nominator</b>	<b>No. of Years Served as Ind. Director</b>
Robert Jaworski, Jr.	Jose Ma. Ozamiz	n/a	Three

(d) Changes in the Board of Directors, Executive, Non-Executive & Independent Directors

(1) Resignation/Death/Removal

Indicate any changes in the composition of the Board of Directors, Executive, Non-Executive and Independent Directors that happened during the period

<b>Name</b>	<b>Position</b>	<b>Date of Cessation</b>	<b>Reason</b>
Jose Ma. Ozamiz	Ind. Director	06/21/13	Personal
Oliverio Laperal	Director	06/25/13	Personal

(2) Selection/Appointment, Re-election, Disqualification, Removal, Re-instatement and Suspension

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

Procedure	Process Adopted	Criteria
a. Selection/Appointment		
(i) Executive	Approval of Nomination Committee	In accordance with Manual of Corporate Governance + must not have outstanding liabilities to the Corporation and is not an adverse party to a case in which the Corporation, or any company within the group, is a party
(ii) Non-Executive	Approval of Nomination Committee	In accordance with Manual of Corporate Governance + must not have outstanding liabilities to the Corporation and is not an adverse party to a case in which the Corporation, or any company within the group, is a party
(iii) Independent	Approval of Nomination Committee	In accordance with Manual of Corporate Governance + must not have outstanding liabilities to the Corporation and is not an adverse party to a case in which the Corporation, or any company within the group, is a party
b. Re-Election		
(i) Executive	Approval of Nomination Committee	In accordance with Manual of Corporate Governance + must not have outstanding liabilities to the Corporation and is not an adverse party to a case in which the Corporation, or any company within the group, is a party
(ii) Non-Executive	Approval of Nomination Committee	In accordance with Manual of Corporate Governance + must not have outstanding liabilities to the Corporation and is not an adverse party to a case in which the Corporation, or any company within the group, is a party

(iii) Independent	Approval of Nomination Committee	In accordance with Manual of Corporate Governance + must not have outstanding liabilities to the Corporation and is not an adverse party to a case in which the Corporation, or any company within the group, is a party
c. Permanent Disqualification		
(i) Executive	Approval of Nomination Committee	In accordance with Manual of Corporate Governance + must not have outstanding liabilities to the Corporation and is not an adverse party to a case in which the Corporation, or any company within the group, is a party
(ii) Non-Executive	Approval of Nomination Committee	In accordance with Manual of Corporate Governance + must not have outstanding liabilities to the Corporation and is not an adverse party to a case in which the Corporation, or any company within the group, is a party
(iii) Independent	Approval of Nomination Committee	In accordance with Manual of Corporate Governance + must not have outstanding liabilities to the Corporation and is not an adverse party to a case in which the Corporation, or any company within the group, is a party
d. Temporary Disqualification		
(i) Executive	Approval of Nomination Committee	In accordance with Manual of Corporate Governance + must not have outstanding liabilities to the Corporation and is not an adverse party to a case in which the Corporation, or any company within the group, is a party
(ii) Non-Executive	Approval of Nomination Committee	In accordance with Manual of Corporate Governance + must not have outstanding liabilities to the Corporation and is not an adverse party to a case in which the

		Corporation, or any company within the group, is a party
(iii) Independent	Approval of Nomination Committee	In accordance with Manual of Corporate Governance + must not have outstanding liabilities to the Corporation and is not an adverse party to a case in which the Corporation, or any company within the group, is a party
e. Removal		
(i) Executive	Approval of Nomination Committee, Board and Stockholders	In accordance with Corporation Code
(ii) Non-Executive	Approval of Nomination Committee, Board and Stockholders	In accordance with Corporation Code
(iii) Independent	Approval of Nomination Committee, Board and Stockholders	In accordance with Corporation Code
f. Re-instatement		
(i) Executive	Approval of Nomination Committee	In accordance with Manual of Corporate Governance + must not have outstanding liabilities to the Corporation and is not an adverse party to a case in which the Corporation, or any company within the group, is a party
(ii) Non-Executive	Approval of Nomination Committee	In accordance with Manual of Corporate Governance + must not have outstanding liabilities to the Corporation and is not an adverse party to a case in which the Corporation, or any company within the group, is a party
(iii) Independent	Approval of Nomination Committee	In accordance with Manual of Corporate Governance + must not have outstanding liabilities to the Corporation and is not an adverse party to a case in which the Corporation, or any

		company within the group, is a party
g. Suspension		
(i) Executive	Recommendation of Compliance Officer and Approval of Board	In accordance with Manual of Corporate Governance
(ii) Non-Executive	Recommendation of Compliance Officer and Approval of Board	In accordance with Manual of Corporate Governance
(iii) Independent	Recommendation of Compliance Officer and Approval of Board	In accordance with Manual of Corporate Governance

