

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM - I-ACGR

### INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended  
Dec 31, 2019
2. SEC Identification Number  
12942
3. BIR Tax Identification Number  
000-104-320-000
4. Exact name of issuer as specified in its charter  
Marcventures Holdings Inc.
5. Province, country or other jurisdiction of incorporation  
Manila, Philippines
6. Industry Classification Code(SEC Use Only)
  
7. Address of principal office  
4th Floor Citibank Center, Paseo de Roxas, Makati City  
Postal Code  
1227
  
8. Issuer's telephone number, including area code  
632-88314479
  
9. Former name, former address, and former fiscal year, if changed since last report  
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*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*

**Marcventures Holdings, Inc.****MARC**

**PSE Disclosure Form I-ACGR - Integrated Annual Corporate Governance Report**  
**Reference: SEC Code of Corporate Governance for Publicly-Listed Companies, PSE**  
**Corporate Governance Guidelines, and ASEAN Corporate Governance Scorecard**

**Description of the Disclosure**

SEC FORM I-ACGR

**Filed on behalf by:**

<b>Name</b>	Maila Lourdes De Castro
<b>Designation</b>	VP Legal





SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

GENERAL INSTRUCTIONS

A. Use of Form I-ACGR

This SEC Form shall be used as a tool to disclose Publicly-Listed Companies’ compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for Publicly-Listed Companies, which follows the “comply or explain” approach, and for harmonizing the corporate governance reportorial requirements of the SEC and the Philippine Stock Exchange (PSE).

B. Preparation of Report

These general instructions are not to be filed with the report. The report shall contain the numbers and captions of all items.

The I-ACGR has four columns, arranged as follows:

RECOMMENDED CG PRACTICE/POLICY	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>Contains CG Practices/ Policies, labelled as follows:</p> <p>(1) “Recommendations” – derived from the CG Code for PLCs;</p> <p>(2) “Supplement to Recommendation” – derived from the PSE CG Guidelines for Listed Companies;</p> <p>(3) “Additional Recommendations” – CG Practices not found in the CG Code for PLCs and PSE CG Guidelines but are expected already of PLCs; and</p> <p>(4) “Optional Recommendation” – practices taken from the ASEAN Corporate Governance Scorecard</p> <p>*Items under (1) – (3) must be answered/disclosed by the PLCs following the “comply or explain” approach. Answering of items under (4) are left to the discretion of PLCs.</p>	<p>The company shall indicate compliance or non-compliance with the recommended practice.</p>	<p>The company shall provide additional information to support their compliance with the recommended CG practice.</p>	<p>The PLCs shall provide the explanations for any non-compliance, pursuant to the “comply or explain” approach.</p> <p>Please note that the explanation given should describe the non-compliance and include by the company.</p> <p>**“Not Applicable” or “None” shall not be considered as sufficient explanation</p>



C. Signature and Filing of the Report

- a. Three (3) copies of a fully accomplished I-ACGR shall be filed with the Main Office of the Commission on or before May 30 of the following year for every year that the company remains listed in the PSE;
- b. At least one (1) complete copy of the I-ACGR shall be duly notarized and shall bear original and manual signatures
- c. The I-ACGR shall be signed under oath by: (1) Chairman of the Board; (2) Chief Executive Officer or President; (3) All Independent Directors; (4) Compliance Officer; and (5) Corporate Secretary.
- d. The I-ACGR shall cover all relevant information from January to December of the given year.
- e. All reports shall comply with the full disclosure requirements of the Securities Regulation Code.



INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT, NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>The Board's Governance Responsibilities</b>			
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.			
<b>Recommendation 1.1</b>			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	<p>Provide information or link/reference to a document containing information on the following:</p> <ol style="list-style-type: none"> <li>1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors</li> <li>2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance</li> </ol> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Website: Board of Directors and Officers</b>  <a href="https://www.marcventuresholdings.com/board_of_directors_and_officers">https://www.marcventuresholdings.com/board_of_directors_and_officers</a></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 1(1.1 and 1.2)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 1(1.1)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p><b>2019 Annual Report (SEC Form 17-A), Ref: Item 9: Directors and Executive Officers of the Registrant, pages 31-35</b></p>	

		<p><a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p> <p><b>SEC Form 20-IS, Ref: Item 5: Directors and Executive Officers, pages 5-9</b></p> <p><a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p>	
2. Board has an appropriate mix of competence and expertise.	Compliant	<p><b>Website: Board of Directors and Officers</b></p> <p><a href="https://www.marcventuresholdings.com/board_of_directors_and_officers">https://www.marcventuresholdings.com/board_of_directors_and_officers</a></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 1(1.1 and 1.2)</b></p> <p><a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 1(1.1)</b></p> <p><a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	<p><b>Website: Board of Directors and Officers</b></p> <p><a href="https://www.marcventuresholdings.com/board_of_directors_and_officers">https://www.marcventuresholdings.com/board_of_directors_and_officers</a></p> <p><b>2019 Annual Report (SEC Form17-A, as amended), Ref: Item 9: Directors and Executive Officers of the Registrant, pages 31-35</b></p> <p><a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p>	

**Recommendation 1.2**

<p>1. Board is composed of a majority of non-executive directors</p>	<p>Compliant</p>	<p>Identify or provide link/reference to a document identifying the directors and the type of their directorships.</p> <p><b>Out of 10 directors, 9 are non- executive directors.</b></p> <p><b>Website: Board of Directors and Officers</b>  <a href="https://www.marcventureholdings.com/board_of_directors_and_officers">https://www.marcventureholdings.com/board_of_directors_and_officers</a></p> <p><b>SEC Form 20-IS, Ref: Item 5: Directors and Executive Officers, pages 5-9,</b>  <a href="https://marcventureholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventureholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p>	
<b>Recommendation 1.3</b>			
<p>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</p>	<p>Compliant</p>	<p>Provide link or reference to the company’s Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</p> <p><b>Links/References are as follows:</b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 1(1.3)</b>  <a href="https://marcventureholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventureholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 1(1.3)</b>  <a href="https://marcventureholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventureholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p>The Company provides an annual training program from an SEC accredited provider. The training programs varies each year and covers a range of matters, including traditional corporate governance topics such as audit, internal controls, anti-corruption and risk management.</p>	

		<p>The Company has no formal Board Charter and policy on training. However, all Directors and officers undergo a yearly 5-hour training program with SEC certified providers.</p> <p>The Certificates of Attendance to the training program for 2019 were submitted to both SEC and PSE in 2019. Please see link below.</p> <p><b>Advisement Letter</b>  <a href="https://marcventuresholdings.com/private/any/U5yVCD9djiZL8I7U-1574057448.pdf">https://marcventuresholdings.com/private/any/U5yVCD9djiZL8I7U-1574057448.pdf</a></p> <p><a href="https://marcventuresholdings.com/private/any/pO6rx1B0u1prv6Z2-1578271684.pdf">https://marcventuresholdings.com/private/any/pO6rx1B0u1prv6Z2-1578271684.pdf</a></p>	
<p>2. Company has an orientation program for first time directors.</p>	<p>Compliant</p>	<p>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.</p> <p><b>Links/References are as follows:</b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 1(1.3)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item1(1.3)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p>The Company provides annual training and/or seminar to its directors and officers from an SEC-accredited provider. The orientation program is compulsory for all members to</p>	

		<p>participate. The Company also encourages the directors to participate in seminars conducted by reputable providers.</p> <p>The President, Chairman and Board have a responsibility to ensure that first-time directors are given proper support in learning their role so that they can get up to speed. All nominees are screened by the Nomination and Corporate Governance Committee and are informed in advance of the board's mandate and areas of responsibility, organizational structure, operations and key personnel, terms of directors, committee membership, chairs etc., board work plan, including current projects and priorities, board culture and protocols relating to motions, voting, agenda, telephone participation, etc.</p>	
<p>3. Company has relevant annual continuing training for all directors.</p>	<p>Compliant</p>	<p>The Company has no formal Board Charter on training. However, all Directors and officers undergo a yearly 5-hour training program with SEC certified providers.</p> <p>The Certificates of Attendance to the training program for 2019 were submitted to both SEC and PSE in 2019.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 1(1.3)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 1(1.3)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p><b>Advisement Letter</b>  <a href="https://marcventuresholdings.com/private/any/U5yVCD9djiZL8I7U-1574057448.pdf">https://marcventuresholdings.com/private/any/U5yVCD9djiZL8I7U-1574057448.pdf</a></p>	

		<a href="https://marcventuresholdings.com/private/any/pO6rx1B0u1prv6Z2-1578271684.pdf">https://marcventuresholdings.com/private/any/pO6rx1B0u1prv6Z2-1578271684.pdf</a>	
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>Indicate gender composition of the board.</p> <p><b>Links/References are as follows:</b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 1(1.3)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 1(1.4)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p>Currently, the Board has 10 members with 8 male and 2 female directors. Notably, per the Company's Amended Article of Incorporation dated December 29, 2017, the Company increased the number of directors from 9 to 11.</p> <p><b>Website: Board of Directors and Officers</b>  <a href="https://www.marcventuresholdings.com/board_of_directors_and_officers">https://www.marcventuresholdings.com/board_of_directors_and_officers</a></p>	
<b>Optional: Recommendation 1.4</b>			



<p>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</p>	<p>Non-Compliant</p>	<p>Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.</p> <p>Provide link or reference to a progress report in achieving its objectives.</p>	<p>While the Company has no formal Board Diversity policy yet, MHI still practices board diversity by ensuring that the Board is composed of diverse set of directors based on the individual's professional and personal backgrounds (namely from different fields, regional and industry experience, age, gender, culture, skills, background, competence and knowledge). Moving forward, the Company intends to institutionalize such practice by adopting the same in its Board Charter.</p>
<p><b>Recommendation 1.5</b></p>			
<p>1. Board is assisted by a Corporate Secretary.</p>	<p>Compliant</p>	<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><b>Links/References are as follows:</b></p> <p>The qualifications, duties and responsibilities of the Corporate Secretary are disclosed in 2016 Revised Manual on Corporate Governance and updated in the 2020 Revised Manual on Corporate Governance of MHI.</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 1(1.5)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 1(1.5)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf</a></p> <p><b>The Corporate Secretary of MHI is Atty. Roberto V. San Jose.</b>  <a href="https://marcventuresholdings.com/mhi_bod_san_jose">https://marcventuresholdings.com/mhi_bod_san_jose</a></p>	

		<p><b>SEC Form 20-IS, Ref: Item 5: Directors and Executive Officers, pages 5 and 9</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p> <p><b>Disclosure – Results of Organizational Meeting</b>  <a href="https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf">https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf</a></p>	
<p>2. Corporate Secretary is a separate individual from the Compliance Officer.</p>	<p>Compliant</p>	<p>MHI ensures that the functions of the Corporate Secretary are distinct and clearly delineated from the function of the Compliance Officer. This is laid down in the Company’s 2020 Revised Manual on Corporate Governance.</p> <p><b>Links/References are as follows:</b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 1(1.5)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 1(1.5)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf</a></p> <p><b>Disclosure – Results of Organizational Meeting</b>  <a href="https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf">https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf</a></p> <p>Corporate Secretary:</p> <ul style="list-style-type: none"> <li>• Atty. Roberto V. San Jose</li> </ul>	

		<p>Asst. Corporate Secretaries and Compliance Officers:</p> <ul style="list-style-type: none"> <li>• Atty. Ana Maria A. Katigbak</li> <li>• Atty. Maila G. De Castro</li> </ul>	
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	<p>The Corporate Secretary is not a member of the MHI Board of Directors.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Website: Board of Directors and Officers</b>  <a href="https://marcventuresholdings.com/board_of_directors_and_officers">https://marcventuresholdings.com/board_of_directors_and_officers</a></p> <p><b>SEC Form 20-IS, Ref: Item 5. Directors and Executive Officers, pages 5-6</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p> <p><b>Disclosure – Results of Organizational Meeting</b>  <a href="https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf">https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf</a></p> <p><b>2019 General Information Sheet, Ref: page 4</b>  <a href="https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf">https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf</a></p>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<p>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered.</p> <p>MHI Officers participate in comprehensive training programs and it is compulsory for all key officers to participate in on-going professional development training.</p> <p><b>Advisement Letter</b>  <a href="https://marcventuresholdings.com/private/any/U5yVCD9djiZL8I7U-1574057448.pdf">https://marcventuresholdings.com/private/any/U5yVCD9djiZL8I7U-1574057448.pdf</a></p>	

		<p><a href="https://marcventuresholdings.com/private/any/pO6rx1B0u1prv6Z2-1578271684.pdf">https://marcventuresholdings.com/private/any/pO6rx1B0u1prv6Z2-1578271684.pdf</a></p> <p>See <b>Annexes “1” and “1-2”</b> for the Certificates of Attendance of Atty. Ana Maria A. Katigbak and Atty. Roberto V. San Jose, respectively.</p>	
<b>Optional: Recommendation 1.5</b>			
<p>1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.</p>	<p>Compliant</p>	<p>Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting</p> <p>Under Item 1(1.5)(f) of the 2016 Revised Manual on Corporate Governance and Article 3, Item 1(1.5)(f) of the 2020 Revised Manual on Corporate Governance, it is the Corporate Secretary’s duty and responsibility to inform members of the Board, in accordance with MHI by-laws and its amendment/s, of the agenda of their meetings at least five (5) working days in advance prior to the date of the meeting, and ensure that the members have before them accurate information that will enable them to arrive at intelligent decisions on matter that require their approval.</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 1(1.5)(f)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 1(1.5)(f)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	

		<p>The Asst. Corporate Secretary sends email notification to the Board on the agenda of the meeting at least five (5) business days before the scheduled meeting and provides advance copies of the materials (memos and reports) both via email and printed copies before the meeting. See sample screenshots of the emails (<b>Annex A</b>).</p>	
<b>Recommendation 1.6</b>			
<p>1. Board is assisted by a Compliance Officer.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Compliance Officers:</b>  <b>Atty. Ana Maria A. Katigbak (Compliance Officer)</b>  <a href="https://marcventuresholdings.com/mhi_bod_katigbak">https://marcventuresholdings.com/mhi_bod_katigbak</a></p> <p><b>Atty. Maila G. De Castro (Co-Compliance Officer)</b>  <a href="https://marcventuresholdings.com/Maila_Lourdes_De_Castro">https://marcventuresholdings.com/Maila Lourdes De Castro</a></p> <p><b>Disclosure – Results of Organizational Meeting</b>  <a href="https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf">https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf</a></p> <p><b>2019 General Information Sheet, Ref: page 4</b>  <a href="https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf">https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf</a></p> <p><b>SEC Form 20-IS, Ref: Item 5. Directors and Executive Officers, page 9</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p> <p><b>PSE Disclosure Form 4-8</b>  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=9c00e177682d17aeefdc15ec263a54d">https://edge.pse.com.ph/openDiscViewer.do?edge_no=9c00e177682d17aeefdc15ec263a54d</a></p>	

		<p><b>2016 Revised Manual of Corporate Governance, Ref: Item 1(1.6)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 1(1.6)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	The Compliance Officer, Atty. Ana Maria A. Katigbak, is engaged in a consultancy capacity. She is a Senior Partner in the Law Firm of Castillo Laman Tan Pantaleon & San Jose. The Co-Compliance Officer, Atty. Maila G. De Castro, is the Head for Legal Department of MHI and holds a Vice President position with adequate stature and authority.	
3. Compliance Officer is not a member of the board.	Compliant	<p><b>Disclosure – Results of Organizational meeting</b>  <a href="https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf">https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf</a></p> <p><b>2019 General Information Sheet, Ref: page 4</b>  <a href="https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf">https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf</a></p>	
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered.</p> <p>MHI Officers participate in comprehensive training programs and it is compulsory for all key officers to participate in on-going professional development training.</p> <p><b><u>Links/References are as follows:</u></b></p>	

		<p><b>Advisement Letter</b>  <a href="https://marcventuresholdings.com/private/any/U5yVCD9djiZL8I7U-1574057448.pdf">https://marcventuresholdings.com/private/any/U5yVCD9djiZL8I7U-1574057448.pdf</a>   <a href="https://marcventuresholdings.com/private/any/pO6rx1B0u1prv6Z2-1578271684.pdf">https://marcventuresholdings.com/private/any/pO6rx1B0u1prv6Z2-1578271684.pdf</a></p>	
<p>Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company’s articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.</p>			
<p><b>Recommendation 2.1</b></p>			
<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting).</p> <p>Board of Directors actively participate during regular and special Board meetings. Further, the Chairman of the Board makes certain that the meeting agenda focus on strategic and operational matters with the assistance of the Corporate Secretary, while taking into consideration the advice and suggestions of the Board and Management.</p> <p>The Directors are able to perform their duties and responsibilities through the timely provision of Board materials as well as easy and timely access to information or inputs for sound decision making.</p> <p>The Board ensures that key financial decisions related to investment/capital expenditure considered by various businesses in which the Company has direct equity undergo appropriate processes and approval.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>SEC Form 20-IS, Ref: Item 11, page 13</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p>	

		<p><b>2019 Annual Report (SEC Form 17-A, as amended), Ref: Item 14, page 40</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p> <p><b>SEC Form 17-C</b>  <a href="https://www.marcventuresholdings.com/sec%20form%2017%20c%20current%20report">https://www.marcventuresholdings.com/sec form 17 c current report</a></p> <p>See sample Minutes of the Regular Meeting of the Board of Directors of MHI held on February 21, 2019 (<b>Annex B</b>)</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.1)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.1)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
<b>Recommendation 2.2</b>			
<p>1. Board oversees the development, review and approval of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting).</p> <p>Indicate frequency of review of business objectives and strategy.</p> <p>The Board plays a leading role in the establishment of the Company's strategic framework, setting the overall strategic direction and reviewing and monitoring of its progress at least on a quarterly basis. It ensures that the implementation of existing policies and strategies, including business plans and</p>	



		<p>overall performance of the Management team based on clear established performance matrix are periodically evaluated and monitored, and that the corporate activities and key management decisions are still aligned with the Company's vision and mission.</p> <p>Quarterly board meetings ensure regular reporting and monitoring of performance management. The Executive Committee monitors the progress of the implementation on a regular basis.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>SEC Form 20-IS, Ref: Item 11, page 13</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p> <p><b>SEC form 17-C</b>  <a href="https://www.marcventuresholdings.com/sec_form_17_c_current_report">https://www.marcventuresholdings.com/sec_form_17_c_current_report</a></p> <p><b>2019 Annual Report, Ref: Item 14, page 40</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p> <p>See Material Information Disclosures in the Company and PSE, Company website, and Minutes of the Board Meetings</p> <p>See sample Minutes of the Regular Meeting of the Board of Directors of MHI held on February 21, 2019 (<b>Annex B</b>)</p> <p><b>PSE Disclosure on Material Information/Transaction:</b>  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=a69a96c3e5c2f634efdfc15ec263a54d">https://edge.pse.com.ph/openDiscViewer.do?edge_no=a69a96c3e5c2f634efdfc15ec263a54d</a></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.1)</b></p>	
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<p>2. Board oversees and monitors the implementation of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p>The Board leads the overall Company's business direction and strategy.</p> <p><b>Links/References are as follows:</b></p> <p><b>SEC Form 20-IS, Ref: Item 11, page 13</b></p> <p><a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p> <p><b>SEC form 17-C</b></p> <p><a href="https://www.marcventuresholdings.com/sec%20form%2017%20c%20current%20report">https://www.marcventuresholdings.com/sec form 17 c current report</a></p> <p>See sample Minutes of the Regular Meeting of the Board of Directors of MHI held on February 21, 2019 (<b>Annex B</b>)</p> <p><b>PSE Disclosure on Material Information/Transaction:</b></p> <p><a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=a69a96c3e5c2f634efdfc15ec263a54d">https://edge.pse.com.ph/openDiscViewer.do?edge_no=a69a96c3e5c2f634efdfc15ec263a54d</a></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.1)</b></p> <p><a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p>	

		<p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.2)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
<b>Supplement to Recommendation 2.2</b>			
<p>1. Board has a clearly defined and updated vision, mission and core values.</p>	Compliant	<p>Indicate or provide link/reference to a document containing the company's vision, mission and core values.</p> <p>Indicate frequency of review of the vision, mission and core values.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Website: Vision Mission Statement</b>  <a href="https://www.marcventuresholdings.com/vision_mission_statement">https://www.marcventuresholdings.com/vision_mission_statement</a></p>	
<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p>	Compliant	<p>Provide information on or link/reference to a document containing information on the strategy execution process.</p> <p>The Company is constantly reviewing and modifying processes to facilitate effective management performance in harmony with the Company's business environment and culture. Management aims to develop a corporate culture which creates an environment that is conducive to performance improvement, shapes the way people act and interact, as a result, this culture influences how things get done. The President is working closely with the Senior Officers with the aim to bring about transformational cultural change at every level, improving performance and making the Company a safer place to work and to ensure that the Company is united by shared values, a major step towards putting Marcventures on track for sustained growth.</p>	

		<p>In 2019, the Board was supported in the performance of its functions by the following board committees:</p> <ul style="list-style-type: none"> <li>• Executive Committee</li> <li>• Audit, Governance, Oversight and Related Party Transaction Committee</li> <li>• Nomination and Compensation Committee</li> <li>• Investments Committee</li> </ul> <p>The Committees assist the Board in ensuring that the Company's business objectives and strategies are cascaded, implemented and properly monitored within their specific spheres of functions.</p> <p><b>Links/References are as follows:</b></p> <p><b>Results of 2019 Annual Stockholders' Meeting</b>  <a href="https://marcventuresholdings.com/private/any/7ftfuHKBWgxnboji-1569905137.pdf">https://marcventuresholdings.com/private/any/7ftfuHKBWgxnboji-1569905137.pdf</a></p> <p><b>Disclosure – Results of Organizational Meeting</b>  <a href="https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf">https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf</a></p>	
<b>Recommendation 2.3</b>			
<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications</p> <p>See website for Information about Mr. Cesar Zalamea, Chairman  <a href="https://marcventuresholdings.com/mhi_bod_zalamea">https://marcventuresholdings.com/mhi_bod_zalamea</a></p> <p><b>SEC Form 20-IS, Ref: Item 5. Directors and Executive Officers, page 6</b></p>	

		<a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a>	
<b>Recommendation 2.4</b>			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<p>Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation</p> <p><b>Links/References are as follows:</b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.4)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.3)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p>While the Company has no formal succession planning program in place to date, it has an Organizational Chart which is sufficient for purposes of succession planning of key officers and management.</p> <p>For Directors, the By-laws provide for a mechanism in case there is a vacant seat:</p> <p><b>Amended By-Laws dated May 29, 2015, Ref: Article II, Section 5</b>  <a href="https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf">https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.5.1.f)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	

<p>2. Board adopts a policy on the retirement for directors and key officers.</p>	<p>Non-complaint</p>	<p><b>Links/References are as follows:</b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.4)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-20">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-20</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.3)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	<p>While the Company has yet to adopt a formal policy for the retirement of its Directors and Key Officers, it follows general statutory mandates and the basic components of a retirement policy are already in place. In the meantime, this is currently in process.</p> <p>Further, on December 4, 2019, MHI Retirement Plan covering qualified employees and officers was presented to the Retirement Committee of MHI and the MHI Retirement Plan was approved by the Board during its regular meeting held on December 18, 2019.</p> <p>MHI is currently working on setting-up a Trust Agreement with the selected trustee for the management and administration of fund, and submission to Bureau of Internal Revenue (BIR) of a tax qualification letter.</p>
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**Recommendation 2.5**

<p>1. Board aligns the remuneration of key officers and board members with long-term interests of the company.</p>	<p>Compliant</p>	<p>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.</p>	
<p>2. Board adopts a policy specifying the relationship between remuneration and performance.</p>	<p>Compliant</p>	<p><b>Links/References are as follows:</b></p>	
<p>3. Directors do not participate in discussions or deliberations involving his/her own remuneration.</p>	<p>Compliant</p>	<p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.5)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-20">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-20</a></p>	

		<p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.4)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p>The stockholders owning at least two-thirds (2/3) of the outstanding capital stock at their annual meeting held on November 14, 2014 and by the Board of Directors at their meeting on March 21, 2014 approved the amendment of the By-Laws to grant compensation to the members of the Board in accordance with the provisions of Republic Act No. 11232 or the Revised Corporation Code of the Philippines.</p> <ul style="list-style-type: none"> <li>• Sec. 29 of the Revised Corporation Code of the Philippines provides:</li> </ul> <p>Compensation of Directors. – In the absence of any provision in the by-laws fixing their compensation, the directors shall not receive any compensation in their capacity as such, except for reasonable per diems: Provided, however, that the stockholders representing at least a majority of the outstanding capital stock may grant directors with compensation and approve the amount thereof at a regular or special meeting.</p> <p>In no case shall the total yearly compensation of directors exceed ten percent (10%) of the net income before income tax of the corporation during the preceding year.</p> <p>Directors shall not participate in the determination of their own per diems or compensation.</p>	
<b>Optional: Recommendation 2.5</b>			
1. Board approves the remuneration of senior executives.	Compliant	Provide proof of board approval.	