#### Item 8. Remuneration

##### (a) Remuneration Process

Disclose the process used for determining the remuneration of the CEO and the most highly compensated Executive and Non-Executive Officers:

Process	CEO	Top 5 highest paid Executive Officers	Top 5 highest paid Non-Executive Officers
(1) Fixed remuneration	Negotiated, based on work to be done, and responsibilities and liabilities to be assumed, and is the lowest based on industry standard	Negotiated, based on work to be done, and responsibilities and liabilities to be assumed, and is the lowest based on industry standard	Negotiated, based on work to be done, and responsibilities and liabilities to be assumed, and is the lowest based on industry standard
(2) Variable remuneration	n/a	n/a	n/a
(3) Per diem allowance	n/a	n/a	n/a
(4) Bonus	n/a	n/a	n/a
(5) Stock Options and other financial instruments	n/a	n/a	n/a
(6) Others (specify)	n/a	n/a	n/a

##### (b) Philosophy and Structure

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

	Remuneration Policy	Structure of Compensation Packages	How Compensation is Calculated
Executive Directors	Negotiated, based on work to be done,		

	and responsibilities and liabilities to be assumed, and is the lowest based on industry standard		
Non-Executive Directors	Fixed, but less than Executive Directors		

(c) Aggregate Remuneration

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

(1) The Company

Remuneration Item	Board of Directors	Executive Directors	Non-Executive Directors	Independent Directors
(1) Fixed remuneration	5,205,000.00	3,484,000.00	1,300,000.00	745,000.00
(2) Variable remuneration	n/a	n/a	n/a	n/a
(3) Per diem allowance	n/a	n/a	n/a	n/a
(4) Bonus	n/a	n/a	n/a	n/a
(5) Stock Options and other financial instruments	n/a	n/a	n/a	n/a
(6) Others (specify)	n/a	n/a	n/a	n/a
<b>TOTAL</b>	<b>5,205,000.00</b>	<b>3,484,000.00</b>	<b>1,300,000.00</b>	<b>745,000.00</b>

Other Benefits	Board of Directors	Executive Directors	Non-Executive Directors	Independent Directors
(1) Advances	n/a	n/a	n/a	n/a
(2) Credit Granted	n/a	n/a	n/a	n/a
(3) Pension Plan or Plans Contributions	n/a	n/a	n/a	n/a
(4) Pension Plans, Obligations Incurred	n/a	n/a	n/a	n/a
(5) Life Insurance Premium	n/a	n/a	n/a	n/a
(6) Hospitalization Plan	n/a	n/a	n/a	n/a
(7) Car Plan	n/a	n/a	n/a	n/a
(8) Others (Specify)	n/a	n/a	n/a	n/a
<b>TOTAL</b>	<b>n/a</b>	<b>n/a</b>	<b>n/a</b>	<b>n/a</b>

(2) Group of Companies

Directors, Executive Officers, Non-Executive Officers who are members of other boards and/or top management of the parent company, subsidiaries or entities under common control:

Remuneration Item	Board of Directors	Executive Directors	Non-Executive Directors	Independent Directors
(1) Fixed remuneration	4,640,000.00	3,150,000.00	745,000.00	745,000.00

(2) Variable remuneration	n/a	n/a	n/a	n/a
(3) Per diem allowance	n/a	n/a	n/a	n/a
(4) Bonus	n/a	n/a	n/a	n/a
(5) Stock Options and other financial instruments	n/a	n/a	n/a	n/a
(6) Others (specify)	n/a	n/a	n/a	n/a
<b>TOTAL</b>	<b>4,640,000.00</b>	<b>3,150,000.00</b>	<b>745,000.00</b>	<b>745,000.00</b>