		<p>There was no instance in 2019 which required Board approval.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>The remuneration of Executive directors can be found in the Company's 2016 and 2020 Revised Manual on Corporate Governance.</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.5)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-20">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-20</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.4)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p><b>Amended By-Laws dated May 29, 2015 (Annex D)</b>  <a href="https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf">https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf</a></p> <p><b>Section 6, Article II of the Company's Amended By-Laws dated May 29, 2015 states:</b>  A portion of the Company's annual net profits before tax shall be allocated as a performance-based bonus to be distributed among members of the Board of Directors, executive officers and consultants of the Company, as determined by the Board, provided that the total yearly compensation of Directors, as such directors duly approved by the vote of the stockholders representing at least majority of the outstanding capital stock shall not exceed 10% of the net income before income tax of the Company during the preceding year, in addition to any</p>	
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		reasonable per diems that a Director may receive (Amended on November 14, 2014).	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Non-Compliant	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 Corporation currently does not have any claw back provision or mechanism on deferred bonuses. This may not be necessary considering the size, structure and operations of the Company.
<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy.	Compliant	<p>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.</p> <p>Provide proof if minority shareholders have a right to nominate candidates to the board.</p> <p>Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>The nomination and selection process in electing directors are provided in the Company's 2016 and 2020 Revised Manual on Corporate Governance, and in Securities and Exchange Commission (SEC) Information Statement.</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.6)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.5)</b></p>	

		<p><a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p><b>SEC Form 20-IS, Ref: pages 9-10</b></p> <p><a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	<p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.6)</b></p> <p><a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.5)</b></p> <p><a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	<p>The Corporation recognizes minority rights as embodied in the Revised Corporation Code which allow minority stockholders the right to cumulate their votes for election of directors and the right to nominate directors, among others.</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.6)</b></p> <p><a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.5) &amp; Item 13(13.1)</b></p> <p><a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	

<p>4. Board nomination and election policy includes how the board shortlists candidates.</p>	<p>Compliant</p>	<p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.6)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.5)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
<p>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.</p>	<p>Compliant</p>	<p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.6)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.5)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
<p>6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.</p>	<p>Compliant</p>	<p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.6)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.5)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
<p><b>Optional: Recommendation to 2.6</b></p>			
<p>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.</p>	<p>Non-Compliant</p>	<p>Identify the professional search firm used or other external sources of candidates</p>	<p>The Company currently does not use any professional search firm or other external sources of candidates. When searching candidates to the board, the Company receives recommendation from the members of the board or from</p>

			stockholders. In this manner, the Board is aware of the capabilities of the candidate.
<b>Recommendation 2.7</b>			
<p>1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.</p>	Compliant	<p>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.</p> <p>Identify transactions that were approved pursuant to the policy.</p> <p>While the Company has an existing policy of related party transactions, there is no transaction yet that has reached the materiality threshold.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Material Related Party Transactions Policy</b>  <a href="https://marcventuresholdings.com/material_related_party_transactions_policy">https://marcventuresholdings.com/material_related_party_transactions_policy</a></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.7)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.6)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	

2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	<b>Material Related Party Transactions Policy, Ref: Part V. and VI.</b> <a href="https://marcventuresholdings.com/material_related_party_transactions_policy">https://marcventuresholdings.com/material_related_party_transactions_policy</a>	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	<b>Material Related Party Transactions Policy, Ref: Part II.</b> <a href="https://marcventuresholdings.com/material_related_party_transactions_policy">https://marcventuresholdings.com/material_related_party_transactions_policy</a>	
<b>Supplement to Recommendations 2.7</b>			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered de minimis or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	<p>Provide information on a materiality threshold for RPT disclosure and approval, if any.</p> <p>Provide information on RPT categories.</p> <p>The Company's Material Related Party Transactions Policy defines who are Related Parties and pegs the materiality threshold of related party transactions at ten percent (10%) of the Company's total consolidated assets. It also provides for the guidelines in the review and approval of a material related party transaction and criteria in approving MRPT, disclosure and review, among others.</p> <p><b>Links/References are as follows:</b></p> <p><b>Material Related Party Transactions Policy, Ref: Part II.</b> <a href="https://marcventuresholdings.com/material_related_party_transactions_policy">https://marcventuresholdings.com/material_related_party_transactions_policy</a></p> <p><b>2019 Annual Report</b> <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p>	
2. Board establishes a voting system whereby a majority of non-related party shareholders	Compliant	Provide information on voting system, if any.	

<p>approve specific types of related party transactions during shareholders' meetings.</p>		<p>Approval of a Material Related Party Transaction is subject to the approval of 2/3 of the members of the BOD, and ratification of the stockholders representing 2/3 of the outstanding capital stock during a meeting duly called for such purpose.</p> <p><b>Material Related Party Transactions Policy, Ref: Part VI.</b>  <a href="https://marcventuresholdings.com/material_related_party_transactions_policy">https://marcventuresholdings.com/material_related_party_transactions_policy</a></p> <p><b>SEC Form 20-IS, Ref: Page 5</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p> <p>The Board further adopts the provisions of the Revised Corporation Code of the Philippines on approvals of related-party transactions.</p>	
<b>Recommendation 2.8</b>			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>Identify the Management team appointed.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>The Board is guided by the provisions of the Revised Corporation Code of the Philippines in the selection of certain officers.</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.8)</b></p>	

		<a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a>  <b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.7)</b> <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a>	
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.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p>Although the Company has not adopted a formal policy on performance management, the Board clearly identifies and/or approves the Company’s goals and objectives that are cascaded to all levels of the organization. Performance is gauged based on results that are discussed during the Management Committee weekly meetings every Monday and various internal committee meetings headed by the senior management officers.</p>	
<b>Recommendation 2.9</b>			
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’s performance management is centered on the goals set from the Company level down to Management, teams and individual level. Goals set are Specific, Measurable, Achievable, Realistic, and Time-based. Progress is discussed weekly during the management committee meetings and quarterly during the executive committee meetings and subsequently during board meetings.</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		

		<p><b><u>Links/References are as follows:</u></b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.9)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.8)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf</a></p>	
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	Compliant	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.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<p>Please refer to the 2020 Revised Manual on Corporate Governance.</p> <p>The Board, through the Audit, Governance, Risk Oversight and Related Party Transactions Committee and Internal Audit Department, monitors and evaluates the adequacy and effectiveness of the Company’s internal control system.</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.10)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p>	



		<p><b>2020 Revised Manual on Corporate Governance</b>, Ref: Article 3, Item 2(2.9)  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
3. Board approves the Internal Audit Charter.	Compliant	<p>Provide reference or link to the company's Internal Audit Charter.</p> <p><b>Audit, Governance, Risk Oversight and Related Party Transactions Committee Charter</b>  <a href="https://marcventuresholdings.com/private/any/mwz50qDtSMPQPjDJ-1594800571.pdf">https://marcventuresholdings.com/private/any/mwz50qDtSMPQPjDJ-1594800571.pdf</a></p>	
<b>Recommendation 2.11</b>			
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.	Non-Compliant	<p>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.</p> <p>Provide proof of effectiveness of risk management strategies, if any.</p>	<p>Although the Company has no comprehensive, enterprise wide ERM framework, the basic components of an ERM to address the various risks the Company is exposed to are already in place and it is in the process of providing for an ERM framework.</p> <p>The Board of Directors and Management assess the various risks involved in its operations, including the agreements, contracts and transactions it enters into. The Company has appointed an Audit, Governance, Risk Oversight and Related Party Transactions Committee whose duty and responsibilities include among others, the oversight of financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal, compliance and other risks of the Corporation, and crisis management.</p>
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.	Non-Compliant	<p><b>MHI Enterprise Risk Management</b>  <a href="https://marcventuresholdings.com/enterprise_risk_management">https://marcventuresholdings.com/enterprise_risk_management</a></p> <p><b>2016 Revised Manual of Corporate Governance</b>, Ref: Item 2(2.11)  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>, Ref: Article 3, Item 2(2.10)  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	



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.  <b>Links/References are as follows:</b>	Although the Company has no formal Board Charter for other committees, the affairs of the Board are adequately governed by the Revised Corporation Code of the Philippines, the Company's Articles of Incorporation and By-Laws and its amendment/s, and its Revised Manual on Corporate Governance.
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	<b>MHI AOI and By-Laws</b> <a href="https://marcventuresholdings.com/articles_of_incorporation_by_laws">https://marcventuresholdings.com/articles_of_incorporation_by_laws</a>	
3. Board Charter is publicly available and posted on the company's website.	Compliant	<b>2016 Revised Manual of Corporate Governance</b> <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a>  <b>2020 Revised Manual on Corporate Governance</b> <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a>	
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.  <b>Links/References are as follows:</b>  <b>Insider Trading Policy</b> <a href="https://www.marcventuresholdings.com/insider_trading_policy">https://www.marcventuresholdings.com/insider_trading_policy</a>	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or	Compliant	Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.	

<p>ensuring that the transaction is conducted at arm's length basis and at market rates.</p>		<p><b><u>Links/References are as follows:</u></b></p> <p>The Company does not have an express policy specifically on the grant of loans to directors. However, such transaction should be within the ambit of the Material Related Party Transactions Policy:</p> <p><b>Material Related Party Transactions Policy</b>  <a href="https://marcventureholdings.com/material_related_party_transactions_policy">https://marcventureholdings.com/material_related_party_transactions_policy</a></p>	
<p>2. Company disclose the types of decision requiring board of directors' approval.</p>	<p>Compliant</p>	<p>Indicate the types of decision requiring board of directors' approval and where there are disclosed.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>SEC Form 17-C Reports</b>  <a href="https://www.marcventureholdings.com/sec_form_17_c_current_report">https://www.marcventureholdings.com/sec_form_17_c_current_report</a></p> <p><b>2019 Disclosures</b>  <a href="https://www.marcventureholdings.com/2019_disclosures">https://www.marcventureholdings.com/2019_disclosures</a></p>	
<p>Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.</p>			
<p><b>Recommendation 3.1</b></p>			
<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on all the board committees established by the company.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Disclosure – Results of Organizational Meeting</b></p>	

		<p><a href="https://marcventuresholdings.com/private/any/WKA4Lc4JnP9g pTnf-1569904901.pdf">https://marcventuresholdings.com/private/any/WKA4Lc4JnP9g pTnf-1569904901.pdf</a></p> <p><b>Board Committees</b> <a href="https://marcventuresholdings.com/board_committees">https://marcventuresholdings.com/board_committees</a></p> <p><b>2019 General Information Sheet</b> <a href="https://www.marcventuresholdings.com/private/any/XepSSqpt abtaQnKR-1579076823.pdf">https://www.marcventuresholdings.com/private/any/XepSSqpt abtaQnKR-1579076823.pdf</a></p>	
<b>Recommendation 3.2</b>			
<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company’s financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</p> <p>Indicate if it is the Audit Committee’s responsibility to recommend the appointment and removal of the company’s external auditor.</p> <p><b>Links/References are as follows:</b></p> <p><b>Audit, Governance, Risk Oversight and Related Party Transactions Committee Charter</b> <a href="https://marcventuresholdings.com/private/any/mwz50qDtSMP QPiDJ-1594800571.pdf">https://marcventuresholdings.com/private/any/mwz50qDtSMP QPiDJ-1594800571.pdf</a></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 3(3.2)</b> <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 3(3.2)</b> <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf</a></p>	

<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p>Non-Compliant</p>	<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><b>Links/References are as follows:</b></p> <p><b>Disclosure – Results of Organizational Meeting</b>  <a href="https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf">https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf</a></p> <p><b>Board Committees</b>  <a href="https://marcventuresholdings.com/board_committees">https://marcventuresholdings.com/board_committees</a></p> <p>See <b>website</b> for Information about Atty. Carlos Alfonso T. Ocampo and Mr. Augusto C. Serafica, Jr.</p> <p><a href="https://www.marcventuresholdings.com/mhi_bod_ocampo">https://www.marcventuresholdings.com/mhi_bod_ocampo</a></p> <p><a href="https://www.marcventuresholdings.com/mhi_bod_serafica">https://www.marcventuresholdings.com/mhi_bod_serafica</a></p> <p><b>2019 General Information Sheet</b>  <a href="https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf">https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf</a></p>	<p>Currently, there is vacancy for one seat in MHI’s Audit, Governance, Risk Oversight and Related Party Transactions Committee due to the resignation of Justice Vicente V. Mendoza, an Independent Director, in October 2019.</p> <p>Currently, the members of the Audit, Governance, Risk Oversight and Related Party Transactions Committee are:</p> <ul style="list-style-type: none"> <li>• Chairman: Atty. Carlos Alfonso T. Ocampo (Independent Director; Non-Executive)</li> <li>• Member: Augusto C. Serafica, Jr. (Non-Executive Director)</li> </ul>
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>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><b>Links/References are as follows:</b></p> <p>See <b>website</b> for Information about Atty. Carlos Alfonso T. Ocampo and Mr. Augusto C. Serafica, Jr.</p> <p><a href="https://www.marcventuresholdings.com/mhi_bod_ocampo">https://www.marcventuresholdings.com/mhi_bod_ocampo</a></p>	

		<a href="https://www.marcventuresholdings.com/mhi_bod_serafica">https://www.marcventuresholdings.com/mhi_bod_serafica</a>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Non-compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee</p> <p><b>Links/References are as follows:</b></p> <p><b>Disclosure – Results of Organizational Meeting</b>  <a href="https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf">https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf</a></p> <p><b>Board Committees</b>  <a href="https://marcventuresholdings.com/board_committees">https://marcventuresholdings.com/board_committees</a></p>	Atty. Carlos Alfonso T. Ocampo, the Chairman of the Audit Committee, is also the Chairman of the Corporate Governance and Related Party Transaction Committees.
<b>Supplement to Recommendation 3.2</b>			
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.	Not applicable. There were no non-audit services conducted by an external auditor for the year 2019.
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Non-Compliant	Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.	The Audit, Governance, Risk Oversight and Related Party Transactions Committee conducts meetings with the external audit team with representatives from the Management to explain the operations of the subsidiaries. However, the Audit Committee may directly communicate their concerns with the external audit team.
<b>Optional: Recommendation 3.2</b>			

1. Audit Committee meet at least four times during the year.	Non-Compliant	Indicate the number of Audit Committee meetings during the year and provide proof.	The Audit Committee only met twice for the year 2019.
2. Audit Committee approves the appointment and removal of the internal auditor.	Non-compliant	Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.	The Company has a Head of Internal Audit which is appointed by the Board.
<b>Recommendation 3.3</b>			
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 functions.</p> <p>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</p> <p><b>Links/References are as follows:</b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 3(3.3)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 3(3.3)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p><b>Audit, Governance, Risk Oversight and Related Party Transactions Committee Charter</b>  <a href="https://marcventuresholdings.com/private/any/mwz50qDtSMPQPjDJ-1594800571.pdf">https://marcventuresholdings.com/private/any/mwz50qDtSMPQPjDJ-1594800571.pdf</a></p>	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non-Compliant	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.	The functions of the Corporate Governance Committee are exercised by the Audit, Governance, Oversight and Related Party Transactions Committee.

		<p><b><u>Links/References are as follows:</u></b></p> <p><b>Disclosure – Results of Organizational Meeting</b>  <a href="https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf">https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf</a></p> <p><b>Board Committees</b>  <a href="https://marcventuresholdings.com/board_committees">https://marcventuresholdings.com/board_committees</a></p> <p>See <b>website</b> for Information about Atty. Carlos Alfonso T. Ocampo and Mr. Augusto C. Serafica, Jr.</p> <p><a href="https://www.marcventuresholdings.com/mhi_bod_ocampo">https://www.marcventuresholdings.com/mhi_bod_ocampo</a></p> <p><a href="https://www.marcventuresholdings.com/mhi_bod_serafica">https://www.marcventuresholdings.com/mhi_bod_serafica</a></p> <p><b>2019 General Information Sheet</b>  <a href="https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf">https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf</a></p>	<p>Currently, there is vacancy for one seat in in the Committee due to the resignation of Justice Vicente V. Mendoza, an Independent Director, in October 2019.</p> <p>Currently, the members of the Corporate Governance Committee are:</p> <ul style="list-style-type: none"> <li>• Chairman: Atty. Carlos Alfonso T. Ocampo (Independent Director)</li> <li>• Member: Augusto C. Serafica, Jr. (Non-Executive Director)</li> </ul>
<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>Atty. Carlos Alfonso T. Ocampo, the Chairman of MHI’s Corporate Governance Committee, is an Independent Director as per MHI 2019 General Information Sheet.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Disclosure – Results of Organizational Meeting</b>  <a href="https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf">https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf</a></p>	



		<p><b>Board Committees</b>  <a href="https://marcventuresholdings.com/board_committees">https://marcventuresholdings.com/board_committees</a></p> <p><b>2019 General Information Sheet</b>  <a href="https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf">https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf</a></p>	
<b>Optional: Recommendation 3.3</b>			
1. Corporate Governance Committee meet at least twice during the year.	Non-complaint	Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.	The Corporate Governance Committee did not have any meeting for the year 2019.
<b>Recommendation 3.4</b>			
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.	Non-Compliant	<p>Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions</p> <p><b>Links/References are as follows:</b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 3(3.4)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 3(3.4)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p><b>Audit, Governance, Risk Oversight and Related Party Transactions Committee Charter</b>  <a href="https://marcventuresholdings.com/private/any/mwz50qDtSMPQPIDJ-1594800571.pdf">https://marcventuresholdings.com/private/any/mwz50qDtSMPQPIDJ-1594800571.pdf</a></p>	<p>Considering the size, structure and operations of the Company, it does not have a separate BROC. The Board is assisted by the Audit, Governance, Risk Oversight and Related Party Transactions Committee with responsibility for risk oversight as outlined in its committee charter.</p> <p><b>Audit, Governance, Risk Oversight and Related Party Transactions Committee Charter</b>  <a href="https://marcventuresholdings.com/private/any/mwz50qDtSMPQPIDJ-1594800571.pdf">https://marcventuresholdings.com/private/any/mwz50qDtSMPQPIDJ-1594800571.pdf</a></p> <p>The establishment of a separate BROC may not be necessary considering the Company's minimal independent operations; being highly dependent on the performance of its subsidiaries which have</p>

2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Non-complaint	Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship.	their own independent audit, risk and control measures.
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Non-complaint	Provide information or link/reference to a document containing information on the Chairman of the BROC.	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Non-complaint	Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.	
<b>Recommendation 3.5</b>			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	<p>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</p> <p>The functions of the Related Party Transactions Committee are exercised by the Audit, Governance, Oversight and Related Party Transactions Committee.</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 3(3.5)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 3(3.5)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p><b>Audit, Governance, Risk Oversight and Related Party Transactions Committee Charter</b></p>	