<b>Other Benefits</b>	<b>Board of Directors</b>	<b>Executive Directors</b>	<b>Non-Executive Directors</b>	<b>Independent Directors</b>
(1) Advances	n/a	n/a	n/a	n/a
(2) Credit Granted	n/a	n/a	n/a	n/a
(3) Pension Plan or Plans Contributions	n/a	n/a	n/a	n/a
(4) Pension Plans, Obligations Incurred	n/a	n/a	n/a	n/a
(5) Life Insurance Premium	n/a	n/a	n/a	n/a
(6) Hospitalization Plan	n/a	n/a	n/a	n/a
(7) Car Plan	n/a	n/a	n/a	n/a
(8) Others (Specify)	n/a	n/a	n/a	n/a
<b>TOTAL</b>	<b>n/a</b>	<b>n/a</b>	<b>n/a</b>	<b>n/a</b>

(3) Total remuneration per type of director

<b>Type of Director</b>	<b>Per Company</b>	<b>Per Group of Company</b>
Regular Directors	745,000.00	
Executive Directors	3,150,000.00	
Non-Executive Directors	745,000.00	
Independent Directors	745,000.00	
<b>TOTAL</b>		

(4) With respect to profits attributable to the holding company (if any)

<b>Total Remuneration</b>	<b>Total Remuneration of directors as a percentage of the profit distributed to the holding company</b>
Board of Directors	n/a
Executive Directors	n/a
Non-Executive Directors	n/a
Independent Directors	n/a

(d) Stock Rights, Options and Warrants

(1) Board of Directors

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

<b>Director's Name</b>	<b>No. of Direct Option/Rights /Warrants</b>	<b>No. of Indirect Option/Rights /Warrants</b>	<b>No. of Equivalent Shares</b>	<b>Total % from Capital Stock</b>
n/a				

(2) Executive/Non-Executive Directors

Complete the following table on the Executive and Non-Executive Directors who own or are entitled to stock rights, options or warrants over the company's shares:

Director's Name	No. of Direct Option/Rights /Warrants	No. of Indirect Option/Rights /Warrants	No. of Equivalent Shares	Total % from Capital Stock
n/a				

(3) Amendments of Incentive Programs

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

Incentive Program	Amendments	Date of Stockholders' Approval
n/a		

(e) Remuneration of Management (per annum)

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

Name	Amount
Lorna Patajo Kapunan	260,000.00
Manolita L. Morales	839,583.33
Martina Ladaw	474,836.64
Victoria de los Reyes	540,000.00
John Benedict Sioson	195,000.00

**Item 9. Organizational & Board Meetings**

(a) Number of Meetings

Organizational Meeting	1
Board Meeting	2
No. of Board Meetings with Chairman	2
No. of Board Meeting w/o chairman	1

(b) Attendance of Directors

Board	Name	Date of Election	No. of Meetings Held	No. of Meetings Attended	%
Chairman	Katrina Ponce Enrile	10/05/12	3	3	100
Member	Ramon Jacinto	10/05/12	3	3	100
Member	Erlinda Bildner	10/05/12	3	3	100
Member	Marietta Ilusorio	10/05/12	3	3	100
Member	Pablo Lobregat	10/05/12	3	3	100
Member	Daniel Gutierrez	10/05/12	3	3	100
Member	Abraham Abesamis	10/05/12	3	3	100
Member	Robert Jaworski, Jr.	10/05/12	3	3	100
Member	Prudencio Somera, Jr.	10/05/12	3	2	67

(c) Temporary Disqualification

Indicate if there is a provision on temporary disqualification of directors with less than 50% attendance during the most recent year, if so, provide details

Yes ✓

No

Procedure	Details
If nominees were part of the Board of Directors in the immediately preceding year, Nomination Committee checks attendance	Nomination Committee does not approve nomination of directors with less than 50% attendance during the immediately preceding year

(d) External Advice  
Indicate whether or not a procedure exists whereby directors can receive external advice and if so provide details

Procedure	Details
Directors are given ample time to study a proposal during which external advice can be received	Whenever there is a proposal for new business, the proposal is discussed during a board meeting and thereafter directors can consult his or her own consultants or do their own research prior to voting on the proposal, usually at the next meeting

(e) Committee Procedures  
Disclose whether there is a procedure that Directors can avail of to enable them to get information necessary to be able to prepare in advance for the meetings of different committees.