		<a href="https://marcventuresholdings.com/private/any/mwz50qDtSMPQPIDJ-1594800571.pdf">https://marcventuresholdings.com/private/any/mwz50qDtSMPQPIDJ-1594800571.pdf</a>	
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>Non-complaint</p>	<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><b><u>Links/References are as follows:</u></b></p> <p><b>Disclosure – Results of Organizational Meeting</b>  <a href="https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf">https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf</a></p> <p><b>Board Committees</b>  <a href="https://marcventuresholdings.com/board_committees">https://marcventuresholdings.com/board_committees</a></p> <p>See <b>website</b> for Information about Atty. Carlos Alfonso T. Ocampo and Mr. Augusto C. Serafica, Jr.</p> <p><a href="https://www.marcventuresholdings.com/mhi_bod_ocampo">https://www.marcventuresholdings.com/mhi_bod_ocampo</a></p> <p><a href="https://www.marcventuresholdings.com/mhi_bod_serafica">https://www.marcventuresholdings.com/mhi_bod_serafica</a></p> <p><b>2019 General Information Sheet</b></p>	<p>Currently, there is vacancy for one seat in MHI’s RPT Committee due to the resignation of Justice Vicente V. Mendoza, an Independent Director, in October 2019.</p> <p>Currently, the members of the RPT Committee are:</p> <ul style="list-style-type: none"> <li>• Chairman: Atty. Carlos Alfonso T. Ocampo (Independent Director)</li> <li>• Member: Augusto C. Serafica, Jr. (Non-Executive Director)</li> </ul>

		<a href="https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf">https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf</a>	
<b>Recommendation 3.6</b>			
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.	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	<p><b>Links/References are as follows:</b></p> <p><b>Board Committee Charters</b>  <a href="https://www.marcventuresholdings.com/Board_Committee_Charters">https://www.marcventuresholdings.com/Board Committee Charters</a></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 3(3.6)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 3(3.7)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p><b>Amended By-Laws dated May 29, 2015 (Annex D)</b>  <a href="https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf">https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf</a></p>	

3. Committee Charters were fully disclosed on the company's website.	Compliant	<p>Provide link to company's website where the Committee Charters are disclosed.</p> <p><b>Board Committee Charters</b>  <a href="https://www.marcenturesholdings.com/Board_Committee_Charters">https://www.marcenturesholdings.com/Board Committee Charters</a></p>	
<p>Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.</p>			
<p><b>Recommendation 4.1</b></p>			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<p>Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.</p> <p>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>Notices of regular and special meetings sent by the Corporate Secretary to the Board members include the statement "<b><u>Your presence is earnestly requested. Kindly advise the undersigned of your attendance and whether you will be attending the meeting in person or by teleconference facilities xxx</u></b>" (See sample notice attached as <b>Annex E</b>)</p> <p><b>Board Attendance 2019</b> - See attached separate sheet attached as <b>Annex F</b>.</p> <p><b>Links/References are as follows:</b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 4(4.1)</b>  <a href="https://marcenturesholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcenturesholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p>	

		<p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 4(4.1)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
<b>Board Attendance 2019</b> - See attached separate sheet attached as <b>Annex F.</b>			
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	<p>The Asst. Corporate Secretary sends email notification to the Board on the Agenda of the meeting at least five (5) business days before the scheduled meeting and provides advance copies of the materials (memoranda and reports) both via email and printed copies before the meeting. See sample screenshots of the emails (<b>Annex A</b>)</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 4(4.1)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance Ref: Article 3, Item 4(4.1)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
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>The Members of the Board and Committee actively participate in Board Meetings by asking questions or clarifications.</p> <p>See <b>Annex C</b> (Minutes of the Joint Meeting of the Retirement Committees of MHI and Marcventures Mining and Development Corporation, one of MHI’s subsidiaries) where Atty. Ocampo, Chairman of the Retirement Committee, asked whether the financial impact of the corporations have been computed and suggested that costs/expected payouts should be back ended.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 4(4.1)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item4(4.1)</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
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**Recommendation 4.2**

<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management’s proposals/views, and oversee the long-term strategy of the company.</p>	<p>Compliant</p>	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company’s directors in both listed and non-listed companies</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 4(4.2)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item 4(4.2)</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf</a></p> <p><b>SEC From 20-IS, Ref: Item 5</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esu N5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esu N5V-1567057503.pdf</a></p> <p><b>2019 Annual Report, Ref: Item 9</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29R Ws9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29R Ws9I-1594798256.pdf</a></p>	
<b>Recommendation 4.3</b>			
<p>1. The directors notify the company’s board before accepting a directorship in another company.</p>	<p>Compliant</p>	<p>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</p> <p><b><u>Links/References are as follows:</u></b></p>	



		<p><b>2016 Revised Manual of Corporate Governance, Ref: Item 4(4.3)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item 4(4.3)</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p>For 2019, the members of the Board had no report on their additional directorship from another company.</p>	
<b>Optional: Principle 4</b>			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Non-Compliant		Mr. Isidro C. Alcantara, Jr. is also an executive director in Bright Kindle Resources & Investments, Inc.
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	The Company sets the meeting schedule at the start of the year.	
3. Board of directors meet at least six times during the year.	Compliant	<p>Indicate the number of board meetings during the year and provide proof.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>In 2019, the Board of Directors held seven (7) meetings.</p> <p><b>Board Attendance 2019</b> - See attached separate sheet attached as <b>Annex F</b>.</p>	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-Compliant	Indicate the required minimum quorum for board decisions.	The Board observes the requirement of the Revised Corporation Code of the Philippines and the Company by-laws

			<p>which provides majority of the board to constitute quorum.</p> <p><b>Sec. 52 of the Revised Corporation Code of the Philippines provides:</b> “Unless the articles of incorporation or the by-laws provides for a greater majority, a majority of the directors as stated in the articles of incorporation shall constitute a quorum to transact corporate business, and every decision reached by at least a majority of the directors constituting a quorum, except for the election of officers which shall require the vote of a majority of all the members of the board, shall be valid as a corporate act.”</p> <p><b>Amended By-Laws dated May 29, 2015 (Annex D)</b>  <a href="https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf">https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf</a></p> <p><b>Section 2, Article II. of the Amended By-Laws dated May 29, 2015 provides</b> “xxx A majority of the Board of Directors at a meeting duly assembled shall be necessary to constitute a quorum for the transaction of business, and the act of majority of a quorum so present shall be valid as a corporate act.”</p>
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**Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs.**

Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Non-Compliant	<p>Provide information or link/reference to a document containing information on the number of independent directors in the board.</p> <p><b>Links/References are as follows:</b>  <b>2019 General Information Sheet</b>  <a href="https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf">https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf</a></p> <p><b>Disclosure – Results of Organizational Meeting</b>  <a href="https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf">https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf</a></p>	The Company currently has 1 independent director (Atty. Carlos Alfonso T. Ocampo).
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><b>Links/References are as follows:</b></p> <p><b>SEC Form 20-IS, Item 5</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p> <p>See <b>website</b> for Information about Atty. Carlos Alfonso T. Ocampo</p> <p><a href="https://www.marcventuresholdings.com/mhi_bod_ocampo">https://www.marcventuresholdings.com/mhi_bod_ocampo</a></p> <p>Certification of Independent Director of Atty. Carlos Alfonso T. Ocampo is) attached as <b>Annex K</b>.</p>	
Supplement to Recommendation 5.2			

<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	<p>Compliant</p>	<p>Provide link/reference to a document containing information that directors are not constrained to vote independently.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>The Company has no stockholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p> <p>Further, our 2016 and 2020 Revised Manuals on Corporate Governance provide that an independent director is a person who is independent of Management and the controlling stockholder, and is free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director.</p> <p>An independent director should possess such qualifications and stature that would enable him to effectively participate in the deliberations of the Board and ensure proper checks and balances, including prevention of conflicts of interest, the exercise of independent judgment on corporate affairs, proper oversight of managerial performance and balancing of competing demands of the Company.</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 5</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item 5</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
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Recommendation 5.3			
<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document showing the years the IDs have served as such.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>2019 Annual Report, Item 9</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p> <p><b>SEC Form 20-IS, Item 5</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p> <p>No Independent Director has served for more than nine (9) years. In the instance of a retention, it shall be in compliance with SEC Memorandum Circular No. 4 series of 2017.</p>	
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 5 (5.3)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item 5(5.4)</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	

		The term limit of the Company's Independent Directors is in compliance with SEC Memorandum Circular No. 4 series of 2017.	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	<p>Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>No Independent Director has served for more than nine (9) years. In the instance of a retention, it shall be in compliance with SEC Memorandum Circular No. 4 series of 2017.</p> <p><b>SEC Form 20-IS, Ref: Item 5</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p>	
<b>Recommendation 5.4</b>			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	<p>Identify the company's Chairman of the Board and Chief Executive Officer.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Amended By-Laws dated May 29, 2015 (Annex D)</b>  <a href="https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf">https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf</a></p> <p><b>Section 5, Article III of the Company's Amended By-Laws dated May 29, 2015 states:</b> "The President shall be the Chief Executive Officer of the Company. In addition to such duties as may be imposed on him by the Board of Directors, he shall, in the absence of Chairman of the Board, preside at all meetings of the Board of Directors, and shall act as temporary Chairman at and</p>	

		<p>call to order all meetings of the stockholders of the Company. xxx”</p> <p>Mr. Cesar C. Zalamea is the Company’s Chairman of the Board. On the other hand, Mr. Isidro C. Alcantara, Jr. is the Company’s President.</p> <p><b>2019 General Information Sheet</b>  <a href="https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf">https://www.marcventuresholdings.com/private/any/XepSSqptabtaQnKR-1579076823.pdf</a></p> <p><b>SEC Form 20-IS, Ref: Item 5</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p> <p><b>Disclosure – Results of Organizational Meeting</b>  <a href="https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf">https://marcventuresholdings.com/private/any/WKA4Lc4JnP9gpTnf-1569904901.pdf</a></p>	
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>Complaint</p>	<p>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.</p> <p>Identify the relationship of Chairman and CEO or its equivalent position.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Amended By-Laws dated May 29, 2015 (Annex D)</b>  <a href="https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf">https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf</a></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.3) and Item 5(5.4)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p>	

		<p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item 1(1.2) and Item 5(5.5)</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
<b>Recommendation 5.5</b>			
<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>Non-Compliant</p>	<p>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</p> <p>Indicate if Chairman is independent.</p>	<p>In progress. There is currently only one independent director who is Mr. Carlos Alfonso T. Ocampo with the resignation of Justice Vicente V. Mendoza, an Independent Director, in October 2019.</p> <p>The present Chairman, Mr. Cesar C. Zalamea, is a non-executive director. While he is not an independent director, however, he is more than capable to lead the Board.</p>
<b>Recommendation 5.6</b>			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>Compliant</p>	<p>Provide proof of abstention, if this was the case.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>As a policy, directors with material or potential interest in a transaction abstain from taking part in deliberations of the transactions in which they have interest.</p> <p><b>Material Related Party Transactions Policy</b>  <i>Ref: Article IV</i>  <a href="https://marcventuresholdings.com/material_related_party_transactions_policy">https://marcventuresholdings.com/material_related_party_transactions_policy</a></p>	



		<p><a href="https://marcventuresholdings.com/assets/downloadable/MHI_MRPT_2_4_Oct_2019.pdf">https://marcventuresholdings.com/assets/downloadable/MHI_MRPT_2_4_Oct_2019.pdf</a></p> <p>Further, a director with a material or potential interest in a transaction affecting the Company is guided by the Company's 2016 and 2020 Revised Manuals on Corporate Governance.</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 5(5.6)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item 5(5.7)</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p>There was no transaction in 2019 where a director had a material or potential interest in any transaction affecting the Company that could have impelled him to abstain from taking part in the deliberations.</p>	
<b>Recommendation 5.7</b>			
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.	While the non-executive directors do not have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, the Audit, Governance, Risk Oversight and Related Party Transactions Committee meets with the external auditor and head of internal audit, compliance and risk functions of the Company's subsidiaries to discuss interim and annual financial statements of the Company.
2. The meetings are chaired by the lead independent director.	Non-Compliant		
<b>Optional: Principle 5</b>			

<p>1. None of the directors is a former CEO of the company in the past 2 years.</p>	<p>Non-Compliant</p>	<p>Provide name/s of company CEO for the past 2 years</p>	<p><b>Amended By-Laws dated May 29, 2015 (Annex D)</b>  <a href="https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf">https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf</a></p> <p><b>Section 5, Article III of the Company's Amended By-Laws dated May 29, 2015 states:</b> "The President shall be the Chief Executive Officer of the Company.</p> <p>Mr. Isidro C. Alcantara, Jr. is the President of the Company for the past two (2) years. The President must be a director in accordance with Section 24 of the Revised Corporation Code of the Philippines. Being the President, Mr. Alcantara is also the CEO of the Company in accordance with the provision in the Company by-laws.</p>
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**Assessing Board Performance**

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**

<p>1. Board conducts an annual self-assessment of its performance as a whole.</p>	<p>Non-Compliant</p>	<p>Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees.</p>	<p>The Company is in the process of establishing a formal policy and processed for the conduct of an annual assessment of the performance of the Board as a body, of the Chairman, of each of the individual directors, the committees, and corporate officers for continual improvement and effective</p>
<p>2. The Chairman conducts a self-assessment of his performance.</p>	<p>Non-Compliant</p>		
<p>3. The individual members conduct a self-assessment of their performance.</p>	<p>Non-Compliant</p>		

4. Each committee conducts a self-assessment of its performance.	Non-Compliant		<p>Board, Chairman, Committee and individual performance.</p> <p>Although the assessment of Board performance is already contained in the Company's 2016 Revised Manual of Corporate Governance and as updated in its 2020 Revised Manual of Corporate Governance, the Board has yet to review factors such as cost and available information and guidance on best practices. Nonetheless, the Company's Board discloses all relevant information to its stakeholders and the investing public through regular and timely disclosures to the SEC and PSE which will enable them to gauge the performance of the Board.</p>
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant	Identify the external facilitator and provide proof of use of an external facilitator.	The Board has not implemented a formal assessment process and has yet to decide on the need to do an individual assessment and consider the means by which such assessments or evaluations should be undertaken.
<b>Recommendation 6.2</b>			
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.	Non-Compliant	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.	The Company is in the process of establishing a formal policy and processes for the conduct of an annual assessment of the performance of the Board as a body, of the Chairman, of each of the individual directors, the committees, and corporate officers for continual improvement and effective Board, Chairman, Committee and individual performance.

			Although the assessment of Board performance is already contained in the Company's 2016 Revised Manual of Corporate Governance and as updated in its 2020 Revised Manual of Corporate Governance, the Board has yet to review factors to guide the conduct of assessment such as cost and other available information and guidance on best practices. Nonetheless, the Company's Board discloses all relevant information to its stakeholders and the investing public through regular and timely disclosures to the SEC and PSE which will enable them to gauge the performance of the Board.
2. The system allows for a feedback mechanism from the shareholders.	Compliant	The Company has provided all the necessary contact details for feedback.  Stockholders and stakeholders may raise their concerns or feedback through the company's Contact Us page: <a href="https://www.marcenturesholdings.com/contact_us">https://www.marcenturesholdings.com/contact_us</a>	
<b>Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.</b>			
<b>Recommendation 7.1</b>			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for	Compliant	Provide information on or link/reference to the company's Code of Business Conduct and Ethics.	

<p>professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.</p>		<p><b><u>Links/References are as follows:</u></b></p> <p><b>Code of Business Conduct and Ethics</b>  <a href="https://www.marcventureholdings.com/code_of_business_conduct_and_ethics">https://www.marcventureholdings.com/code_of_business_conduct_and_ethics</a></p> <p><a href="https://marcventureholdings.com/private/any/769qUI9AFYtA1iWq-1594799754.pdf">https://marcventureholdings.com/private/any/769qUI9AFYtA1iWq-1594799754.pdf</a></p>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>Compliant</p>	<p>Provide information on or discuss how the company disseminated the Code to the members of the Board.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>All directors were given a copy of the Company policies on Code of Business Conduct and Ethics. Said policies are accessible not only internally but publicly as well through the Company's website</p>	
<p>3. The Code is disclosed and made available to the public through the company website.</p>	<p>Compliant</p>	<p>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Code of Business Conduct and Ethics</b>  <a href="https://www.marcventureholdings.com/code_of_business_conduct_and_ethics">https://www.marcventureholdings.com/code_of_business_conduct_and_ethics</a></p> <p><a href="https://marcventureholdings.com/private/any/769qUI9AFYtA1iWq-1594799754.pdf">https://marcventureholdings.com/private/any/769qUI9AFYtA1iWq-1594799754.pdf</a></p>	
<p><b>Supplement to Recommendation 7.1</b></p>			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing</p>	<p>Complaint</p>	<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 involvement in offering, paying and receiving bribes.</p>		<p><b><u>Links/References are as follows:</u></b></p> <p><b>Gifts and Entertainment Policy</b>  <a href="https://marcventuresholdings.com/gifts_and_entertainment_policy">https://marcventuresholdings.com/gifts_and_entertainment_policy</a></p>	
<b>Recommendation 7.2</b>			
<p>1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.</p>	<p>Compliant</p>	<p>Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.</p> <p>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>The Board has the primary duty to make sure that the internal systems are in place to ensure the compliance with the Code of Business Conduct and Ethics and its internal policies and procedures of the Directors, officers, and employees in the performance of their duties and responsibilities and in their transaction with investors, creditors, contractors, vendors, suppliers, buyers, regulators, and the general public.</p> <p>The Company's Human Resources (HR) Department has the primary duty to implement and administer the Code of Business Conduct and Ethics and internal policies through onboarding orientation and refresher trainings.</p>	
<p>2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.</p>	<p>Compliant</p>	<p>The Board has the primary duty to make sure that the internal systems are in place to ensure the company's compliance with the Code and its internal policies and procedures</p>	

		<p><b><u>Links/References are as follows:</u></b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 7(7.2)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  Ref: Article 3, Item 7(7.2)  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf</a></p>	
<b>Disclosure and Transparency</b>			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
<b>Recommendation 8.1</b>			
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	<p>Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>The Company adheres to the regulatory and reportorial requirements as set by the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE).</p> <p>Structured and non-structured reports and material information about the Company are disclosed and made available in the Company's website.</p> <p><b>Company Website</b>  <a href="http://www.marcventuresholdings.com">www.marcventuresholdings.com</a>  <a href="https://marcventuresholdings.com/2019_disclosures">https://marcventuresholdings.com/2019_disclosures</a></p>	

		<p><b>2019 Annual Report</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p> <p><b>SEC Form 17-Q (Quarterly Report)</b>  <a href="https://marcventuresholdings.com/sec%20form%2017%20q%20quarterly%20report">https://marcventuresholdings.com/sec form 17 q quarterly report</a></p> <p><b>SEC Form 20-IS</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p> <p><b>PSE Edge Website</b>  <a href="https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=175">https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=175</a></p> <p><b>Links/References are as follows:</b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 8</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item 8</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
<b>Supplement to Recommendations 8.1</b>			
<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim</p>	<p>Compliant</p>	<p>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.</p> <p><b>Links/References are as follows:</b></p>	



<p>reports are published within forty-five (45) days from the end of the reporting period.</p>		<p>The Company submits financial reports in compliance with Rule 17.1 of the Securities Regulations Code (SRC) of the Philippines.</p> <p>17.1.1.1. The public and reporting companies shall file with the Commission:</p> <p>17.1.1.1.1. An annual report on SEC Form 17-A for the fiscal year in which the registration statement was rendered effective by the Commission, and for each fiscal year thereafter, within one hundred five (105) calendar days after the end of the fiscal year.</p> <p>17.1.1.1.2. A quarterly report on SEC Form 17-Q within forty-five (45) calendar days after the end of each of the first three quarters of each fiscal year. The first quarterly report of the Issuer shall be filed either within forty five (45) calendar days after the effective date of the registration statement or on or before the date on which such report would have been required to be filed if the Issuer had been required previously to file reports on SEC Form 17-Q, whichever is later.</p> <p>The Company's 2019 annual and quarterly reports were made available to the public on the following dates:</p> <ul style="list-style-type: none"> <li>• 1<sup>st</sup> Quarter 2019 (ended March 31, 2019) <ul style="list-style-type: none"> <li>- submitted to the SEC and posted in the Company website on May 20, 2019</li> </ul> </li> <li>• 2<sup>nd</sup> Quarter 2019 (ended June 30, 2019) <ul style="list-style-type: none"> <li>- submitted to the SEC and posted in the Company website on August 16, 2019</li> </ul> </li> <li>• 3<sup>rd</sup> Quarter 2019 (ended September 30, 2019) <ul style="list-style-type: none"> <li>- submitted to the SEC and posted in the Company website on November 19, 2019</li> </ul> </li> <li>• FY 2019 (ended December 31, 2019) <ul style="list-style-type: none"> <li>- submitted to the SEC and posted in the Company website on July 1, 2020</li> </ul> </li> </ul> <p>On March 12, 2020, the SEC issued SEC Memorandum Circular No. 5 Series of 2020 which provides for the extension of the</p>	
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		<p>filing of the 2019 Annual Reports, including the applicable quarterly reports for year 2020 and 2019 Audited Financial Statements in line with the President’s declaration of state of public health emergency due to the spread of Coronavirus Disease 2019 (COVID-19), without penalty, for the period ended December 31, 2019.</p> <p>For companies doing domestic operations only, an extension of time until June 30, 2020.</p>	
<p>2. Company discloses in its annual report the principal risks associated with the identity of the company’s controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling 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"> <li>1. principal risks to minority shareholders associated with the identity of the company’s controlling shareholders;</li> <li>2. cross-holdings among company affiliates; and</li> <li>3. any imbalances between the controlling shareholders’ voting power and overall equity position in the company.</li> </ol> <p><b><u>Links/References are as follows:</u></b></p> <p>Please refer to the Annual report and Definitive Information Statement</p> <p><b>2019 Annual Report</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p> <p><b>SEC Form 20-IS, Ref: Item 4</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p>	

**Recommendation 8.2**

1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	<p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>All Directors and officers are required to disclose/report to the Company any dealings in the company's shares in compliance with Section 13 of the PSE Disclosure Rules and Rule 23 of the Securities Regulations Code of the Philippines.</p> <p><b>Insider Trading Policy</b>  <a href="https://www.marcventureholdings.com/insider_trading_policy">https://www.marcventureholdings.com/insider_trading_policy</a></p> <p><b>SEC Form 23 A/B (Statement of Beneficial Ownership)</b>  <a href="https://marcventureholdings.com/sec_form_23_a_b_statement_of_beneficial_ownership">https://marcventureholdings.com/sec_form_23_a_b_statement_of_beneficial_ownership</a></p> <p><b>SEC Form 20-IS</b>  <a href="https://marcventureholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventureholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p>	
<b>Supplement to Recommendation 8.2</b>			
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.</p> <p>Provide link or reference to the company's Conglomerate Map.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>All directors and officers disclose/report to the company any dealings in the company's shares in compliance with Section 13 of</p>	

		<p>the PSE Disclosure Rules and Rules 18 &amp; 23 of the Securities Regulations Code of the Philippines.</p> <p><b>2019 Annual Report, Ref: Item 11</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p> <p><b>SEC Form 23 A/B (Statement of Beneficial Ownership)</b>  <a href="https://marcventuresholdings.com/sec_form_23_a_b_statement_of_beneficial_ownership">https://marcventuresholdings.com/sec_form_23_a_b_statement_of_beneficial_ownership</a></p> <p><b>SEC Form 20-IS, Item 4</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p> <p><b>Top 100 Stockholders List</b>  <a href="https://www.marcventuresholdings.com/top_100_stockholders_list">https://www.marcventuresholdings.com/top_100_stockholders_list</a></p> <p><b>Conglomerate Map</b>  <a href="https://www.marcventuresholdings.com/conglomerate_map">https://www.marcventuresholdings.com/conglomerate_map</a></p>	
<b>Recommendation 8.3</b>			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>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><b>Links/References are as follows:</b>  <b>2019 Annual Report, Ref: Item 9</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p> <p><b>SEC Form 20-IS, Item 5</b></p>	

		<a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a>	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p><b>Links/References are as follows:</b>  <b>2019 Annual Report, Ref: Items 9 and 11</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p> <p><b>SEC Form 20-IS, Item 5</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p>	
<b>Recommendation 8.4</b>			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	<p>Disclose or provide link/reference to the company policy and practice for setting board remuneration</p> <p>Relevant and material information on individual board directors and key executives and Board and executive remuneration, as well as the level and mix of the same, are available in the following:</p> <p><b>2019 Annual Report (SEC Form 17-A), Ref: Parts III and IV</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p> <p><b>SEC Form 20-IS, Ref: Item 6</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.5)</b></p>	

		<p><a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.4)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p>Material Information/Transactions are disclosed in the PSE Edge Website and Company Website:</p> <p><b>PSE Edge Website</b>  <a href="http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=175">http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=175</a></p> <p><b>Company Website</b>  <a href="http://www.marcventuresholdings.com">www.marcventuresholdings.com</a></p>	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	<p>Disclose or provide link/reference to the company policy and practice for determining executive remuneration</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.5)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	<p><b>2020 Revised Manual on Corporate Governance, Ref: Article 3, Item 2(2.4)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p><b>2019 Annual Report (SEC Form 17-A), Ref: Item 10</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p>	

Recommendation 8.5			
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>Disclose or provide reference/link to company's RPT policies.</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p>As a matter of policy and practice, directors with material interest in a transaction abstains from taking part in deliberations of the transactions in which they have interest.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.7)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual of Corporate Governance</b>  <i>Ref: Article 3, Item 2(2.6)</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf</a></p> <p><b>Material Related Party Transactions Policy</b>  <a href="https://marcventuresholdings.com/assets/downloadable/MHI_MRPT_2_4_Oct_2019.pdf">https://marcventuresholdings.com/assets/downloadable/MHI_MRPT_2_4_Oct_2019.pdf</a></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"> <li>1. name of the related counterparty;</li> <li>2. relationship with the party;</li> <li>3. transaction date;</li> <li>4. type/nature of transaction;</li> <li>5. amount or contract price;</li> <li>6. terms of the transaction;</li> </ol>	

		<p>7. rationale for entering into the transaction; 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 other terms and conditions</p> <p><b>SEC Form 20-IS</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p> <p><b>Certain Relationships &amp; Related Transactions</b>  Please refer to Note 21 of 2019 Audited Consolidated Financial Statements:</p> <p><b>2019 Annual Report (SEC Form 17-A), Ref: Item 12</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p>	
<b>Supplement to Recommendation 8.5</b>			
<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>Compliant</p>	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p>Directors are required to disclose their direct and indirect financial interest in any transaction that may affect the Company</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>SEC Form 17-C</b>  <a href="https://www.marcventuresholdings.com/sec_form_17_c_current_report">https://www.marcventuresholdings.com/sec_form_17_c_current_report</a></p> <p><b>Material Related Party Transactions Policy</b></p>	



		<p><i>Ref: Article VII</i>  <a href="https://marcventuresholdings.com/assets/downloadable/MHI_MRPT_2_4_Oct_2019.pdf">https://marcventuresholdings.com/assets/downloadable/MHI_MRPT_2_4_Oct_2019.pdf</a></p>	
<b>Optional : Recommendation 8.5</b>			
<p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p>	Compliant	<p>Provide link or reference where this is disclosed, if any</p> <p><b>SEC Form 17-C</b>  <a href="https://www.marcventuresholdings.com/sec_form_17_c_current_report">https://www.marcventuresholdings.com/sec_form_17_c_current_report</a></p> <p><b>2019 Annual Report (SEC Form 17-A)</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p> <p><b>Material Related Party Transactions Policy</b>  <i>Ref: Article V</i>  <a href="https://marcventuresholdings.com/assets/downloadable/MHI_MRPT_2_4_Oct_2019.pdf">https://marcventuresholdings.com/assets/downloadable/MHI_MRPT_2_4_Oct_2019.pdf</a></p>	
<b>Recommendation 8.6</b>			
<p>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.</p>	Compliant	<p>Provide link or reference where this is disclosed</p> <p><b>PSE Edge Website</b>  <a href="http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=175">http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=175</a></p> <p><b>Company Website</b>  <a href="http://www.marcventuresholdings.com">www.marcventuresholdings.com</a></p>	
<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	Compliant	<p>Identify independent party appointed to evaluate the fairness of the transaction price</p> <p>Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.</p>	

		As a matter of practice, the Company engages independent parties to evaluate certain transactions.	
<b>Supplement to Recommendation 8.6</b>			
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	<p>Provide link or reference where these are disclosed.</p> <p><b>PSE Edge Website</b> <a href="http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=175">http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=175</a></p> <p><b>Company Website</b> <a href="http://www.marcventuresholdings.com">www.marcventuresholdings.com</a></p> <p><b>SEC Form 17-C</b> <a href="https://www.marcventuresholdings.com/sec_form_17_c_current_report">https://www.marcventuresholdings.com/sec_form_17_c_current_report</a></p>	
<b>Recommendation 8.7</b>			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	<p>Provide link to the company's website where the Manual on Corporate Governance is posted.</p> <p><b>2016 Revised Manual of Corporate Governance</b> <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b> <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf</a></p>	
2. Company's MCG is submitted to the SEC and PSE.	Compliant	<b>2020 Revised Manual on Corporate Governance (SEC with Cover Sheet)</b>	

		<a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a>  <b>PSE Submission/Disclosure</b> <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=602885d588770a090de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=602885d588770a090de8473cebbd6407</a>	
3. Company's MCG is posted on its company website.	Compliant	<b>2020 Revised Manual on Corporate Governance</b> <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a>	
<b>Supplement to Recommendation 8.7</b>			
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.  See Transmittal Letter to SEC dated 10 July 2020 ( <b>Annex H</b> )  <b>2020 Revised Manual on Corporate Governance (SEC with Cover Sheet)</b> <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a>  <b>PSE Submission/Disclosure</b> <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=602885d588770a090de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=602885d588770a090de8473cebbd6407</a>	
<b>Optional: Principle 8</b>			
1. Does the company's Annual Report disclose the following information:		Provide link or reference to the company's Annual Report containing the said information.	
a. Corporate Objectives	Compliant	<b>2019 Annual Report (SEC Form 17-A), Ref: Item 1</b> <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a>	
b. Financial performance indicators	Compliant	<b>2019 Annual Report (SEC Form 17-A), Ref: Part II</b> <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a>	

c. Non-financial performance indicators	Compliant	<b>2019 Annual Report (SEC Form 17-A), Ref: Item 1</b> <a href="https://marcventuresholdings.com/private/any/06T8KpAao29R/Ws9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29R/Ws9I-1594798256.pdf</a>	
d. Dividend Policy	Compliant	<b>2019 Annual Report (SEC Form 17-A), Ref: Part II</b> <a href="https://marcventuresholdings.com/private/any/06T8KpAao29R/Ws9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29R/Ws9I-1594798256.pdf</a>  The Board of Directors during their meeting on March 21, 2014, resolved to authorize the adoption of a dividend policy stating that dividends, whether cash or stock, will be declared twice a year in such amounts and at such dates to be determined by the Board, subject to the availability of unrestricted retained earnings and funding requirements of the Company's operations.	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	<b>2019 Annual Report (SEC Form 17-A), Ref: Item 9</b> <a href="https://marcventuresholdings.com/private/any/06T8KpAao29R/Ws9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29R/Ws9I-1594798256.pdf</a>	
f. Attendance details of each director in all directors meetings held during the year	Compliant	Please see Board Attendance under Recommendation 4.1 above	
g. Total remuneration of each member of the board of directors	Compliant	<b>2019 Annual Report (SEC Form 17-A), Ref: Item 10</b> <a href="https://marcventuresholdings.com/private/any/06T8KpAao29R/Ws9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29R/Ws9I-1594798256.pdf</a>	

<p>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.</p>	<p>Compliant</p>	<p>Provide link or reference to where this is contained in the Annual Report</p> <p>The Corporate Governance portion has been removed from the Annual report as per SEC memorandum 5 series of 2013 item 5 which states:  “V. The Corporate Governance section in the Annual Report (SEC Form 17-A) shall be deleted.”</p>	
<p>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.</p>	<p>Compliant</p>	<p>Provide link or reference to where this is contained in the Annual Report</p> <p>Statement of Management’s Responsibility for Financial Statements (attached to the consolidated FS)</p> <p><b>See 2019 Annual Report (SEC Form 17-A)</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p>	
<p>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.</p>	<p>Compliant</p>	<p>Provide link or reference to where this is contained in the Annual Report</p> <p>Audit services provided to the Company by external auditor have been pre-approved by the Audit, Governance, Risk Oversight and Related Party Transactions Committee. The Audit, Governance, Risk Oversight and Related Party Transactions Committee has reviewed the magnitude and nature of these services to ensure that they are compatible with maintaining the independence of the external auditor.</p>	
<p>5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).</p>	<p>Compliant</p>	<p>Provide link or reference to where these are contained in the Annual Report</p> <p><u><a href="#">Annual Report Financial Risk Management Objectives and Policies of AFS attached</a></u></p>	

		<p><b>2019 Annual Report (SEC Form 17-A)</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29R Ws9I-1594798256.pdf</a></p>	
<p>Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.</p>			
<p><b>Recommendation 9.1</b></p>			
<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	<p>Compliant</p>	<p>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.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>The Audit, Governance, Risk Oversight and Related Party Transactions Committee considers only leading audit firms who are capable of providing quality and affordable services to the Company.</p> <p>As stated in the Company's 2016 and 2020 Revised Manual on Corporate Governance, it is the Audit, Governance, Risk Oversight and Related Party Transactions Committee's responsibility to, among others, recommend to the Board the appointment, reappointment, removal and fees of the External Auditor, duly accredited by the Commission, who should undertake an independent audit of the Company.</p> <p><b>Audit, Governance, Risk Oversight and Related Party Transactions Committee Charter</b>  <a href="https://marcventuresholdings.com/private/any/mwz50qDtSMPQPIDJ-1594800571.pdf">https://marcventuresholdings.com/private/any/mwz50qDtSMP QPIDJ-1594800571.pdf</a></p>	

		<p><b>SEC Form 20-IS</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 3(3.2) and Item 9(9.1)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item 3(3.2) and Item 9(9.1)</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
<p>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.</p>	<p>Compliant</p>	<p>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>The Company’s Audit, Governance, Oversight and Related Party Transaction Committee recommends to the Board of Directors the appointment of the external auditor and the fixing of the audit fees. The Board of Directors and the stockholders approve said recommendation.</p> <p>During the Company’s Annual Stockholder’s Meeting held on September 26, 2019, stockholders representing 81.22% of the Company’s outstanding shares ratified the reappointment of Reyes Tacandong &amp; Co. as external auditor.</p> <p><b>SEC Form 20-IS</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p>	

		<p><b>2019 Annual Report (SEC Form 17-A)</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p>	
<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.</p>	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>There has been no incidence where the Company has taken action with regard to the removal or change in the external auditor.</p>	
<b>Supplement to Recommendation 9.1</b>			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	Compliant	<p>Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>Rotation of Lead audit partner is in compliance with Section 3(b)(ix), Rule 68 of the Securities and Regulations Code, as amended:</p> <p>(ix) Rotation of External Auditors The independent auditors or in the case of an audit firm, the signing partner, of the aforementioned regulated entities shall be rotated after every five (5) years of engagement. A two-year cooling off period shall be observed in the re-engagement of the same signing partner or individual auditor.</p> <p>The Company changed its lead audit partner. The previous account partner handling the Company, Belinda B. Fernando, who</p>	



		has been the handling partner since December 2013, was replaced by Carolina P. Angeles last 2018.  <b>SEC Form 20-IS, Ref: Item 7</b> <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a>	
<b>Recommendation 9.2</b>			
1. Audit Committee Charter includes the Audit Committee's responsibility on:	Compliant	Provide link/reference to the company's Audit Committee Charter.  <b><u>Links/References are as follows:</u></b>  <b>Audit, Governance, Risk Oversight and Related Party Transactions Committee Charter</b> <a href="https://marcventuresholdings.com/private/any/mwz50qDtSMPQPIDJ-1594800571.pdf">https://marcventuresholdings.com/private/any/mwz50qDtSMPQPIDJ-1594800571.pdf</a>	
<ul style="list-style-type: none"> <li>i. assessing the integrity and independence of external auditors;</li> <li>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</li> <li>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</li> </ul>			
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		
<b>Supplement to Recommendations 9.2</b>			
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.  <b><u>Links/References are as follows:</u></b>	

2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	<b>Audit, Governance, Risk Oversight and Related Party Transactions Committee Charter</b> <a href="https://marcventuresholdings.com/private/any/mwz50qDtSMPQPIDJ-1594800571.pdf">https://marcventuresholdings.com/private/any/mwz50qDtSMPQPIDJ-1594800571.pdf</a>	
<b>Recommendation 9.3</b>			
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.  Covering Year 2019, there were no non-audit professional services performed by the Company's external auditor.	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	Provide link or reference to guidelines or policies on non-audit services.  <b><u>Links/References are as follows:</u></b>  The approval of the Audit, Governance, Risk Oversight and Related Party Transactions Committee is obtained before the external auditor is engaged to provide any permitted non-audit services.  <b>Audit, Governance, Risk Oversight and Related Party Transactions Committee Charter</b> <a href="https://marcventuresholdings.com/private/any/mwz50qDtSMPQPIDJ-1594800571.pdf">https://marcventuresholdings.com/private/any/mwz50qDtSMPQPIDJ-1594800571.pdf</a>  <b>2016 Revised Manual of Corporate Governance, Ref: Item 3(3.2) and 9(9.3)</b> <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a>  <b>2020 Revised Manual on Corporate Governance</b>	

		<p>Ref: Article 3, Item 3(3.2) and Item 9(9.3)</p> <p><a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
<b>Supplement to Recommendation 9.3</b>			
<p>1. Fees paid for non-audit services do not outweigh the fees paid for audit services.</p>	Compliant	<p>Provide information on audit and non-audit fees paid.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>Covering Year 2019, there were no non-audit professional services performed by the Company's external auditor.</p> <p>The approval of the Audit, Governance, Risk Oversight and Related Party Transactions Committee is obtained before the external auditor is engaged to provide any permitted non-audit services.</p>	
<b>Additional Recommendation to Principle 9</b>			
<p>1. Company's external auditor is duly accredited by the SEC under Group A category.</p>	Compliant	<p>Provide information on company's external auditor, such as:</p> <ol style="list-style-type: none"> <li>1. Name of the audit engagement partner;</li> <li>2. Accreditation number;</li> <li>3. Date Accredited;</li> <li>4. Expiry date of accreditation; and</li> <li>5. Name, address, contact number of the audit firm.</li> </ol> <p><b><u>Links/References are as follows:</u></b></p> <p>Carolina P. Angeles  BOA Accreditation No. 4782 valid until August 15, 2021  SEC Accreditation No. 0658-AR-3 Group A  Valid until May 17, 2020  BIR Accreditation No. 08-005144-007-2019  Valid until October 16, 2022  eyes Tacandong &amp; Company  Citibank Tower 8741 Paseo de Roxas Makati City</p>	

<p>2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).</p>	<p>Compliant</p>	<p>Provide information on the following:</p> <ol style="list-style-type: none"> <li>1. Date it was subjected to SOAR inspection, if subjected;</li> <li>2. Name of the Audit firm; and</li> <li>3. Members of the engagement team inspected by the SEC.</li> </ol> <p><b><u>Links/References are as follows:</u></b></p> <p>Our auditor, RTC, has not yet been subjected to SOAR Inspection Program.</p>	
<p>Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.</p>			
<p><b>Recommendation 10.1</b></p>			
<p>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.</p>	<p>Compliant</p>	<p>Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.</p> <p><b>Website</b>  <a href="https://www.marcventuresholdings.com/">https://www.marcventuresholdings.com/</a>   <a href="https://www.marcventuresholdings.com/3_birds_with_1_stone_MMDC_gets_integrated_management_system_certification">https://www.marcventuresholdings.com/3_birds_with_1_stone_MMDC_gets_integrated_management_system_certification</a>   <b>2016 and 2020 Revised Manual of Corporate Governance, Ref: Item 10</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a>   <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	

<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>Compliant</p>	<p>Provide link to Sustainability Report, if any. Disclose the standards used.</p> <p><b>Sustainability Report</b>  <a href="https://marcventuresholdings.com/private/any/UEghyQw1AdsdmvUT-1593533265.pdf">https://marcventuresholdings.com/private/any/UEghyQw1AdsdmvUT-1593533265.pdf</a></p> <p>The Company used the standards set forth in SEC Memorandum Circular No. 4, Series of 2019 (“Sustainability Reporting Guidelines for Publicly-Listed Companies)</p> <p><a href="https://www.marcventuresholdings.com/3_birds_with_1_stone_MMDC_gets_integrated_management_system_certification">https://www.marcventuresholdings.com/3_birds_with_1_stone_MMDC_gets_integrated_management_system_certification</a></p> <p>The Company’s wholly-owned and operational subsidiary, Marcventures Mining and Development Corp integrated 3 management systems to raise business standards and more importantly, protect the environment and people. After rigorous, simultaneous audits, MMDC’s Surigao Nickel Mining project obtained International Organization for Standardization (ISO)certification for Environmental Management System (ISO 14001:2015),Quality Management System (ISO 9001:2015), and the Occupational Health and Safety Management System (ISO18001:2007). The British certifying body National Quality Assurance (NQA), which granted MMDC the ISO certification in September 2017, also certified the Company’s integrated Management Systems (IMS)</p>	
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Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for an informed decision-making by investors, stakeholders and other interested users.

**Recommendation 11.1**

<p>1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p>	<p>Compliant</p>	<p>Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Website</b> <a href="https://www.marcventuresholdings.com/">https://www.marcventuresholdings.com/</a></p>	
<b>Supplemental to Principle 11</b>			
<p>1. Company has a website disclosing up-to-date information on the following:</p>	<p>Compliant</p>	<p>Provide link to company website.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Website</b> <a href="https://www.marcventuresholdings.com/">https://www.marcventuresholdings.com/</a></p>	
<p>a. Financial statements/reports (latest quarterly)</p>	<p>Compliant</p>	<p><b><u>Links/References are as follows:</u></b></p> <p><b>2019 Annual Report</b> <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p> <p><b>SEC Form 17-Q (Quarterly Report)</b> <a href="https://www.marcventuresholdings.com/sec form 17 q quarterly report">https://www.marcventuresholdings.com/sec form 17 q quarterly report</a></p>	
<p>b. Materials provided in briefings to analysts and media</p>	<p>Compliant</p>	<p><b>Website</b> <a href="https://www.marcventuresholdings.com/">https://www.marcventuresholdings.com/</a></p>	
<p>c. Downloadable annual report</p>	<p>Compliant</p>	<p><b>2019 Annual Report</b> <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p>	

d. Notice of ASM and/or SSM	Compliant	<b>Notice of Annual or Special Stockholders Meeting</b> <a href="https://www.marcventureholdings.com/notice_of_annual_or_special_stockholders_meeting">https://www.marcventureholdings.com/notice_of_annual_or_special_stockholders_meeting</a>	
e. Minutes of ASM and/or SSM	Compliant	<b>Minutes of all General or Special Stockholders Meeting</b> <a href="https://www.marcventureholdings.com/minutes_of_all_general_or_special_stockholders_meeting">https://www.marcventureholdings.com/minutes_of_all_general_or_special_stockholders_meeting</a>	
f. Company's Articles of Incorporation and By-Laws	Compliant	<b>Articles of Incorporation / By-Laws</b> <a href="https://marcventureholdings.com/articles_of_incorporation_by_laws">https://marcventureholdings.com/articles_of_incorporation_by_laws</a>	
<b>Additional Recommendation to Principle 11</b>			
1. Company complies with SEC-prescribed website template.	Compliant	<b>Website</b> <a href="https://www.marcventureholdings.com/">https://www.marcventureholdings.com/</a>	
<b>Internal Control System and Risk Management Framework</b>			
<b>Strengthening Internal Control and Risk Management Systems</b>			
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.			
<b>Recommendation 12.1</b>			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	List quality service programs for the internal audit functions.  Indicate frequency of review of the internal control system.  <b><u>Links/References are as follows:</u></b>  Part of the responsibilities of the Audit, Governance, Risk Oversight and Related Party Transactions Committee as provided under the Audit, Governance, Risk Oversight and Related Party Transactions Committee Charter is not only to assist the Board in the performance of its oversight responsibility for the system of internal control, but also to monitor and evaluate the adequacy and effectiveness of the Company's internal control system, including financial reporting control and information technology security.	