Yes

No

Committee	Details of Procedure
Audit	Highlights of financials are given to the directors/members of audit committee and internal and external auditors are available to answer their questions.
Corporate Governance	n/a
Executive	Highlights of Agenda are disclosed to directors/members of executive committee and proposed action is explained in advance.
Ethics and Social Responsibility	n/a
Nomination	List of nominees, their background and qualification are disclosed prior to meeting.
Remuneration	Report is prepared by HR consultant.
Risk Management	n/a
Others (specify)	n/a

(f) Major Issues Resolved

Date of Meeting	Major Issue Resolved
n/a	n/a

#### Item 10. Trainings and Seminars

(a) Professional Development  
State the professional development training attended, if any, by directors and officers for the past three (3) years:

Name of Director/Officer	Date of Training	Program	Name of Accredited Training Institution
Katrina Ponce Enrile	12/13/10	Seminar on Corporate Good Governance	PICPA (CPE Provider Accreditation No. 1)

Erlinda I. Bildner	12/13/10	Seminar on Corporate Good Governance	PICPA (CPE Provider Accreditation No. 1)
Ramon Jacinto	12/13/10	Seminar on Corporate Good Governance	PICPA (CPE Provider Accreditation No. 1)
Abraham Abesamis	12/13/10	Seminar on Corporate Good Governance	PICPA (CPE Provider Accreditation No. 1)
Daniel Gutierrez	12/13/10	Seminar on Corporate Good Governance	PICPA (CPE Provider Accreditation No. 1)
Victoria de los Reyes	12/13/10	Seminar on Corporate Good Governance	PICPA (CPE Provider Accreditation No. 1)
John Benedict Sison	12/13/10	Seminar on Corporate Good Governance	PICPA (CPE Provider Accreditation No. 1)

(b) Value Orientation

State the value orientation seminar attended, if any, by directors and officers for the past three (3) years:

Name of Director/Officer	Date of Training	Program	Name of Accredited Training Institution
n/a			

(c) Risk Management

State the risk management training attended, if any, by directors and officers for the past three (3) years:

Name of Director/Officer	Date of Training	Program	Name of Accredited Training Institution
n/a			

**Item 11. Board Committees**

(a) Number of Members, Functions and Responsibilities

Provide details on the number of members of each committee, its functions and key responsibilities

Committee	No. of Members	Functions	Key Responsibilities
Audit	4	Review management's activities in managing financials	Monitors compliance with laws, rules and regulations, Monitors Management's activities as regards credit, market, liquidity, etc., Reviews financial statements
Corporate Governance	n/a		
Executive	5	Performs duties that are delegated to it by the Board	Approves corporate acts that need urgent attention in between Board meetings
Ethics & Social Responsibility	n/a		
Nomination	4	Review qualification of nominees to the Board	Review qualifications of nominees to the board and assess effectiveness of Board's processes and procedures in the

			election and replacement of directors.
Remuneration	4	Review compensation	Ensure that compensation is consistent with company culture, strategy and business environment
Risk Management	n/a		

(b) Committee Members

(1) Corporate Governance Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%
n/a					

State how the Corporate Governance Committee conducts an annual review of committee performance and/or individual performance in accordance with guidelines recommended by the Committee and approved by the Board

Corporate Governance Guidelines	Review of Committee Performance	Review of Individual Performance
n/a		

(2) Executive Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%
Chairman	Ramon P. Jacinto	10/05/12	1	1	100
Member	Katrina C. Ponce-Enrile	10/05/12	1	1	100
Member	Erlinda I. Bildner	10/05/12	1	1	100
Member	Daniel C. Gutierrez	10/05/12	1	1	100
Member	Robert B. Jaworski, Jr.	10/05/12	1	1	100

Explain the degree of delegation and autonomy it enjoys in the performance of its duties, and the adoption of resolutions on the company's management and administration.

Delegation and Autonomy	Adopted Resolutions
Performs duties that are delegated to it by the Board	n/a

State how the Executive Committee conducts an annual review of committee performance, and/or individual performance in accordance with guidelines recommended by the Committee and approved by the Board.

Executive Committee Guidelines	Review of Committee Performance	Review of Individual Performance
n/a		

(3) Ethics & Social Responsibility Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%
	n/a				

State how the Ethics & Social Responsibility Committee conducts an annual review of committee performance, and/or individual performance in accordance with guidelines recommended by the Committee and approved by the Board.