		<p><b>Audit, Governance, Risk Oversight and Related Party Transactions Committee Charter</b>  <a href="https://marcventuresholdings.com/private/any/mwz50qDtSMPQPjDJ-1594800571.pdf">https://marcventuresholdings.com/private/any/mwz50qDtSMPQPjDJ-1594800571.pdf</a></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 3(3.2) and Item 12</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item 3(3.2) and Item 12</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Non-Compliant</p>	<p>Identify international framework used for Enterprise Risk Management.</p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> <li>1. Company's risk management procedures and processes</li> <li>2. Key risks the company is currently facing</li> <li>3. How the company manages the key risks</li> </ol> <p>Indicate frequency of review of the enterprise risk management framework.</p>	<p>Although the Company has no comprehensive, enterprise wide ERM framework, it takes the good faith position that it already has in place the basic components of an ERM to address the various risks the Company is exposed to.</p> <p>The Board of Directors and Management assess the various risks involved in its operations, including the agreements, contracts and transactions the Company enters into. The Company has appointed an Audit, Governance, Risk Oversight and Related Party</p>



			<p>Transactions Committee whose duty and responsibilities include among others, the oversight of financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Corporation, and crisis management.</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.11)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b></p> <ul style="list-style-type: none"> <li>• Ref: Article 3, Item 2(2.10)  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></li> </ul>
<b>Supplement to Recommendations 12.1</b>			
<p>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.</p>	<p>Compliant</p>	<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><b><u>Links/References are as follows:</u></b></p>	

		<p>The Company is guided by the Securities Regulations Code, the Revised Corporate Code of the Philippines and PSE Disclosure Rules and other applicable laws with regard to compliance with laws and relevant regulations.</p> <p>The Company's compliance program includes compliance risk management, internal controls, training and awareness, compliance monitoring system of all legal and regulatory requirements per department/business unit and assurance through internal and external audits.</p> <p>Periodic reporting of compliance matters by functional units is conducted. Escalation protocols are placed to ensure timely reporting of compliance matters.</p>	
<b>Optional: Recommendation 12.1</b>			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>	Non-compliant	Provide information on IT governance process.	<p>Although the company has yet to formalize the governance process covering IT issues, It has in place an IT Department dedicated to handle disruption, cyber security, and disaster recovery, to ensure that all key risks are immediately identified, managed and reported to the Management.</p> <p>The Company's IT Department ensures early restoration of critical IT and communication services and systems to ensure continuous business operation of the Company.</p>
<b>Recommendation 12.2</b>			
<p>1. Company has in place an independent internal audit function that provides an</p>	Compliant	Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.	

independent and objective assurance, and consulting services designed to add value and improve the company's operations.		Me. Leddie D. Gutierrez was appointed head of the Company's Internal Audit. However, effective May 11, 2020, Mr. Emerson P. Paulino was appointed Head of Internal Audit.	
<b>Recommendation 12.3</b>			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Non-compliant	Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.	The Company has no CAE considering its minimal independent operations. However, an in-house internal audit team led by Mr. Emerson P. Paulino, with the rank of Assistant Vice-President, also performs the same functions for the Company's subsidiary, MMDC.
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Non-compliant		The Company has no CAE considering its minimal independent operations. However, an in-house internal audit team led by Mr. Emerson P. Paulino, with the rank of Assistant Vice-President, also performs the same functions for the Company's subsidiary, MMDC.
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Non-compliant	Identify qualified independent executive or senior management personnel, if applicable.	The Company has no CAE considering its minimal independent operations. However, an in-house internal audit team led by Mr. Emerson P. Paulino, with the rank of Assistant Vice-President, also performs the same functions for the Company's subsidiary, MMDC.
<b>Recommendation 12.4</b>			

<p>1. Company has a separate risk management function to identify, assess and monitor key risk exposures.</p>	<p>Compliant</p>	<p>Provide information on company's risk management function.</p> <p>The Board of Directors and Management assess the various risks involved in its operations, including the agreements, contracts and transactions it enters into. The company has appointed an Audit, Governance, Risk Oversight and Related Party Transactions Committee whose duty and responsibilities include among others, the oversight of financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Corporation, and crisis management. The Board has appointed a risk management officer with a rank of a vice president to regularly review and formulate plans for the management of all risks whether internal or external risks.</p>	
<p><b>Supplement to Recommendation 12.4</b></p>			
<p>1. Company seeks external technical support in risk management when such competence is not available internally.</p>	<p>Compliant</p>	<p>Identify source of external technical support, if any.</p> <p>The Company did not encounter any matter which will require external technical support in risk management.</p>	
<p><b>Recommendation 12.5</b></p>			
<p>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).</p>	<p>Compliant</p>	<p>Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.</p> <p>Considering the size, structure and operations of the Company, the functions of a Chief Risk Officer is being performed by the Company's AVP for Risk Management.</p> <p>Effective May 11, 2020, the Company appointed Mr. Emerson P. Paulino as its Chief Risk Officer.</p>	

		<p><b>Links/References are as follows:</b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 12(12.5)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  Ref: Article 3, Item 2(2.7.1)  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	<p>Considering the size, structure and operations of the Company, the functions of a Chief Risk Officer is being performed by the Company's AVP for Risk Management.</p> <p>Effective May 11, 2020, the Company appointed Mr. Emerson P. Paulino as its Chief Risk Officer.</p> <p><b>Links/References are as follows:</b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 12(12.5)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  Ref: Article 3, Item 2(2.7.1)  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
<b>Additional Recommendation to Principle 12</b>			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control	Compliant	Provide link to CEO and CAE's attestation	

<p>and compliance system is in place and working effectively.</p>		<p>The CEO and the Audit Committee attest to the audit requirements of the Company through the Statement of Management Responsibility attached to the Financial Statements.</p> <p>Links/References are as follows:</p> <p><b>2019 Annual Report:</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p>	
<p>Cultivating a Synergic Relationship with Shareholders</p>			
<p>Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.</p>			
<p><b>Recommendation 13.1</b></p>			
<p>1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.</p> <p><b>Links/References are as follows:</b></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 13(13.1)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance Ref: Article 3, Item 13(13.1)</b>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf</a></p>	
<p>2. Board ensures that basic shareholder rights are disclosed on the company's website.</p>	<p>Compliant</p>	<p>Provide link to company's website</p>	

		<p><b>2016 Revised Manual of Corporate Governance, Ref: Item 13(13.1)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item 13(13.1)</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
<b>Supplement to Recommendation 13.1</b>			
<p>1. Company's common share has one vote for one share.</p>	<p>Compliant</p>	<p><b><u>Links/References are as follows:</u></b></p> <p>A share structure of "one vote per common share" is being practiced in the Company. Stockholders are given the right to participate in company decision-making pursuant to the one-share one-vote policy of the Company.</p> <p><b>SEC Form 20-IS</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p> <p><b>Amended By-Laws dated May 29, 2015 (Annex D)</b>  <a href="https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf">https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf</a></p> <p><b>Section 3, Article I of the Company's Amended By-Laws dated May 29, 2015 states:</b> "At every meeting of the stockholders of the Company, every stockholder shall be entitled to one vote for each share of stock standing in his name in the books of the Company, provided, however, that in the case of the election of directors, every stockholder shall be entitled to accumulate his votes in accordance with the provisions of law in such case made and provided. xxx"</p>	

<p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	<p>Compliant</p>	<p>Provide information on all classes of shares, including their voting rights if any.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Amended Articles of Incorporation dated December 29, 2017 (Annex G)</b>  <a href="https://www.marcventuresholdings.com/private/any/mH4Bm5xJ9URUMtf9-1598496641.pdf">https://www.marcventuresholdings.com/private/any/mH4Bm5xJ9URUMtf9-1598496641.pdf</a></p> <p><b>SEC Form 20-IS</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p> <p><b>Amended By-Laws dated May 29, 2015 (Annex D)</b>  <a href="https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf">https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf</a></p> <p><b>Section 3, Article I of the Company’s Amended By-Laws dated May 29, 2015 states:</b> “At every meeting of the stockholders of the Company, every stockholder shall be entitled to one vote for each share of stock standing in his name in the books of the Company, provided, however, that in the case of the election of directors, every stockholder shall be entitled to accumulate his votes in accordance with the provisions of law in such case made and provided. Every stockholder entitled to vote at any meeting of the stockholders may so vote by proxy. xxx”</p>	
<p>3. Board has an effective, secure, and efficient voting system.</p>	<p>Compliant</p>	<p>Provide link to voting procedure. Indicate if voting is by poll or show of hands.</p> <p><b><u>Links/References are as follows:</u></b></p>	



		<p><b>SEC Form 20-IS, Ref: Item 4</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p> <p>The method and manner of counting the votes of shareholders shall be by viva voce and/or by ballots. The votes shall be counted by the Corporate Secretary and Asst. Corporate Secretary, who shall be assisted by the stock transfer agent.</p>	
4. Board has an effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	<p>Provide information on shareholder voting mechanisms such as supermajority or “majority of minority”, if any.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>The Company observes the requirements of the Revised Corporation Code of the Philippines regarding the protection of the rights of minority shareholders, including corporate actions requiring supermajority votes (2/3 of outstanding capital stock) for fundamental matters affecting the Company.</p>	
5. Board allows shareholders to call a special shareholders’ meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	<p>Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)</p> <p>There was no instance where the shareholders called for a special stockholders’ meeting and submitted a proposal for consideration or agenda item at the AGM or special meeting. Nonetheless, the Board will allow according to by-laws.</p> <p><b>Amended By-Laws dated May 29, 2015 (Annex D)</b>  <a href="https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf">https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf</a></p> <p><b>Section 2, Article I of the Company’s Amended By-Laws dated May 29, 2015 states:</b> “Special meetings of the stockholders may be called by the President, or by order of the Board of Directors, whenever he or they shall deem it necessary, and it shall be the duty of the President to order and call such special meetings</p>	

		<p>whenever the holders of record or not less than one-fourth (1/4) of the outstanding capital stock of the Company shall in writing so request.”</p> <p>Further, according to the Company’s 2020 Revised Manual on Corporate Governance, the right to propose the holding of meetings and items for inclusion in the agenda is given to all stockholders.</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 13(13.1)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item 13(13.1)</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJ aUj-1594353541.pdf</a></p>	
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Compliant</p>	<p>Provide information or link/reference to the policies on treatment of minority shareholders.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>The Company promotes a culture of transparency with protection and equal respect of stockholder rights embodied in its 2020 Revised Manual on Corporate Governance.</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 2(2.6), Item 13(13.1 and 13.2)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p>	

		<p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item 2(2.5), Item 13(13.1 and 13.2)</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p>The minority shareholders should be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.</p> <p>The minority shareholders should have access to any and all information relating to matters for which the management is accountable for and to those relating to matters for which the management should include such information and, if not included, then the minority shareholders can propose to include such matters in the agenda of stockholders' meeting, being within the definition of "legitimate purposes".</p>	
<p>7. Company has a transparent and specific dividend policy.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company's dividend Policy.</p> <p>Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration</p> <p><b><u>Links/References are as follows:</u></b></p> <p>The Company abides by the provision on the right to dividends in accordance with Section 42 of the Revised Corporation Code.</p> <p>Further, according to Article VI of the Amended By-Laws of the Corporation dated May 29, 2015, the Board of Directors may declare dividends only from the surplus profits arising from the business of the Corporation. Provided, however, that no stock or</p>	

		<p>bond dividend shall be issued without the approval of stockholders representing not less than two-thirds (2/3) of all stock then outstanding and entitled to vote at the general or special meeting called for the purpose.</p> <p><b>Amended By-Laws dated May 29, 2015 (Annex D)</b>  <a href="https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf">https://marcventuresholdings.com/private/any/spFlsYOA2eizh03B-1594888098.pdf</a></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 13(13.1)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item 13(13.1)</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p> <p><b>2019 Annual Report (SEC Form 17-A)</b>  <a href="https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf">https://marcventuresholdings.com/private/any/06T8KpAao29RWs9I-1594798256.pdf</a></p> <p>Subject to the availability of unrestricted retained earnings and the funding requirements of the Company's operations, it is the Company's policy to declare regular dividends, whether cash, stock or property dividends, twice a year in such amounts and at such dates to be determined by the Board. The declaration of stock dividends is subject to stockholders' approval in accordance with the requirements of the Revised Corporation Code of the Philippines.</p>	
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Amount Declared	Date Declared	Payment date	No. of Days
.30	11/12/2013	12/18/2013	36
.15	09/19/2014	10/22/2014	33
.15	11/14/2014	01/16/2015	53

**Optional: Recommendation 13.1**

<p>1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.</p>	<p>Compliant</p>	<p>Identify the independent party that counted/validated the votes at the ASM, if any.</p> <p>The Company engaged the services of the below independent party to count and/or validate the votes at the Annual Stockholders' Meeting:</p> <p>STOCK TRANSFER SERVICE, INC. 34-D Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, 1226 Philippines</p>	
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**Recommendation 13.2**

<p>1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.</p>	<p>Compliant</p>	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out.</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p> <p><b><u>Links/References are as follows:</u></b></p> <p>The Notice of the 2019 Annual Stockholders' Meeting has been sent out to all stockholders on record on August 22, 2019 or 35</p>	
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		<p>calendar days before the 2019 Annual Stockholders' Meeting held on September 26, 2019.</p> <p>There were no changes in remuneration as of the Last Annual Meeting.</p> <p><b>SEC Form 17-C (Notice of Annual Meeting)</b>  <a href="https://marcventuresholdings.com/private/any/T76lpDFePzBLsRjl-1565333000.pdf">https://marcventuresholdings.com/private/any/T76lpDFePzBLsRjl-1565333000.pdf</a></p> <p><b>SEC Form 20-IS</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p>	
<b>Supplemental to Recommendation 13.2</b>			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	<p>Provide link or reference to the company's notice of Annual Shareholders' Meeting.</p> <p><b>Links/References are as follows:</b></p> <p><b>Notice of Annual or Special Stockholders' Meeting</b>  <a href="https://marcventuresholdings.com/notice_of_annual_or_special_stockholders_meeting">https://marcventuresholdings.com/notice_of_annual_or_special_stockholders_meeting</a></p> <p><b>SEC Form 20-IS</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p>	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	<p><b>SEC Form 20-IS, Ref: Item 5</b>  <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a></p>	

b. Auditors seeking appointment/re-appointment	Compliant	<b>SEC Form 20-IS, Item 7</b> <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a>	
c. Proxy documents	Compliant	<b>SEC Form 20-IS, Ref: Proxy Form</b> <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a>	
<b>Optional: Recommendation 13.2</b>			
1. Company provide rationale for the agenda items for the annual stockholders meeting.	Compliant	Provide link or reference to the rationale for the agenda items.  <b><u>Links/References are as follows:</u></b>  <b>SEC Form 20-IS, Ref: Agenda (Details and Rationale)</b> <a href="https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf">https://marcventuresholdings.com/private/any/LhaYxy5Fx7esuN5V-1567057503.pdf</a>	
<b>Recommendation 13.3</b>			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	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.  <b><u>Links/References are as follows:</u></b>  After the agenda is discussed, the floor is opened for questions from the shareholders. No questions were raised during the meeting.  Stockholders representing 81.22% of the Company's outstanding shares approved all items in the agenda. Votes on matters taken during the 2019 ASM was made publicly available the next morning.  <b>Minutes of All General or Special Stockholders' Meeting</b>	

		<a href="https://marcventuresholdings.com/minutes_of_all_general_or_special_stockholders_meeting">https://marcventuresholdings.com/minutes_of_all_general_or_special_stockholders_meeting</a>	
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.	Non-compliant	<p>Provide link to minutes of meeting in the company website.</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Indicate also if the voting on resolutions was by poll.</p> <p>Include whether there was opportunity to ask question and the answers given, if any.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Minutes of All General or Special Stockholders' Meeting</b>  <a href="https://marcventuresholdings.com/minutes_of_all_general_or_special_stockholders_meeting">https://marcventuresholdings.com/minutes_of_all_general_or_special_stockholders_meeting</a></p> <p>After the agenda is discussed, the floor is opened for questions from the shareholders. No questions were raised during the meeting.</p> <p>Stockholders representing 81.22% of the Company's outstanding shares approved all items in the agenda. Votes on matters taken during the 2019 ASM was made publicly available the next morning.</p>	Minutes of the 2019 Annual Stockholders' Meeting is not yet posted in the Company website.
<b>Supplement to Recommendation 13.3</b>			
1. Board ensures the attendance of the external auditor and other relevant	Compliant	Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting.	



<p>individuals to answer shareholders' questions during the ASM and SSM.</p>		<p><b><u>Links/References are as follows:</u></b></p> <p>Representatives of Reyes Tacandong &amp; Co., including Ms. Carolina P. Angeles, were present during the September 26, 2019 ASM.</p>	
<b>Recommendation 13.4</b>			
<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>Compliant</p>	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>There has been no instance of intra-corporate disputes. However, the 2020 Revised Manual on Corporate Governance provides that in cases of intra-corporate disputes, the Board of Directors may engage the services of a neutral third party to assist in the resolution of issues between the Corporation and stockholders, third parties and regulatory authorities. The alternative dispute mechanism may include arbitration, mediation, conciliation, early neutral evaluation, mini-trial, or any combination thereof, as the Corporation and the circumstances sees fit.</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 13(13.4)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item 13(13.4)</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
<p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>Provide link/reference to where it is found in the Manual on Corporate Governance</p>	

		<p><b>2016 Revised Manual of Corporate Governance, Ref: Item 13(13.4)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item 13(13.4)</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<p>Disclose the contact details of the officer/office responsible for investor relations, such as:</p> <ol style="list-style-type: none"> <li>1. Name of the person</li> <li>2. Telephone number</li> <li>3. Fax number</li> <li>4. E-mail address</li> </ol> <p><b><u>Links/References are as follows:</u></b></p> <p>Mr. Lester C. Yee was appointed as the Assistant Vice President for Corporate Planning and Investor Relations Head effective July 14, 2020. Prior to his appointment, Mr. Reuben F. Alcantara, VP for Marketing, Business Development and Strategic Planning, was the Company's Investor Relations Head.</p> <p><b>Contact Us</b>  <a href="https://www.marcventuresholdings.com/contact_us">https://www.marcventuresholdings.com/contact_us</a></p>	
2. IRO is present at every shareholder's meeting.	Compliant	<p>Indicate if the IRO was present during the ASM.</p> <p><b><u>Links/References are as follows:</u></b></p>	

		Mr. Reuben F. Alcantara was present during the last ASM held on September 26, 2019.	
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.  There has been no event so far that will require the Board to act and/or avoid anti-takeover measures or similar devices.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	Indicate the company's public float.  <b><u>Links/References are as follows:</u></b>  The Company's public float as of December 31, 2019 was at 33.20%.  <b>Public Ownership Report</b> <a href="https://www.marcventureholdings.com/private/any/3lBevwMBlYuSFRcz-1579139050.pdf">https://www.marcventureholdings.com/private/any/3lBevwMBlYuSFRcz-1579139050.pdf</a>	
<b>Optional: Principle 13</b>			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM.  <b><u>Links/References are as follows:</u></b>  See below Company's practice to encourage stockholders' participation beyond ASM:  <b>(i) Dialogue between the Company and Investors.</b> The Company recognizes the importance of accountability to its shareholders and through proper and timely dissemination of information on the Company's performance and major developments via appropriate channel of communication. Dissemination of information includes the distribution of the Annual Report and relevant	

		<p>circulars, issuance of press releases inclusive of quarterly financial performance of the Company to SEC and PSE Edge and the public via the Company’s website (<a href="http://www.marcenturesholdings.com">www.marcenturesholdings.com</a>) which the shareholders can access for information.</p> <p><b>(ii) Annual Stockholders’ Meeting (“ASM”)</b> The ASM is a platform for the Board and stockholders to communicate on the Company’s performance. At the ASM, stockholders are encouraged to seek clarification on any matters pertaining to the business and financial performance of the Company. Any item of special business included in the notice of the meeting will be accompanied by a full explanation of the effect of the proposed resolution which is then separately voted on. The stockholders are informed of their right to demand for poll prior to the commencement of each general meeting. Any enquiry regarding the Company and its group of companies may be conveyed to the following personnel:</p> <p>Atty. Maila G. De Castro Tel. No.: 8831-4479 Email: <a href="mailto:maila.decastro@marcentures.com.ph">maila.decastro@marcentures.com.ph</a></p>	
<p>2. Company practice secure electronic voting in absentia at the Annual Shareholders’ Meeting.</p>	<p>Non-compliant</p>	<p>Disclose the process and procedure for secure electronic voting in absentia, if any.</p>	<p>The Company does not use electronic voting in absentia. The Company allows voting in person or in absentia via proxy to give stockholders who are unable to attend the Company’s ASM the opportunity to participate and vote.</p>

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			
<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p>	<p>Compliant</p>	<p>Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>The Company's Stakeholders are the stockholders, Management, Board, employees, customers, suppliers and contractors, creditors and business partners, local government units, government agencies and the host communities and environment from which the business draws its resources.</p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 14</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>            Ref: Article 3, Item 14  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
Recommendation 14.2			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>Compliant</p>	<p>Identify policies and programs for the protection and fair treatment of company's stakeholders.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>The Company is guided by various Company policies, such as Insider Trading Policy, Whistle Blowing Policy, Gift and Entertainment Policy, and Material Related Party Transactions Policy.</p> <p><b>Company Policies</b></p>	

		<p><a href="https://marcventuresholdings.com/Companys_policy">https://marcventuresholdings.com/Companys_policy</a></p> <p><b>Code of Business Conduct and Ethics</b>  <a href="https://www.marcventuresholdings.com/code_of_business_conduct_and_ethics">https://www.marcventuresholdings.com/code_of_business_conduct_and_ethics</a></p> <p><a href="https://marcventuresholdings.com/private/any/769qUI9AFYtA1iWq-1594799754.pdf">https://marcventuresholdings.com/private/any/769qUI9AFYtA1iWq-1594799754.pdf</a></p> <p>The Company also discloses material information to adequately inform the stakeholders of the activities of the Company.</p> <p>Annual and Quarterly Reports and other Material Disclosures are available in the Company website and PSE Edge website.</p> <p><b>Company Website</b>  <a href="http://www.marcventuresholdings.com">www.marcventuresholdings.com</a></p> <p><b>PSE Edge Website</b>  <a href="https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=175">https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=175</a></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 14(14.2)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item 14(14.2)</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
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**Recommendation 14.3**

<p>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.</p>	<p>Compliant</p>	<p>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.</p> <p>Provide information on whistleblowing policy, practices and procedures for stakeholders</p> <p>Any inquiry regarding the Company and its group of companies may be conveyed to the following personnel:  Atty. Maila G. De Castro  Tel.#: 831-4479  Email: <a href="mailto:maila.decastro@marcventures.com.ph">maila.decastro@marcventures.com.ph</a></p>	
<p><b>Supplement to Recommendation 14.3</b></p>			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	<p>Compliant</p>	<p>Provide information on the alternative dispute resolution system established by the company.</p> <p>A grievance policy for employees as well as for community complaints and disputes.</p>	
<p><b>Additional Recommendations to Principle 14</b></p>			
<p>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.</p>	<p>Compliant</p>	<p>Disclose any requests for exemption by the company and the reason for the request.</p> <p>The Company complies with requirements of Corporation Code and the Securities Regulation Code. To the best of its knowledge, the Company has not sought for any exemption from the application of a law, rule or regulation that refers to a corporate governance issue</p>	
<p>2. Company respects intellectual property rights.</p>	<p>Compliant</p>	<p>Provide specific instances, if any.</p> <p>The Company buys licensed softwares such as Microsoft, antivirus, database applications etc.</p>	
<p><b>Optional: Principle 14</b></p>			

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.	Not applicable. The Company has no direct customers. Its sole operating subsidiary, MMDC, which is engaged in mining, sells its nickel ores to large-scale foreign buyers that are sophisticated enough with their market knowledge and depth of experience.
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. The Company has a policy on Contractor/Vendors Accreditation	Not applicable. The Company has no direct customers. Its sole operating subsidiary, MMDC, as a matter of practice, has an accreditation procedure to verify the financial, legal, and technical qualifications of its contractors/vendors.  A policy on selection procedures for selecting supplier/procedures is attached as <b>Annex J</b> .

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.  <u>Links/References are as follows:</u>  The Company treats its people as its primary asset in attaining its business objectives. Thus, the Company makes sure that its people are well cared for, respected, rewarded, and secured.	
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		<p>The Company implements various programs involving its employees and encourage them to actively participate in the realization of the Company's goals and in its governance. This includes the conduct of general assemblies to encourage employee participation, regular dialogue and operations meetings.</p> <p><b>Our People</b>  <a href="https://www.marcventuresholdings.com/our_people">https://www.marcventuresholdings.com/our_people</a></p> <p><b>Health and Safety</b>  <a href="https://www.marcventuresholdings.com/health_and_safety">https://www.marcventuresholdings.com/health_and_safety</a></p>	
<b>Supplement to Recommendation 15.1</b>			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Non-compliant	<p>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.</p>	<p>While the Company has no institutionalized or codified merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, the Company's short-term financial rewards (e.g. productivity bonuses) are based on employee performance and company performance.</p>
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<p>Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>The Company has policies in place regarding mining operations and safety procedures to reduce fatality, personal injury, illness, and property or environmental damage. Also, aside from ensuring compliance with government-mandated benefits, the Company also offers extra compensation that fulfill its employees' medical (employees are provided with Health Maintenance Organization (HMO) cards and annual physical</p>	

		<p>examination), livelihood and educational needs. These extend to the employees' family members in the form of food subsidies, educational assistance, and health insurance.</p> <p><b>Health and Safety</b>  <a href="https://www.marcventuresholdings.com/health_and_safety">https://www.marcventuresholdings.com/health_and_safety</a></p> <p><b>Our People</b>  <a href="https://www.marcventuresholdings.com/our_people">https://www.marcventuresholdings.com/our_people</a></p>	
<p>3. Company has policies and practices on training and development of its employees.</p>	<p>Compliant</p>	<p>Disclose and provide information on policies and practices on training and development of employees.</p> <p>Include information on any training conducted or attended.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>Excellence, leadership, commitment, and integrity are values that represent the Company's people philosophy. In order to realize this philosophy, the Company strives to provide rewarding opportunities and benefits to its employees and encourage them to maximize their fullest potential. The Company takes serious efforts to constantly hone and nurture its people because the Company views them as partners in providing value to its stakeholders.</p> <p>Employees are encouraged to obtain trainings and career developments relevant to their work and designed based on competencies and talent requirements of the individual employees. Some of the trainings, seminars, conferences include Corporate Governance Seminar, 2019 Annual Listing and Disclosure Rules Seminar, and Workshop on Beneficial Ownership Disclosure.</p>	

Recommendation 15.2			
<p>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.</p>	<p>Compliant</p>	<p>Identify or provide link/reference to the company’s policies, programs and practices on anti-corruption.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Gifts and Entertainment Policy</b>  <a href="https://marcventuresholdings.com/gifts_and_entertainment_policy">https://marcventuresholdings.com/gifts_and_entertainment_policy</a></p> <p><b>2016 Revised Manual of Corporate Governance, Ref: Item 15(15.2)</b>  <a href="https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf">https://marcventuresholdings.com/private/any/manual-corporate-governance/MHI-MoCG-2016.pdf</a></p> <p><b>2020 Revised Manual on Corporate Governance</b>  <i>Ref: Article 3, Item 15(15.2)</i>  <a href="https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf">https://marcventuresholdings.com/private/any/4uEwMydrLzpvJaUj-1594353541.pdf</a></p>	
<p>Board disseminates the policy and program to employees across the organization through trainings to embed them in the company’s culture.</p>	<p>Compliant</p>	<p>Identify how the board disseminated the policy and program to employees across the organization.</p> <p><b><u>Links/References are as follows:</u></b></p> <p>The Board has the primary duty to make sure that the internal systems are in place to ensure the compliance with the Code of Business Conduct and Ethics and its internal policies and procedures of the directors, officers, and employees in the performance of their duties and responsibilities and in their transaction with investors, creditors, contractors, vendors, suppliers, buyers, regulators, and the general public.</p> <p>The Company's Human Resources (HR) Department has the primary duty to implement and administer the Code of Business</p>	

		<p>Conduct and Ethics and internal policies through onboarding orientation and refresher trainings.</p> <p>All directors and officers and employees are given a copy of the Company Code of Conduct.</p>	
<b>Supplement to Recommendation 15.2</b>			
<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.</p> <p>Include any finding of violations of the company policy.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Gifts and Entertainment Policy</b>  <a href="https://marcventuresholdings.com/gifts_and_entertainment_policy">https://marcventuresholdings.com/gifts_and_entertainment_policy</a></p>	
<b>Recommendation 15.3</b>			
<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 whistleblowing policy and procedure for employees.</p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.</p> <p>Provide contact details to report any illegal or unethical behavior.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Whistle Blowing Policy</b>  <a href="https://www.marcventuresholdings.com/whistle_blowing_policy">https://www.marcventuresholdings.com/whistle_blowing_policy</a></p>	

		<p><b>Material Related Party Transactions Policy</b>  <a href="https://marcventuresholdings.com/material_related_party_transactions_policy">https://marcventuresholdings.com/material_related_party_transactions_policy</a></p>	
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	<p><b>Links/References are as follows:</b></p> <p><b>Whistle Blowing Policy</b>  <a href="https://www.marcventuresholdings.com/whistle_blowing_policy">https://www.marcventuresholdings.com/whistle_blowing_policy</a></p> <p><b>Material Related Party Transactions Policy</b>  <a href="https://marcventuresholdings.com/material_related_party_transactions_policy">https://marcventuresholdings.com/material_related_party_transactions_policy</a></p>	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	<p>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <p><b>Links/References are as follows:</b></p> <p>As of December 31, 2019, there were no incidents reported through any of the identified whistleblower reporting channels.</p> <p><b>Whistle Blowing Policy</b>  <a href="https://www.marcventuresholdings.com/whistle_blowing_policy">https://www.marcventuresholdings.com/whistle_blowing_policy</a></p> <p><b>Material Related Party Transactions Policy</b>  <a href="https://marcventuresholdings.com/material_related_party_transactions_policy">https://marcventuresholdings.com/material_related_party_transactions_policy</a></p>	

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

**Recommendation 16.1**

<p>Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</p> <p><b><u>Links/References are as follows:</u></b></p> <p><b>Company Website</b> <a href="https://www.marcventuresholdings.com/">https://www.marcventuresholdings.com/</a></p> <p><b>Bringing Back Nature</b> <a href="https://marcventuresholdings.com/bringing_back_nature">https://marcventuresholdings.com/bringing_back_nature</a></p> <p><b>Health</b> <a href="https://marcventuresholdings.com/health">https://marcventuresholdings.com/health</a></p> <p><b>Education</b> <a href="https://marcventuresholdings.com/education">https://marcventuresholdings.com/education</a></p> <p><b>Livelihood</b> <a href="https://marcventuresholdings.com/livelihood">https://marcventuresholdings.com/livelihood</a></p> <p><b>Public Facilities</b> <a href="https://marcventuresholdings.com/public_facilities">https://marcventuresholdings.com/public_facilities</a></p> <p><b>Socio Cultural Preservation</b> <a href="https://marcventuresholdings.com/socio_cultural_preservation">https://marcventuresholdings.com/socio_cultural_preservation</a></p> <p><b>Corporate Social Responsibility</b> <a href="https://marcventuresholdings.com/socio_economic_contributions">https://marcventuresholdings.com/socio_economic_contributions</a></p>	
<p><b>Optional: Principle 16</b></p>			

<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development.</p>	<p>Compliant</p>	<p>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.</p> <p><b>Links/References are as follows:</b></p> <p><b>Bringing Back Nature</b>  <a href="https://marcventuresholdings.com/bringing_back_nature">https://marcventuresholdings.com/bringing_back_nature</a></p> <p><b>Corporate Social Responsibility</b>  <a href="https://marcventuresholdings.com/corporate_social_responsibility">https://marcventuresholdings.com/corporate_social_responsibility</a></p> <p><b>Sustainability Report</b>  <a href="https://marcventuresholdings.com/private/any/UEghyQw1AdsdmvUT-1593533265.pdf">https://marcventuresholdings.com/private/any/UEghyQw1AdsdmvUT-1593533265.pdf</a></p>	
<p>2. Company exerts effort to interact positively with the communities in which it operates</p>	<p>Compliant</p>	<p>Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.</p> <p><b>Links/References are as follows:</b></p> <p><b>Health</b>  <a href="https://marcventuresholdings.com/health">https://marcventuresholdings.com/health</a></p> <p><b>Education</b>  <a href="https://marcventuresholdings.com/education">https://marcventuresholdings.com/education</a></p> <p><b>Livelihood</b>  <a href="https://marcventuresholdings.com/livelihood">https://marcventuresholdings.com/livelihood</a></p> <p><b>Public Facilities</b>  <a href="https://marcventuresholdings.com/public_facilities">https://marcventuresholdings.com/public_facilities</a></p> <p><b>Socio Cultural Preservation</b></p>	

		<p><a href="https://marcventuresholdings.com/socio-cultural-preservation">https://marcventuresholdings.com/socio-cultural-preservation</a></p> <p><b>Corporate Social Responsibility</b> <a href="https://marcventuresholdings.com/corporate-social-responsibility">https://marcventuresholdings.com/corporate-social-responsibility</a></p> <p><b>Sustainability Report</b> <a href="https://marcventuresholdings.com/private/any/UEghyQw1AdsdmvUT-1593533265.pdf">https://marcventuresholdings.com/private/any/UEghyQw1AdsdmvUT-1593533265.pdf</a></p>	
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## Annex A

## MHI - Notice and Agenda - BOD - December 18, 2019



Maila De castro <maila.decastro@marcventures.com.ph>  
 To: MHI - Board of Directors; Ana Maria Katigbak-Lim  
 Cc: Jermaine Ejan; Legal (Group Email); Linda Lee; Mina T. Torillos; reina galindo; LORRAINE PARTOZA; she\_baustista@yahoo.com

Reply Reply All Forward ...  
 Wed 12/11/2019 1:43 PM

If there are problems with how this message is displayed, click here to view it in a web browser.



Dear Sirs and Mesdames,

Thank you for pre-confirming your presence for the Board of Directors' Meeting of Marcventures Holdings, Inc. (MHI) to be held on **December 18, 2019, at 2:00p.m.**, at the **Boardroom of MMDC Offices on the 4th Floor, Citi Center, 8741, Paseo de Roxas, Makati City**.

Attached is the Notice and provisional Agenda for the said Board Meeting. Copies of materials for said meeting will be sent to each Board Member via email and printed copies will be made available on-site on the day-of the meeting.

Your presence is earnestly appreciated. Many thanks.

Warm Regards,  
**Atty. Maïla G. de Castro, MBA**  
*Vice-President for Legal*

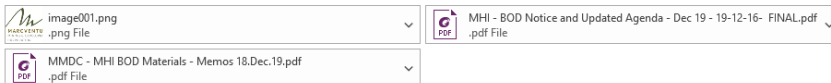
## MHI - Updated Agenda and BOD Materials - December 18, 2019



Maila De castro <maila.decastro@marcventures.com.ph>  
 To: MHI - Board of Directors  
 Cc: Legal (Group Email); Reuben Carlo General; Ana Maria Katigbak-Lim; Makati Managers (Group Email)

Reply Reply All Forward ...  
 Mon 12/16/2019 11:04 PM

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Dear Sirs and Mesdames,

Thank you for pre-confirming your presence for the Board of Directors' (BOD) Meeting of Marcventures Holdings, Inc. (MHI) to be held on **December 18, 2019, at 2:00p.m.**, at the **Boardroom of MMDC Offices on the 4th Floor, Citi Center, 8741, Paseo de Roxas, Makati City**.

Attached is the Notice with the updated Agenda for the said Board Meeting and a PDF version of the BOD materials. Hard copies will be sent to each Board Member tomorrow afternoon.

As only limited printed copies will be made available on-site on the day-of the meeting, we encourage our esteemed Board Members to bring their respective hard copies to the meeting.

Once again, thank you and your presence is earnestly appreciated.

Warm Regards,  
**Atty. Maïla G. de Castro, MBA**  
*Vice-President for Legal*

MINUTES OF THE REGULAR MEETING  
OF THE BOARD OF DIRECTORS

OF

**MARCVENTURES HOLDINGS, INC.**

Held on February 21, 2019, 2:00 p.m.  
At the Board Room, 4<sup>th</sup> Floor, Citi Center  
8741 Paseo de Roxas, Makati City

**DIRECTORS PRESENT:**

Mr. Cesar C. Zalamea  
Mr. Isidro C. Alcantara, Jr  
Mr. Macario U. Te  
Ms. Marianne Regina T. Dy  
Mr. Augusto C. Serafica, Jr.  
Mr. Michael L. Escaler  
Mr. Rolando S. Santos  
Mr. Anthony M. Te  
Mr. Yulo E. Perez  
Mr. Carlos Alfonso T. Ocampo (Independent Director)  
Mr. Vicente V. Mendoza (Independent Director)

**ALSO PRESENT:**

Roberto V. San Jose  
Ana Maria A. Katigbak  
Diane Madelyn Ching

**I. CALL TO ORDER**

The Chairman, Mr. Cesar C. Zalamea, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Roberto V. San Jose, recorded the proceedings.

**II. CERTIFICATION OF QUORUM**

There being present at least a majority of the members of the Board of Directors, the Corporate Secretary certified that a quorum existed for the transaction of business.

**III. APPROVAL OF THE MINUTES OF THE PREVIOUS BOARD MEETING**

Copies of the minutes of the organizational meeting of the Board of Directors held on December 19, 2018 were distributed to the directors and concerned officers for their review and comments. Upon motion, duly seconded, the Board approved the minutes of the organizational meeting of the Board of Directors on December 19, 2018.

**IV. MATTER ARISING FROM THE MINUTES**

*MMDC OPERATIONS*

## V. ADDITIONAL LISTING APPROVAL

The Assistant Corporate Secretary advised the Board that the Philippine Stock Exchange ("PSE") approved last week the Company's listing application of the shares issued in connection with the merger with APMPC and BHI. She also advised the Board that the PSE Board approved the listing application for the two private placements previously approved by the Board. She informed them that the next steps would be compliance with the post-approval conditions provided by the PSE.

After further discussions and upon motion duly seconded, the Board noted the report of the Assistant Corporate Secretary.

## VI. DEVELOPMENTS ON THE BAUXITE PROJECT

Mr. Isidro C. Alcantara, Jr. then reported on the developments of the Bauxite Project. He informed that the preliminary pre-feasibility study has been completed and that the study for the environmental compliance requirements has been commenced. He also advised that Board that the initial negotiations regarding financing which begun in 2018 slowed down due to the development in the Global Trade issues between US and China and that they are waiting for the response of China Aluminum Co. who had previously expressed its interest in the Project. He informed the board that no Memorandum of Agreement has been signed yet and that the same will be presented for approval prior to signing in case negotiations progress. Copies of Mr. Alcantara's Report was circulated to the directors for their review.

After further discussion and upon motion duly seconded, the Board noted the report and approved the following resolution:

**"RESOLVED**, as it is hereby resolved, that the Board of Directors of Marcventures Holdings, Inc. (the "Corporation") hereby authorize Mr. Isidro C. Alcantara to sign and execute, on behalf of the Corporation any agreement, memorandum, document and paper concerning the Bauxite Project, and any and all other documents necessary and incidental thereto."

## VII. AUTHORITY OF MR. JOHNNY HUNG AND MR. STEVEN HERRERA TO OBTAIN INVESTMENTS

Mr. Isidro C. Alcantara then discussed the need to authorize Mr. Johnny Hung and Mr. Steven Herrera to look for investors and obtain investments on behalf of the Corporation and its subsidiaries, for the development, construction, operation, and exclusive management or sale of bauxite ore of up to 70% of the ore produced per year. After some discussion and upon motion duly made and seconded, the Board approved the following resolution:

**"RESOLVED**, that **Mr. Kwok Bun Hung a.k.a. Johnny Hung and/or Mr. Steven M. Herrera** be authorized, as they are hereby authorized to look for investors, obtain investments or enter into a business arrangement for and on behalf of the Corporation and/or its subsidiaries, Alumina Mining Philippines Inc. and Bauxite Resources Inc. for the development, construction, operation for up to 10 years, exclusive management or sale of bauxite ore of up to 70% of the ore produced per year, provided, that the definite terms and conditions negotiated shall be subject to further approval of the Board;

**RESOLVED FURTHER** that the Corporation shall be authorized to



**RESOLVED, FINALLY**, that the foregoing resolution shall continue to have full force and effect until the same are repealed, amended and/or superseded by a subsequent resolution to the contrary."

**VIII. APPOINTMENT OF BDO UNIBANK, INC., TRUST AND INVESTMENT GROUP AS ESCROW AGENT**

Mr. Isidro C. Alcantara then discussed the recommendation of management for the Corporation to appoint BDO Unibank, Inc., Trust and Investment Group (the "Bank") as its Escrow Agent. After some discussion and upon motion duly made and seconded, the Board approved the following resolutions:

"**RESOLVED**, that **Marcventures Holdings, Inc.**, (the "Corporation") be authorized to appoint BDO Unibank, Inc., Trust and Investment Group (the "Bank") as its Escrow Agent;

**RESOLVED, FURTHER**, that for this purpose, Mr. Rolando S. Santos, in his capacity as Treasurer of the Corporation, be authorized to sign, execute and deliver for and in behalf of the Corporation, the corresponding Escrow Agreement with the Bank as well as to issue instructions to and sign correspondences, documents, or instruments with, the Bank relating to implementation of the agreement entered into by and between the Corporation and the Bank;

**RESOLVED FURTHER**, that the following officers of the Corporation:

<u>Name</u>	<u>Position</u>	<u>Signature</u>
Rolando S. Santos	Treasurer/ SVP Finance Admin	_____
Diane Madelyn C. Ching	Asst. Corp. Sec./ Compliance Officer	_____

be, as they are hereby, are hereby authorized to issue instructions to, and sign correspondences with, the Bank relating to the implementation of the agreement entered by and between the Corporation and the Bank".

**IX. OTHER MATTERS**

The Board noted that there were no other matters to be taken up in the meeting.

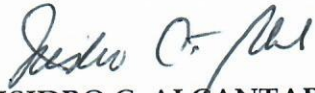
**X. ADJOURNMENT**

There being no further business to transact, on motion duly made and seconded, the meeting was adjourned.




  
**ROBERTO V. SAN JOSE**  
Corporate Secretary

ATTESTED BY:



**ISIDRO C. ALCANTARA, JR.**  
Director



**AUGUSTO C. SERAFICA, JR.**  
Director



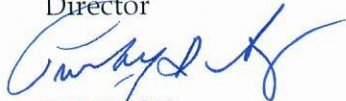
**VICENTE V. MENDOZA**  
Independent Director



**CARLOS ALFONZO T. OCAMPO**  
Independent Director

**MACARIO U. TE**  
Director

**MICHAEL ESCALER**  
Director

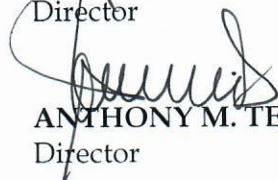


**RUBY SY**  
Director



**MARIANNE REGINA T. DY**  
Director

**YULO E. PEREZ**  
Director



**ANTHONY M. TE**  
Director



**MINUTES OF THE JOINT MEETING OF  
RETIREMENT COMMITTEES  
OF  
MARCVENTURES HOLDINGS, INC. and  
MARCVENTURES MINING AND DEVELOPMENT CORPORATION**  
Held at 4<sup>th</sup> Floor, Citibank Tower,  
Paseo de Roxas, Makati City  
4 December 2019, 4:00PM

**MEMBERS PRESENT:**

**MHI**

Atty. Carlos Alfonso T. Ocampo, Chairman  
Mr. Isidro C. Alcantara, Jr.  
Mr. Augusto C. Serafica, Jr.