<b>Ethics &amp; Social Responsibility Committee Guidelines</b>	<b>Review of Committee Performance</b>	<b>Review of Individual Performance</b>
n/a		

(4) Audit Committee

<b>Office</b>	<b>Name</b>	<b>Date of Appointment</b>	<b>No. of Meetings Held</b>	<b>No. of Meetings Attended</b>	<b>%</b>
Chairman	(vacant)	10/05/12			
Member	Ramon Jacinto	10/05/12	2	2	100
Member	Erlinda Bildner	10/05/12	2	2	100
Member	Katrina Ponce Enrile	10/05/12	2	2	100
Member	Manolita Morales	10/05/12	2	2	100

State how the Audit Committee conducts an annual review of committee performance, and/or individual performance in accordance with guidelines recommended by the Committee and approved by the Board.

<b>Audit Committee Guidelines</b>	<b>Review of Committee Performance</b>	<b>Review of Individual Performance</b>
n/a		

(5) Nomination Committee

<b>Office</b>	<b>Name</b>	<b>Date of Appointment</b>	<b>No. of Meetings Held</b>	<b>No. of Meetings Attended</b>	<b>%</b>
Chairman	Robert Jaworski, Jr.	10/05/12	1	1	100
Member	Pablo Lobregat	10/05/12	1	1	100
Member	Marietta Ilusorio	10/05/12	1	1	100
Member	Katrina Ponce Enrile	10/05/12	1	1	100

State how the Nominations Committee conducts an annual review of committee performance, and/or individual performance in accordance with guidelines recommended by the Committee and approved by the Board.

<b>Nominations Committee Guidelines</b>	<b>Review of Committee Performance</b>	<b>Review of Individual Performance</b>
n/a		

(6) Remuneration Committee

<b>Office</b>	<b>Name</b>	<b>Date of Appointment</b>	<b>No. of Meetings Held</b>	<b>No. of Meetings Attended</b>	<b>%</b>
Chairman	Ramon Jacinto	10/05/12	1	1	100
Member	Robert Jaworski, Jr.	10/05/12	1	1	100
Member	Abraham Abesamis	10/05/12	1	1	100
Member	Lorna Patajo Kapunan	10/05/12	1	1	100

State how the Remunerations Committee conducts an annual review of directors, management and individual performance against their Key Performance Indicators (KPIs) in accordance with guidelines recommended by the Committee and approved by the Board.

	<b>Remunerations Committee Guidelines</b>	<b>Review of Committee Performance</b>
Board of Directors	n/a	
Management	n/a	
Individuals	n/a	

(7) Risk Management Committee

<b>Office</b>	<b>Name</b>	<b>Date of Appointment</b>	<b>No. of Meetings Held</b>	<b>No. of Meetings Attended</b>	<b>%</b>
	n/a				

State how the Risk Management Committee conducts an annual review of committee performance, and/or individual performance in accordance with guidelines recommended by the Committee and approved by the Board.

<b>Risk Management Guidelines</b>	<b>Review of Performance</b>
1. Financial	n/a
2. Strategic	n/a
3. Operational	n/a
4. Hazard	n/a
5. Knowledge Management	n/a
6. Compliance	n/a

(c) Powers of Each Committee

(1) Advisory and Consultation

State as and if applicable the advisory and consultation powers delegated to each of the committees:

<b>Committee</b>	<b>Advisory Powers</b>	<b>Consultation Powers</b>
Audit	Advises the Board of issues with respect to financials	Consulted on issues that may arise with respect to financials
Corporate Governance	n/a	n/a
Ethics & Social Responsibility	n/a	n/a
Executive	Advises the Board on results of its studies and recommends actions to be taken thereon	n/a
Nomination	Advises the Board of possible disqualifications of its members	n/a
Remuneration	Advises the Board of matters with respect to compensation	n/a
Risk Management	n/a	n/a

(2) Regulations on Consultations and Amendments

State as and if applicable, the regulations of the board committees, the places where they are available for consultation and any amendments introduced

during the financial year. Also state whether or not an annual report has been submitted on the activities of each committee.

Committee	Regulations	Place of Consultation	Amendments
Audit	n/a	Principal Office	n/a
Corporate Governance	n/a	n/a	n/a
Ethics & Social Responsibility	n/a	n/a	n/a
Executive	n/a	Principal Office	n/a
Nomination	n/a	Principal Office	n/a
Remuneration	n/a	Principal Office	n/a
Risk Management	n/a	n/a	n/a

(d) Work Done and Issues Addressed

State the report on the work done by each committee, if any, and the significant issues addressed.