**MMDC**

Isidro C. Alcantara, Jr., Chairman  
Atty. Arturo L. Tiu  
Mr. Daniel Oliver Dy  
Mr. Anthony M. Te

**OTHERS PRESENT:**

Atty. Maila Lourdes G. De Castro - Co-Asst. Corp. Sec for MHI and Corp. Sec for MMDC  
Maricel Yabut - AVP for HR  
Atty. Kenneth Peter D. Molave - Legal Associate

**I. CALL TO ORDER**

Atty. Carlos Alfonso T. Ocampo and Mr. Isidro C. Alcantara, Jr., the Chairman of the MHI and MMDC's Retirement Committee, respectively, called the joint meeting to order. By agreement, Atty. Ocampo presided over the joint meeting. Atty. Maila Lourdes G. De Castro, was appointed as secretary of the meeting. She then proceeded to take the minutes of the proceedings.

**II. CERTIFICATION OF QUORUM**

Atty. Maila Lourdes G. De Castro certified that notice of the meeting has been sent to the directors and further certified the existence of a quorum to transact business.

**III. APPROVAL OF THE RETIREMENT PLAN**

Atty. Ocampo proceeded to the only item on the agenda which is the approval of Retirement Plan Rules and Regulations of MHI and MMDC. As a background for the need of approval of the Retirement Plan, Mr. Isidro C. Alcantara explained that there was a note in the Audited Financial Statements for both MHI and MMDC that there is no existing retirement plan for both corporations. Atty. Ocampo asked if there is an adverse effect. Mr. Alcantara said there is no direct adverse effect but that the inexistence thereof may be bad for the corporations' image.

Atty. De Castro then presented a PowerPoint presentation of the draft rules and regulations with the following topics:

- a. Background;
- b. Tax-qualified Plan Requirements;
- c. Salient Provisions;
- d. Retirement Benefits Sample Computations; and
- e. Requested Action

During and after the presentation, a number of questions were asked.

Atty. Ocampo asked whether the financial impact on the corporations have been computed. Mr. Alcantara mentioned that he is already requesting for the computation which will take into account the planned rightsizing program and other costs increases such as salaries. Atty. Ocampo suggested that the costs/expected payouts should be back ended so they know of the choices of what to pay and if they can afford it.

Atty. De Castro then asked when the Retirement Plan may be presented to the Board. Atty. Ocampo then sought to clarify that the committee's approval at the joint meeting is only as to the legal structure of the Retirement Plan. The submission of additional information on expected payouts which will be subjected to a second approval.

Atty. De Castro then asked which provider/bank will be appointed as Trustee of the Retirement Fund. Mr. Alcantara noted that BDO Universal bank is the leading Trust management provider. He suggested that the Trustee should have non-discretionary authority over the investment decisions of the fund. Atty. De Castro noted that the draft retirement plan already provides that it is the Retirement Committee which shall manage the Retirement Fund.

Mr. Alcantara noted that MHI and MMDC are separate corporations. Thus, he clarified that each corporation will adopt its own Retirement Plan with similar content as approved in the joint meeting.

As to the initial funding, AVP for HR, Ms. Maricel Yabut came up with amount of initial funding for both MHI and MMDC based on the latest actuarial studies dated 8 April 2019 by Actuarial Exponents Inc. She noted that Php5.9 Million and Php16.6 Million will be needed for the initial funding for MHI and MMDC, respectively.

Lastly, Atty. Ocampo suggested, and the other members of the committees agreed, that MHI board member Justice Sesinando E. Villon be included as member of MHI's retirement committee with position as Chairman.

Upon motions duly made and seconded, the following resolutions of the Retirement Committees of both MHI and MMDC, acting jointly were approved:

**“RESOLVED**, as it is hereby resolved, that the terms and conditions of the draft Retirement Plan Rules and Regulations (Attached as *Annex A*) is approved. Additional information on expected payouts shall be submitted and will be subject to a second approval.

**RESOLVED, FURTHER**, as it is hereby resolved, that the following shall be endorsed to the respective Boards of Directors of MHI and MMDC for approval:

- a. Initial Funding of the Retirement Funds in the amount of:
  - i. PhP 5.9 Million;
  - ii. PhP 16.6 Million.
- b. Appointment of BDO's Trust and Investments Group as Trustee for both funds."

"**RESOLVED, FURTHER**, that the name Justice Sesinando E. Villon be formally endorsed to the nominations committee of MHI for appointment as member of its Retirement Committee."

"**RESOLVED, FINALLY**, that the foregoing resolution shall continue to have full force and effect until the same are repealed, amended and/or superseded by a subsequent resolution to the contrary."

#### **IV. ADJOURNMENT**

There being no further matters to discuss or business to conduct, the joint meeting was thereupon adjourned.

*Prepared by:*

**ATTY. MAILA LOURDES G. DE CASTRO**  
Co-Asst. Corporate Secretary, MHI  
Corporate Secretary, MMDC

*Attested by:*

**MHI**

Isidro C. Alcantara, Jr.

Atty. Carlos Alfonso T. Ocampo

Mr. Augusto C. Serafica, Jr.

Atty. Arturo L. Tiu

Mr. Daniel Oliver Dy



Mr. Anthony M. Te





REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

ANNEX "D"

Company Reg. No. 12942

**CERTIFICATE OF FILING  
OF  
AMENDED BY-LAWS**

**KNOW ALL PERSONS BY THESE PRESENTS:**

**THIS IS TO CERTIFY** that the Amended By-Laws of

**MARCVENTURES HOLDINGS, INC.**

copy annexed, adopted on March 21, 2014 by majority vote of the Board of Directors and on November 14, 2014 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 29<sup>th</sup> day of May, Twenty Fifteen.

  
FERDINAND B. SALES  
Director

Company Registration and Monitoring Department





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# COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

Amended By-Laws

---12942---

Former Company Name

M A R C V E N T U R E S H O L D I N G S , I N C .

AMENDED TO:  
New Company Name

Principal Office (No./Street/Barangay/City/Town/Province)

4 T H F L O O R , C I T I B A N K C E N T E R ,  
8 7 4 1 P A S E O D E R O X A S M A K A T I  
C I T Y

### COMPANY INFORMATION

Company's Email Address

Company's Telephone Numbers

(632)831-4479/831-4438

Company's Facsimile Number/s

(632) 856-7976/856-7376

### CONTACT PERSON INFORMATION

Name of Contact Person

Ana Maria A. Katigbak

Email Address

ana.katigbak@cltpsj.com

Telephone Number/s

(632) 817-6791

Facsimile Number/s

(632)819-2724

Contact Person's Address

3<sup>rd</sup> Floor, The Valero Tower 122 Valero Street, Salcedo Village, Makati City

To be accomplished by CRMD Personnel

Assigned Processor

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Date

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Signature

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Received by Corporate Filing and Records Division (CFRD)

FORWARDED TO:

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

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**AMENDED BY-LAWS**

OF

**MARCVENTURES HOLDINGS, INC.**  
(formerly AJO.net HOLDINGS, INC.)

ARTICLE I

MEETINGS OF STOCKHOLDERS

SECTION 1. The annual meeting of stockholders shall be held at the place of the principal office of the Company or at such other place therein as the Board of Directors may designate on the last Friday of May of each year. (Amended on June 29, 2012; and November 14, 2014)

SECTION 2. Special meetings of the stockholders may be called by the President, or by order of the Board of Directors, whenever he or they shall deem it necessary, and it shall be the duty of the President to order and call such special meetings whenever the holders of record or not less than one-fourth of the outstanding capital stock of the Company shall in writing so request.

SECTION 3. At every meeting of the stockholders of the Company, every stockholder shall be entitled to one vote for each share of stock standing in his name in the books of the Company, provided, however, that in the case of the election of directors, every stockholder shall be entitled to accumulate his votes in accordance with the provisions of law in such case made and provided. Every stockholder entitled to vote at



any meeting of the stockholders may so vote by proxy, provided that the proxy shall have been appointed in writing by the stockholder himself, or by his duly authorized attorney. The instrument authorizing a proxy to act shall be submitted at least ten (10) days before the meeting. Proxies shall be validated at least five (5) days before the meeting. At any meeting of stockholders, the holders of record for the time being of a majority of the stock of the Company then issued and outstanding represented in person and by proxy, shall constitute a quorum for the transaction of business, save and except in those several matters in which the laws of the Philippines require the affirmative vote of a greater proportion, and, in the absence of a quorum, the stockholders attending or represented at the time and place of which such meeting shall have been called, or to which it may have been adjourned, or any officer entitled to call such meeting to order or to act as secretary thereof, may adjourn such meeting for a period not exceeding twenty days. (Amended on October 28, 1997)

SECTION 4. Notice of the time and place of holding any annual meeting, or any special meeting of the stockholders shall be given either by posting the same enclosed in a postage prepaid envelope, addressed to such stockholder of record, at the address left by such stockholder with the Secretary of the Company, or at his last known post office address, or by delivering the same to him at least fourteen (14) days before the date for such meeting. Every stockholder shall furnish the Secretary with the address at which notices of meeting and all other corporate notices may be served upon or mailed to him, and if any stockholder shall fail to furnish such address, notices may be served upon him by mail directed to him at his last known post office address. The notice of every special

meeting shall state briefly the objects of the meeting, and no other business shall be transacted at such meeting except by consent of all the stockholders of the Company. No notice of any meeting need be published in any newspaper. A failure to give or any defect or irregularity in giving the notice of the annual meeting shall not affect or invalidate the actions or proceedings of such meeting. The stockholders of the Company may by unanimous consent in writing waive notice of the time, place and purpose of any meeting of stockholders and any action taken at a meeting held pursuant to such waiver shall be valid and binding. (Amended on October 28, 1997)

SECTION 5. The stockholders may, at each annual meeting, appoint two persons (who need not be stockholders) to act as inspectors of election at all meetings of the stockholders until the close of the next annual meeting. If any inspector shall refuse to serve, or neglect to attend at any meeting of the stockholders, or if his office shall become vacant, the meeting may appoint an inspector in his place.

SECTION 6. The order of business at the annual meeting of the stockholders shall be as follows:

1. Proof of the presence of a quorum
2. Proof of the required notice of the meeting
3. Reading of the minutes of previous meeting and action thereon
4. Report of the Board of Directors
5. Appointment of inspectors of elections
6. Election of directors for the ensuing year

7. Unfinished business

8. New business

9. Adjournment

The order of business to be followed at any meeting may be changed by a vote of a majority in interest of the stockholders present or represented at such meeting.

The order of business to be followed at any special meeting may be determined by the presiding officer or by vote of the majority in interest of the stockholders present or represented at such meeting.

SECTION 7. Closing of Transfer Books - The Board of Directors may, by resolution, direct that the stock and transfer books of the Corporation be closed on a record date which shall be at least twenty (20) days preceding the date of any meeting of stockholders for purposes of determining the stockholders entitled to notice of and to vote at any such meeting.

For all other acts or matters, such as the payment of any dividend, the allotment of rights, or the change or conversion or exchange of capital stock, the record date may be fixed without closing the stock and transfer books for purposes of determining the stockholders entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any change, conversion or exchange of the capital stock, among other things.

In each such case, only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to notice of or to vote at such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such



rights, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after such record date as aforesaid." (Amended on October 28, 1997)

## ARTICLE II

### BOARD OF DIRECTORS

SECTION 1. The corporate powers of the Company shall be exercised, its business conducted and its property controlled by its Board of Directors, who shall be chosen by the stockholders of the Company at the annual meeting and shall hold office for one year and until their successors are elected and shall have qualified.

SECTION 2. The directors shall act only as a Board, and the individual directors shall have no power as such. A majority of the Board of Directors at a meeting duly assembled shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of a quorum so present shall be valid as a corporate act.

SECTION 3. The Board of Directors shall have the power to hold its meetings, and to have one or more offices in and outside of the Philippine Islands, at such place or places as may be from time to time designated by it.

SECTION 4. The Board of Directors shall meet as soon as may be practicable after the annual meeting of the stockholders and elect officers for the ensuing year.

The Board of Directors shall hold regular meetings at 4:30 of the third Monday of each month, or at such time and place as it may prescribe. Special meetings of the



Board of Directors may be called by the President or by written request of any two directors. Notices of all regular and special meetings of the Board of Directors shall be mailed to each director at his last known post office address, or delivered to him personally, or left at his office, at least one day previous to the date fixed for the meeting.

SECTION 5. If any vacancy shall occur among the directors by death, resignation or otherwise, such vacancy may be filled by the remaining directors at any meeting at which a quorum shall be present. Any such vacancy may also be filled by the stockholders by ballot at any meeting or adjourned meeting held during such vacancy, provided the notice of the meeting shall have mentioned such vacancy or expected vacancy. The stockholders at any such meeting may also, in case of like mention, accept the resignation of any director and fill the vacancy thereby caused for the unexpired term. In case of a vacancy in the Board, the remaining directors shall forthwith fill the vacancy or call a special meeting of the stockholders for that purpose.

SECTION 6. A portion of the Company's annual net profits before tax shall be allocated as a performance-based bonus to be distributed among the members of the Board of Directors, executive officers and consultants of the Company, as determined by the Board, provided that the total yearly compensation of Directors, as such directors duly approved by the vote of the stockholders representing at least majority of the outstanding capital stock, shall not exceed 10% of the net income before income tax of the Company during the preceding year, in addition to any reasonable per diems that a Director may receive. (Amended on November 14, 2014).

### ARTICLE III

#### EXECUTIVE OFFICERS OF THE COMPANY

SECTION 1. The Board of Directors shall elect a President, and at its option a Chairman of the Board, who shall be members of the Board of Directors, a Treasurer and a Secretary. It shall appoint one or more Vice Presidents, but only a Vice President who is also a member of the Board of Directors may be designated by it to perform all duties of the President in the absence or incapacity of the latter. There shall also be a General Manager, an Assistant Treasurer and an Assistant Secretary, all of whom shall be

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appointed by the Board of Directors and need not be members of said Board. The Board of Directors may create such other office as it may determine, appoint officers to fill such offices, and prescribe the duties of any officer, and may delegate to one or more officers any of the duties of any officer or officers.

SECTION 2. Officers shall be elected by each new Board at the first meeting after its election. Every officer other than the President and the Chairman of the Board who may only be removed or suspended for reasonable and just cause, shall be subject to removal at any time by the Board of Directors, but all officers, unless removed, shall hold office until their successors are appointed. If any vacancy shall occur among the officers of the Company, such vacancy shall be filled by the Board of Directors.

SECTION 3. The Board of Directors may also appoint from time to time such Assistant Secretaries and Assistant Treasurers, and such other agents and employees of the Company as may be deemed proper, and may authorize any officer to appoint and remove agents or employees. Each of such agents and employees shall hold office during the pleasure of the Board of Directors or his superior officer, subject, however, to any special agreement as to length of time of service.

SECTION 4. The Board of Directors shall from time to time prescribe the powers and duties and fix the compensation of the officers, agents and employees of the Company in the management of its property and affairs where such powers and duties are not prescribed by the By-Laws.

SECTION 5. The President shall be the chief executive officer of the Company. In addition to such duties as may be imposed on him by the Board of Directors, he shall, in the absence of the Chairman of the Board, preside at all meetings of the Board of Directors, and shall act as temporary Chairman at and call to order all meetings of the stockholders of the Company. He shall have general supervision of the business affairs and property of the Company, and over its several officers and employees. He shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall submit to the Board of Director as soon as may be after the close of each fiscal year, and to the stockholders of each annual meeting, a complete report of the operations of the Company for the preceding year, and the state of its affairs, and he shall from time to time report to the Board of Directors all matters within his knowledge which the interests of the Company may require to be brought to their notice. He shall do and perform such other duties as from time to time may be assigned to him by the Board of Directors.

SECTION 6. Each Vice-President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe and perform such other duties as may be prescribed by these By-Laws. In case of the absence or inability to act of the President, the Vice-President, or, if there be more than one, such Vice-President as the Board of Directors may designate for the purpose, shall have the powers and discharge the duties of the President.



SECTION 7. The Chairman of the Board, whenever one shall be elected by the Board of Directors, shall preside at all meetings of the Board of Directors, and shall have such other duties as from time to time may be assigned to him by the Board of Directors.

SECTION 8. The Secretary shall keep the minutes of all meetings of the stockholders, of the Board of Directors and of all committees in a book or books kept for that purpose and shall furnish a copy of all such minutes to the President of the Company. In addition thereto, he shall perform such other duties as the Board of Directors may from time to time direct. He shall keep in safe custody the seal of the Company, and when authorized by the Board of Directors, he shall affix such seal to any instrument requiring the same. The corporate seal of the Company so affixed shall always be attested by the signature of the Secretary or an assistant secretary. The Secretary shall have charge of the stock certificate book and such other books and papers as the Board may direct. He shall attend to the giving and serving of all notices, and he shall have such other powers and perform such other duties as pertain to his office or as the Board of Directors may from time to time prescribe. In case of the absence of the Secretary, or of his inability to act, the Assistant Secretary or, if there be more than one, such assistant secretary as the Board of Directors may designate, shall have all the foregoing duties and powers.

SECTION 9. The Treasurer shall have charge of the funds, securities, receipts and disbursements of the Company. He shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the Company in such banks or trust companies, or with such bankers or other depositories, as the Board of Directors

may from time to time designate. He shall render to the President or the Board of Directors whenever required an account of the financial condition of the Company and all of his transactions as Treasurer. As soon as may be after the close of each fiscal year, he shall make and submit to the Board of Directors a like report for such fiscal year. He shall keep correct books of accounts of all the business and transactions of the Company. In case of the absence of the Treasurer or his inability to act, the Assistant Treasurer, or if there be more than one, such assistant treasurer as the Board of Directors may designate, shall have the foregoing powers and duties.

SECTION 10. The General Manager shall have the following powers and duties:

- a) To have and exercise general management over all of the affairs of the Company and the direction thereof, except those which are otherwise delegated in the By-Laws of the Company, and in conformity with existing agreements and contracts.
- b) To execute all orders and resolutions of the Board of Directors.
- c) To have supervision over all the employees of the Company and the execution of their duties. Subject to the approval of the President, the General Manager shall have the power to appoint, remove or suspend permanently or temporarily the employees of the Company, and to determine their duties and fix, and from time to time change, their salaries or emoluments, and to require security in such instances and in such amounts as he may see fit.
- d) To purchase raw materials, equipment and supplies as may be requisite or essential to the proper administration of the affairs of the Company, provided that

Expenditures for capital investment in excess of Three Thousand Pesos (3,000.00) shall be made or incurred only with the prior approval of the Board of Directors.

e] To submit budget, costs and other estimates at periodic intervals or when otherwise called upon to do so.

f] To submit reports on current company affairs to the Directors at the regular monthly meeting, and special reports when called upon to do so.

g] To report to the Board of Directors from time to time all matters within his knowledge which the interest of the Company may require to be brought to their notice.

h] To conduct negotiations for the sale of products or property of the Company, provided that no contract for the sale thereof shall be signed on behalf of the Company unless previously approved by the Board of Directors.

### ARTICLE III-A

#### COMMITTEES

Section 1. Executive Committee. The Board of Directors may, by resolution or resolutions, passed by a majority of all its members present, designate an executive committee composed of at least three (3) members of the Board. Except as provided in Section 35 of the Corporation Code, the Executive Committee shall have and exercise such powers relative to the management of the business and affairs of the Corporation as the Board of Directors may, from time to time, confer upon it. The Board of Directors shall have the power to change the members of the Executive Committee at any time, to fill vacancies therein, or to dissolve such committee. A majority of the members of the



Executive Committee shall determine its action and fix the time and place of its meeting unless the Board of Directors shall otherwise provide.

Section 2. Other Committees. The Board of Directors may, by resolution or resolutions passed by the affirmative vote of at least a majority of all its members present, designate one or more committees, which, to the extent provided in said resolution or resolutions or in the Articles of Incorporation shall have and may exercise any of the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee or committees shall have such resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required. The Board of Directors shall have the power to change the members of any such committee at any time, to fill the vacancies and to discharge any such committee either with or without cause.

#### ARTICLE IV

##### AGREEMENTS, BANK DEPOSITARIES, CHECKS AND DRAFTS

SECTION 1. No investment of any funds of the Company in any project outside the business of the Company shall be made without the approval of the Board of Directors who shall have been previously authorized in a resolution by the affirmative vote of stockholders holding at least two-thirds of the shares in the Company entitled to vote at a stockholders' meeting called for the purpose.

SECTION 2. All checks and drafts and all funds of the Company shall be deposited in full as soon as possible after their receipt to the credit of the Company in such banks or trust companies or with such bankers or other depositories as the Board of

Directors may from time to time designate. The funds of the Company shall be disbursed by checks or drafts upon the authorized depositories of the Company, signed by such officer or officers as the Board of Directors may from time to time direct.

## ARTICLE V

### SHARES AND THEIR TRANSFERS

SECTION 1. The Board of Directors shall provide for the issue and transfer of the capital stock of the Company and shall prescribe the form of the certificates of stock. Every owner of the stock of the Company shall be entitled to a certificate of stock certifying the number of shares owned by him. It shall be signed by the President or a Vice-President and countersigned by the Secretary or Assistant Secretary of the Company and sealed with its corporate seal. The certificates of stock shall be issued in consecutive order from certificate books of the Company, and certificates shall be numbered in the order in which they are issued. Upon the stub of each certificate issued shall be entered the name of the person, firm or corporation owning the stock represented by such certificate, the number of shares in respect of which the certificate was issued, the date of such certificate, and in the case of cancellation, the date of cancellation.

Every certificate surrendered for exchange or transfer of stock shall be cancelled and affixed to the original stub in the certificate book, and no new certificates shall be issued for exchanged or cancelled certificates until the old certificate has been cancelled or returned to its place in the certificate book, except in the cases provided for in Section 3 of this Article.



SECTION 2. There shall be kept by the Secretary of the Company a book to be known as the "Stock and Transfer Book", containing the names, alphabetically arranged, of the stockholders of the Company, showing their places of residences, the number of shares of stock held by them respectively, and the time when they respectively became the owners thereof and the amounts paid thereon, as well as all other entries required by law. Transfers of stock shall be made only on the transfer books of the Company by the holder in person or by duly authorized attorney on surrender of the certificate or certificates representing the stock to be transferred. Every power of attorney or authority to transfer stock shall be in writing duly executed and filed with the Company. The Board of Directors may appoint some suitable bank or trust company to facilitate transfer by stockholders under such regulations as the Board may from time to time prescribe.