Committee	Work Done	Issues Addressed
Audit	Approved financial statements and recommended such approval to Board	n/a
Corporate Governance	n/a	n/a
Ethics & Social Responsibility	n/a	n/a
Executive	Approved proposals and recommended plans of action to Board of Directors	n/a
Nomination	Approved nominees to the Board of Directors	n/a
Remuneration	Reviewed compensation plan	n/a
Risk Management	n/a	n/a

(e) Committee Program

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

Committee	Planned Program	Issues to be Addressed
Audit	n/a	n/a
Corporate Governance	n/a	n/a
Ethics & Social Responsibility	n/a	n/a
Executive	n/a	n/a
Nomination	n/a	n/a
Remuneration	n/a	n/a
Risk Management	n/a	n/a

(f) Changes in Committee Members

Committee	Name	Reason
Audit	Jose Ma. Ozamiz	Resignation
Corporate Governance		
Ethics & Social Responsibility		
Executive		

Nomination		
Remuneration		
Risk Management		

#### Item 12. Internal Audit and Control

(a) Role, Scope and Resources

Give a general description of the role, scope and resources of internal audit.

Role	Scope	Resource
Internal Auditor	Performs such duties as may be inherent in the title	Martina K. Ladaw

(b) Evaluation Process

State the evaluation of the audit committee's assessment process of the internal auditor's competence and the performance of its internal audit functions.

Evaluation Process	Competency	Performance
Did background check on qualifications and regularly evaluates performance	Competent for the position	Performed up to expectation

(c) Resignation, Re-assignment and Reasons

State any resignations or reassignment of the internal audit staff and the reasons for them.

Name of Audit Staff	Reason
n/a	

(d) Progress against Plans, Issues, Findings and Examination Trend

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

Progress against Plans	Significant Issues	Findings	Examination Trends
n/a			

(e) Audit Control Policies and Procedures

State the company's internal audit control policies and procedures and their implementation

Policies & Procedures	Implementation
All expenses must be accompanied by receipts	Internal auditor keeps all receipts as evidence of expenses
All disbursements must be approved by appropriate authority	Internal auditor makes sure that vouchers are signed and approved by appropriate department
All income and expenses and capital expenditures must be recorded	Internal auditor ensures proper recording of all income and expenses and capital expenditure.

(f) Mechanism and Safeguards

State the mechanism established by the company to safeguard the independence of the auditors, financial analysts, investment banks and rating agencies.

Auditors	Financial Analysts	Investment Banks	Rating Agencies
Must not have any prior relationship with any person in the group, Due diligence conducted and accreditation is	Must not have any prior relationship with any person in the group	Must not have any prior relationship with any person in the group	n/a

ascertained.		
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### Item 13. Annual/Special Stockholders' Meeting

(a) Quorum  
Give details on the quorum required to convene the Annual/Special Stockholders' Meeting as set forth in its By-Laws

Quorum Required	50% + 1
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(b) System used to Approve Corporate Acts  
Explain the system used to approve corporate acts.

<b>System Used</b>	Viva Voce or Balloting
<b>Description</b>	Ordinary corporate acts are approved by a majority who vote via viva voce or balloting.

(c) Stockholders' Rights  
List any stockholders rights concerning Annual/Special Stockholders' Meeting that differ from those laid down in the Corporation Code

Stockholders' Rights under the Corporation Code	Stockholders' Rights not in the Corporation Code
The Corporation respects all stockholders' rights under the Corporation Code and there are no other rights given the stockholders other than those in the Corporation.	

(d) Stockholders' Participation  
Measures Adopted  
State if any the measures adopted to promote stockholder participation in the Annual/Special Stockholders' Meeting, including the procedure on how stockholders and other parties may communicate directly with the Chairman of the Board, Individual Directors or board committees.

Measures Adopted	Communication Procedure
Open Forum	Any stockholder may pose a question or point of clarification during the meeting
After-meeting Tete-a-Tete	Any stockholder may approach the Chairman, the directors or any member of the board committees to pose a question or point of clarification

(e) Modification  
State if any the modifications made in the Annual/Special Stockholders' Meeting regulations during the most recent year and the reason for such modification:

Modification	Reason for Modification
n/a	

(f) Stockholders' Attendance  
Details of Attendance in the Annual Stockholders' Meeting held:

Type of Meeting	Date of Meeting	% Attending in Person	% in Proxy	Total %
Annual	10/05/13	15%	80%	95%
Special	n/a			

(g) Proxy Voting Policies

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

<b>Policies</b>	
Execution and Acceptance of Proxies	All proxies are deemed to be duly executed and accepted by the proxy holder unless contested
Notary	Proxies need not be notarized
Submission of Proxy	Submission must be by deadline set by Corporation
Several Proxies	Later valid proxy nullifies earlier proxy
Validity of Proxies	Proxies are generally valid for the meeting for which they are submitted, unless otherwise indicated in the proxy
Proxies executed abroad	Proxies executed abroad must be duly subscribed to and consularized
Invalidated Proxy	Invalidated proxies are not allowed to vote
Validation of Proxy	Validation is held prior to the meeting
Violation of Proxy	Violation of the instructions to the proxy holder nullifies his/her vote

(h) Communication Strategy

State the company's communications strategy to promote effective communications with its stockholders

<b>Strategy</b>	<b>Policies</b>
Company may write every stockholder, disclose as much information as possible, and/or publish notices in the newspapers	To disperse as much information as possible

(i) Treatment of Minority Stockholders

State the company's policies with respect to the treatment of minority stockholders

<b>Policies</b>	<b>Implementation</b>
Company treats minority stockholders in the same manner as majority stockholders. Any stockholder whether majority or minority must likewise treat the company and its management with respect.	Any demand by a stockholder who has displayed a hostile attitude to the company will be treated with caution and upon proper assessment of the legal risks by the general counsel. Otherwise, general requests by stockholders are acquiesced to.

(j) Sending of Notices

State the company's policies on sending of notices of annual/special stockholders' meeting

<b>Policies</b>	<b>Procedure</b>
Notice must be within time frame prescribed by law	Notice of meeting is sent to all stockholders of record at their last known address at least 15 business days prior to meeting and published in the newspapers prior to the meeting.

(k) Definitive Information Statements and Management Report

Number of stockholders entitled to receive Definitive Information Statements and Management Report and other materials	1174
Date of Actual Distribution of Definitive	14 September 2012

Information Statement and Management Report and other materials held by market participants/certain beneficial owners	
Date of Actual Distribution of Definitive Information Statement and Management Report and other materials held by stockholders	14 September 2012
State whether CD format or hard copies were distributed	CD format was distributed with prior permission from the SEC
If yes, indicate whether requesting stockholders were provided hard copies	Only 1 stockholder requested for a hard copy.

#### **Item 14. Investors Relations Program**

Describe the company's investor relations program

	<b>Details</b>
(1) Objectives	n/a
(2) Principles	n/a
(3) Means of Communication	n/a
(4) Investor Relations Offices	n/a
(5) Performance	n/a

\*The Corporation does not currently have an investors relations program. Nonetheless, any communication that the Corporation has with its investors is made either via a disclosure, a letter to their last known mailing address or by publication.

#### **Item 15. Internal Breaches and Sanctions**

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

<b>Violation</b>	<b>Sanction</b>
If by director	Warning, Reprimand, Suspension, Removal
If by officer	Warning, Reprimand, Suspension, Removal
If by Management	Warning, Reprimand, Suspension, Removal
If by employees	Warning, Reprimand, Suspension, Removal

#### **Item 16. Corporate Social Responsibility Initiatives**

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

<b>Initiative</b>	<b>Beneficiary</b>
n/a	

Pursuant to the requirement of the Securities and Exchange Commission, this Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Makati on 28th day of June 2013.

### SIGNATURES



**KATRINA PONCE ENRILE**  
Chairman of the Board



**RAMON P. JACINTO**  
Chief Executive Officer



**LORNA PATAJO-KAPUNAN**  
Compliance Officer



**ROBERT JUDE B. JAWORSKI, JR.**  
Independent Director

**SUBSCRIBED AND SWORN** to before me this 28th day of June 2013, affiant (s) exhibiting to me their ID's as follows:

Name	Passport/ID No.	Date/Place Issue
Katrina Ponce Enrile	XX3483526	DFA, Manila Phils.
Ramon P. Jacinto	XX2109502	DFA, Manila Phils.
Lorna Patajo-Kapunan	03-5426421-7	
Robert Jude B. Jaworski, Jr.	157-323-460	

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Book No. : 1 ;  
Series of 2013.



**BERNADETTE S. YANZON**  
Notary Public-Makati City  
Until 31 December 2014  
IBP Lifetime Member No. 03264, Rolt No. 45724  
PTR No. 0006302, 01/03/2013, Makati City  
12/F Telecom Plaza Bldg. 316 Sen. Gil J. Puyat Ave., Makati