SECTION 3. The Board of Directors may direct a new certificate or certificates of stock to be issued in the place of any certificate or certificates therefore issued and alleged to have been lost or destroyed. The Board of Directors, when authorizing such issue of the new certificate or certificates, may require the owner of the stock represented by the certificate so lost or destroyed, or his legal representative, to furnish proof by affidavit or otherwise to the satisfaction of the Board of Directors as to the ownership of the stock represented by such certificate alleged to have been destroyed, and the facts which tend to prove its loss or destruction. The Board of Directors shall also require him to give notice of such loss or destruction by publication or otherwise as it may direct, and cause the delivery to the Company of a bond with or without sureties in such sum as it may direct, or to indemnify the Company from any claim that may be against it by reason

of the issue of such new certificate and against all other liability in the premises. The requirements of Republic Act No. 201 shall be followed.

#### **ARTICLE VI**

##### **DIVIDENDS**

The Board of Directors may declare dividends only from the surplus profits arising from the business of the Company; Provided, however, that no stock or bond dividend shall be issued without the approval of stockholders representing not less than two-thirds of all stock then outstanding and entitled to vote, at the general meeting of the corporation or at a special meeting called for the purpose.

#### **ARTICLE VII**

##### **CORPORATE SEAL**

The Corporate Seal of the Company, unless otherwise ordered by the Board of Directors, shall be circular in form and shall have inscribed thereon the name of the Company, the year of its creation (1957) and the words "Corporate Seal".

#### **ARTICLE VIII**

##### **FISCAL YEAR**

The fiscal year of the Company shall begin on the first day of January in each year and end on the thirty first day of December of the same year. (As amended on September 2, 2010 and September 16, 2010)

## ARTICLE IX

## AMENDMENTS TO BY-LAWS

These By-Laws or any of them may be amended or repealed at any regular meeting of the stockholders or special meeting duly called for that purpose.

## ADOPTION

The foregoing By-Laws were adopted by the ACOJE OIL EXPLORATION AND DRILLING COMPANY OF THE PHILIPPINES by the affirmative vote of all the stockholders of said Company representing all the subscribed capital stock at the organizational meeting of the stockholders held on the 10th day of July 1957.

(Sgd.) MRS. E. A. ZAMORA  
Director

(Sgd.) JESUS S. CABARRUS  
Director

(Sgd.) JACOB CABARRUS  
Director

(Sgd.) RICARDO LEDESMA  
Director

(Sgd.) L. L. RECIO  
Director

(Sgd.) DEE K. CHIONG  
Director

(Sgd.) L. W. SHANER  
Director

(Sgd.) KARL LANDAHL  
Stockholder

(Sgd.) CU CHING YAN  
Stockholder

COUNTERSIGNED:

(Sgd.) Illegible  
SECRETARY



SECRETARY'S CERTIFICATE

I, **ANA MARIA A. KATIGBAK**, of legal age, Filipino citizen, and with office address at the 3rd Floor, The Valero Tower, 122 Valero Street, Salcedo Village, Makati City, Metro Manila, Philippines, under oath, hereby depose and state that:

1. I am the duly elected and qualified Asst. Corporate Secretary of **MARCVENTURES HOLDINGS INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal office address at the 4<sup>th</sup> Floor Citibank Center 8741 Paseo de Roxas, Makati City.

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto affixed my signature this MAY 25 2015, in MAKATI CITY, Metro Manila.

  
**ANA MARIA A. KATIGBAK**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this \_\_\_ day of MAY 25 2015 at Makati City by affiant whose identity I have confirmed through her Passport No. EB6978724 issued on December 20, 2012 in Manila, bearing the affiant's photograph and signature, and who showed to me her Community Tax Certificate No. 04922825 issued at Makati City on February 04, 2015.

Doc. No. 4;  
Page No. 2;  
Book No. N;  
Series of 2015.



  
**RICKY A. SABORNAY**  
Appointment No. M-286  
Notary Public for Makati City  
Until December 31, 2016  
Castillo Laman Tan Pantaleon  
& San Jose Law Firm  
The Valero Tower, 122 Valero Street  
Salcedo Village, Makati City  
PTR No. 4748044;01-05-2015;Makati City  
No. 977668;01-05-2015;Quezon City Chapter  
Roll No. 62434

**CERTIFICATE OF AMENDMENT OF THE  
BY-LAWS  
OF  
MARCVENTURES HOLDINGS INC.**



We the undersigned, the Chairman and Secretary of the Stockholders' meeting and majority of the members of the Board of Directors of MARCVENTURES HOLDINGS INC. (the "Corporation") hereby certify that the attached document is a true and correct copy of the Amended By-laws of the Corporation.


The amendments are in the following Articles:

1. Article I, Section 1 - by changing the date of the annual stockholders' meeting from June 28 of each year, to the last Friday of May of each year; and
2. Article II - by inserting a new Section 6 under Article II, granting compensation to the members of the Board of Directors.

We further certify that the said amendments were unanimously approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock at their annual meeting held on November 14, 2014 at the Manila Golf and Country Club, Harvard Road, Forbes Park, Makati City, and by the Board of Directors at its meeting held on March 21, 2014.

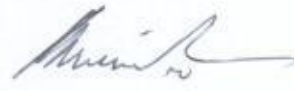


IN WITNESS WHEREOF, we have hereunto set our hands on this 18<sup>th</sup> day of May 2015 at the City of Makati, Metro Manila.

  
**CESAR C. ZALAMEA**  
Chairman of the Meeting  
TIN No.: 137-712-551

  
**ANTONIO H. OZAETA**  
Vice Chairman/Independent Director  
TIN No.: 106-196-339

  
**ISIDRO C. ALACANTARA, JR.**  
Director/President  
TIN No.: 123-371-185

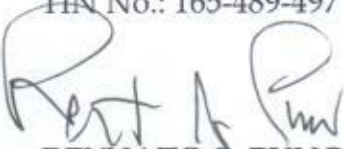
  
**MACARIO U. TE**  
Director  
TIN No.: 145-425-028

  
**MARIANNE T. DY**  
Director  
TIN No.: 900-856-940

  
**AUGUSTO C. SERAFICA, JR.**  
Director  
TIN No.: 102-097-338

  
**CARLOS ALFONZO T. OCAMPO**  
Independent Director  
TIN No.: 165-489-497

  
**ROBERTO V. SAN JOSE**  
Corporate Secretary/Secretary of the Stockholders'  
TIN No.: 126-470-483 meeting

  
**REYNATO S. PUNO**  
Independent Director  
TIN No.: 118-014-622

**MICHAEL L. ESCALER**  
Director  
TIN No.: 106-102-918

  
**DIANE MADELYN C. CHING**  
Asst. Corporate Secretary  
TIN No.: 201-507-466

  
**ANA MARIA A. KATIGBAK**  
Asst. Corporate Secretary  
TIN No.: 173-182-955

SUBSCRIBED AND SWORN to before me this MAY 08 2015 day of \_\_\_\_\_ at QUEZON CITY Makati City, Metro Manila, affiants having exhibited to me competent evidence of their identity as follows:

Name	Competent Evidence of Identity	Place and Date of Issue
Cesar C. Zalamea	TIN No. 137-712-551	
Antonio H. Ozaeta	TIN No. 106-196-339	
Isidro C. Alcantara, Jr.	TIN No. 123-371-185	
Macario U. Te	TIN No. 145-425-028	
Marianne T. Dy	TIN No. 900-856-940	
Augusto Serafica, Jr.	TIN No. 102-097-338	
Carlos Alfonzo T. Ocampo	TIN No. 165-489-497	
Reynato S. Puno	TIN No. 118-014-622	
Michael L. Escaler	TIN No. 106-102-918	
Roberto V. San Jose	TIN No. 126-470-483	
Ana Maria A. Katigbak	TIN No. 173-182-955	
Diane Madelyn C. Ching	TIN No. 201-507-466	

Doc. No. 491 :  
 Page No. 100 :  
 Book No. 819 :  
 Series of 1012 :

*B. F. Alfonso*  
 ATTY. BENJAMIN E. ALFONSO  
 NOTARY PUBLIC  
 UNTIL December 31, 2016  
 PTR NO. 0682987-C- 1-20-15 - QUEZON CITY  
 IBP NO. 975608 13-11-2014 - QUEZON CITY  
 ROLL NO. 13296  
 ADM. MATTER NO. NP -144 (2015 - 2016)  
 TIN NO. 177967619  
 MCLs EXEMPTED



**NOTICE OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS**

To : All Directors

Re : BOARD MEETING

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Please be advised that the regular meeting of the Board of Directors of **MARCVENTURES HOLDINGS, INC. (MHI)** will be held on **18 December 2019, 2:00 - 4:00 p.m.** at the 4<sup>th</sup> Floor Citibank Center, 8741 Paseo de Roxas, Makati City.

The provisional Agenda for the said meeting is as follows:

1. Call to Order
2. Certification of Quorum
3. Approval of the Minutes of the Previous Meeting
4. Matters for Board Confirmation of ExCom Approvals
  - a. Operational Matters
    - i. For Confirmation - Proposed Heads of Terms and/or Service Mining Agreement with EZM - Cabangahan Mine Area
    - ii. For Confirmation - Authority to Submit Application to Exceed Maximum Allowable Disturbed Area
    - iii. For Confirmation - Authority for Management to Negotiate for Development of BRC MPSA through Commercial Operations (Construction and Development/Service Mining Agreement)
    - iv. For Information - Bauxite Project Updates and Developments
  - b. Finance
    - i. For Information - Updates on Payments, Cashflow, and Variance Reports
    - ii. For Information - 2019 Projected Results and Initial 2020 Budget / Projection
  - c. Marketing
    - i. For Information - Market Developments/Prices (Contract Price vs. Actual Shipments) and Market Forecast
    - ii. For Information - Shipment Schedule and 2020 Projections or Expected Shipments
  - d. For Approval - Minutes of the ExCom dated **12 November 2019**
5. Matters for Board Approval
  - a. Human Resources
    - i. For Approval - Restructuring of Corporate Head Quarters Table of Organization
    - ii. For Approval - Restructuring Mine Site Table of Organization
    - iii. For Approval - Reorganization Options
  - b. Executive Committee
    - i. For Approval - Internal Rules and Delegation of Authority to the Executive Committee





- c. Retirement Committee
  - i. For Approval - Retirement Plan Rules and Minutes of the Retirement Committee Meeting dated **04 December 2019**
6. Confirmation of Nominations Committee's Appointment of Mr. Dale A. Tongco, as Vice President and Financial Controller
7. Confirmation and/or Approval of MMDC's Loan Restructuring with Philippine Veterans Bank, with Pledge of MHI's Shares in Brightgreen Resources Corporation and Conditional Assignment of Stock/Inventory
8. Other Matters
9. Executive Session Matters
10. Adjournment

Your presence is earnestly requested. Kindly advise the undersigned of your attendance and whether you will be attending the meeting in person or by teleconference facilities at -

09199937231 or via email confirmation to [maila.decastro@marcventures.com.ph](mailto:maila.decastro@marcventures.com.ph); OR  
09088903364 or via email confirmation to [jermaine.ejan@marcventures.com.ph](mailto:jermaine.ejan@marcventures.com.ph).

With copy furnished to CC [legal@marcventures.com.ph](mailto:legal@marcventures.com.ph)

Makati City, Philippines.

**Maila G. de Castro**  
Corporate Secretary of MMDC and  
Asst. Corporate Secretary of MHI

July 20, 2020

Securities and Exchange Commission  
 Secretariat Building, PICC Complex  
 Roxas Boulevard, Manila 1307

Attention: Atty. Rachel Esther Gumtang-Remalante  
 Officer-in-Charge  
 Office of the Director  
Corporate Governance and Finance Department

Re: Report on Attendance of Directors at  
 2019 Board Meetings

Gentlemen:

In compliance with SEC Memorandum Circular No. 1, series of 2014, we hereby formally advise the Commission of the following:

- The following table summarizes the attendance of the directors of **Marcventures Holdings, Inc.** (the "Corporation") in board meetings held by the Corporation during the calendar year 2019.

	<b>Name</b>	<b>Date of Election</b>	<b>Number of Meetings Held During the Year</b>	<b>Number of Meetings Attended</b>	<b>Percentage</b>
Chairman	Cesar C. Zalamea	December 19, 2018; September 26, 2019	7	7	100%
Board Member	Isidro C. Alcantara, Jr.	December 19, 2018; September 26, 2019	7	7	100%
Board Member	Marianne T. Dy	December 19, 2018; September 26, 2019	7	7	100%

*eeb*

Board Member	Macario U. Te	December 19, 2018; September 26, 2019	7	4	57.14%
Board Member	Augusto C. Serafica, Jr.	December 19, 2018; September 26, 2019	7	6	85.71%
Board Member	Anthony M. Te	December 19, 2018; September 26, 2019	7	7	100%
Board Member	Ruby Sy	December 19, 2018; September 26, 2019	7	6	85.71%
Independent Director	Carlos Alfonso T. Ocampo	December 19, 2018; September 26, 2019	7	7	100%
Independent Director	Vicente V. Mendoza	December 19, 2018; September 26, 2019	6	4	66.67%
Director	Michael Escaler	December 19, 2018; September 26, 2019	7	4	57.14%
Director	Sesinando E. Villon	September 26, 2019	2	2	100%
Director	Yulo E. Perez	December 19, 2018	1	1	100%

2. The Board of Directors of the Company held its meetings in the year 2019, specifically on the following dates:

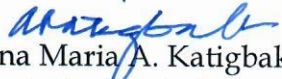
<b>Date of Meeting</b>	<b>Nature of Meetings</b>
February 21, 2019	Regular
March 28, 2019	Special
April 12, 2019	Special
August 6, 2019	Special
August 19, 2019	Regular
September 26, 2019	Organizational
December 18, 2019	Regular

3. Based on the records of the minutes of the above meetings of the Corporation, no director has absented himself for more than fifty percent (50%) from all meetings of the Board of Directors, both regular and special, during his incumbency or any twelve (12) month period during said incumbency. Attached as Annex "A" hereof is a summary of the attendance of the directors.

4. The Corporation held its annual stockholders' meeting on September 26, 2019. The Chairman of the Board, President and majority of the directors of the Corporation likewise attended the said annual stockholders' meeting of the Corporation on September 26, 2019.

We trust that the foregoing is sufficient. Should you require any further information, please let us know.

Very truly yours,

  
Ana Maria A. Katigbak  
Asst. Corporate Secretary



**Annex "A"**  
**Meetings of the Board of Directors for the Year 2019**

Name of Directors	RM 02.21.19	SM 03.28.19	SM 04.12.19	SM 08.06.19	RM 08.19.19	OM 09.26.19	RM 12.18.19
Cesar C. Zalamea	√	√	√	√	√	√	√
Isidro C. Alcantara, Jr.	√	√	√	√	√	√	√
Macario U. Te	√	√	X	√	X	√	X
Michael Escaler	√	√	√	√	X	X	X
Marianne Dy	√	√	√	√	√	√	√
Augusto Serafica, Jr.	√	√	√	√	√	X	√
Yulo E. Perez	√	NA	NA	NA	NA	NA	NA
Anthony M. Te	√	√	√	√	√	√	√
Carlos T. Ocampo	√	√	√	√	√	√	√
Vicente V. Mendoza	√	√	√	X	√	X	NA
Ruby Sy	NA	√	√	√	√	√	√
Sesinando E. Villon	NA	NA	NA	NA	NA	√	√

**Legend:**

- √ - Present
- X - Absent
- RM - Regular Board Meeting
  
- SM - Special Board Meeting
- OM - Organizational Board Meeting
- N/A - Not Applicable







REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
Ground Floor, Secretariat Building, PICC  
City of Pasay, Metro Manila

ANNEX "G"

**COMPANY REG. NO. 12942**

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION**

**KNOW ALL PERSONS BY THESE PRESENTS:**

This is to certify that the amended articles of incorporation of the

**MARCVENTURES HOLDINGS, INC.**  
**(Amending Articles VI and VII thereof)**

copy annexed, adopted on December 15, 2016 by a majority vote of the Board of Directors and on October 23, 2017 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 29<sup>th</sup> day of December, Twenty Seventeen.



  
**FERDINAND B. SALES**  
Director

**Company Registration and Monitoring Department**



MARCVENTURES HOLDINGS, INC.  
DRAFT AMENDED ARTICLES OF INCORPORATION

AMENDED  
ARTICLES OF INCORPORATION  
OF  
MARCVENTURES HOLDINGS, INC.  
(Formerly: AJO.NET HOLDINGS, INC.)

KNOWN ALL MEN BY THESE PRESENTS:

THAT WE, all of whom are residents of the Republic of the Philippines, have on this date voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE DO HEREBY CERTIFY:

FIRST: The name of the said corporation shall be:

**"Marcventures Holdings, Inc."**  
(amended on February 10, 2010)

SECOND: The purpose for which said corporation is formed are as follows:

Primary Purpose: The primary purposes for which this said corporation is formed is to acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of any and all properties of every kind and description and wherever situated, including land, ( amended on November 26, 2001; February 10, 2010) as and to the extent permitted by law, including but not limited to, buildings, tenements, warehouses, factories, edifices and structures and other improvements and bonds, debentures, promissory notes, shares of stock, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder or possessors thereof, to exercise all the rights, powers and privileges of ownership or any other interest therein , including the right to receive, collect and dispose of, any and all rentals, dividends, interest and income derived therefrom, and the right to vote on any proprietary or other interest, on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held; and provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act 2629), or act as securities broker or dealer; to aid

either by guaranty and/or surety, any subsidiary and/or affiliate of the corporation. (Amended on November 14, 2014).

Secondary Purposes: The secondary purposes for which this said corporation is formed are: to embark in the discovery, exploration, development and exploitation of mineral oils, petroleum in its natural state, rock or carbon oils, natural gas, other volatile minerals substances and salt, as well as other minerals of whatever nature whether similar or dissimilar to those listed herein, or to mine, dig for or otherwise obtain from the earth the same substances as aforementioned and to manufacture, refine, prepare for market, buy, sell, and transport the same, their products, compounds and derivatives, and other mineral and chemical substances, in crude or refined condition; to embark in the discovery, exploration, development and exploitation of minerals in all other forms and to engage in deep sea fishing and its related industries in the Philippines and elsewhere and the business of mining in general in all of its phases and branches with all of its auxiliaries together with the businesses which are necessary and convenient to the efficient and economical prosecution of the above purposes.

In pursuance of such purposes, the corporation shall have the power:

1. To acquire petroleum, gas and oil lands, leaseholds, franchises, privileges, concessions and other interests in real estate and gas, oil and other rights;
2. To construct, maintain, and operate gas wells, oil wells, and refineries and water wells and to buy, sell, and otherwise deal in gas, oils and salts and their derivatives or products;
3. To construct and maintain conduits, pipelines and lines of tubing and water wells for the public generally as well as for the use of said corporation and to lay, rig, buy, lease, sell, and otherwise contract for, and operate said conduits, pipelines and lines of tubings and water wells as storage tanks, railways, tramways, roadways, and tracks, for the purpose of transporting and storing oil and gas, and of operating a general pipeline and storage business;
4. To acquire, construct and maintain, buildings, dwellings, stores, warehouses, machineries, plants boats, roads and bridges, mills, works and workshops, laboratories, power plants, derricks, drills, sawmills and other effects whatsoever which the corporation may think proper to be acquired, constructed and/or operated for the pursuance of any of the purposes and to construct, maintain and operate telegraph and telephone lines convenient for the prosecution of its business;
5. To purchase, lease or otherwise acquire such real and personal property in any part of the Philippines or elsewhere, as the purposes for which the corporation is formed may permit, and as may be reasonably required for the transaction of its lawful business; and



- to hold, maintain, conduct, use and operate and to lease, sell, mortgage, or otherwise dispose of any such real or personal property of any character owned or in any manner held by it, upon any terms; and obtain and prepare for market such other valuable minerals or materials may be discovered in developing the lands of company;
6. To have one or more offices outside the Philippines and to conduct its business and exercise its powers in any part thereof or in any other country; and to register the corporation, or to secure a license to do business, in any foreign country of place;
  7. To carry on in connection with any or all of the aforementioned purposes the business of importing, buying, selling, and otherwise dealing with equipment, machinery, supplies and accessories and to transact all business properly connected with or incidental to any or all of said objects and purposes;
  8. To purchase or otherwise acquire the whole or any part of the goodwill, property and assets, and to undertake all or any part of the business, property and liabilities of any person, partnership, corporation or other associations, carrying on any business similar to that for which this corporation is authorized to carry on, or possession of property suitable for the purpose of the corporation, and to pay for the same in cash, or in stock, bonds or other securities of the corporation or otherwise.
  9. To buy or otherwise acquire any inventions, improvements and processes relating to the refining of petroleum or the processing of its products, secured under letters patent or licenses in respect of the same, and to use, exercise, develop and sell such inventions, improvements and processes and to grant licenses of the things respecting the same;
  10. To borrow or raise money for the purpose of the corporation by making, issuing, accepting, indorsing and executing promissory notes, bills of exchange, bonds, debentures, certificates of indebtedness and other negotiable instruments but not exclusive of such other means or manner as the corporation's Board of Directors shall think fit; and to secure payment of said obligations or any of them by mortgage, pledge, letters of hypothecation, other liens or charges upon all or any of the undertakings, revenues, rights and property of the corporation, and to exchange or vary from time to time any of such securities, and to redeem on any terms, the debts or obligations secured by them before the same shall due, if it shall see fit to do so.
  11. To engage in e-commerce, to conduct, operate, carry on and maintain the business of trading, importing, exporting, buying, selling, repacking, delivering, transporting, distributing, marketing, promoting or otherwise dealing in all kinds of merchandise, industrial products, raw materials for manufacturers and processors, semi-finished articles, goods and wares of all kinds and descriptions which are the lawful objects of

commerce, including food, beverages, clothing, and accessories, as well as the provisions of services which are desirable, necessary, related and /or incident thereto (Amended on November 26, 2001, December 11, 2000)

In general, but in connection with the foregoing, the company may carry on any other business not prohibited to mining companies or the corporation by-laws of the Philippines and have and exercise all powers otherwise conferred by the laws of the Philippines upon like or anywise similar corporation formed under the Corporation Law of the Philippines, it being provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the general powers of the company and that any and all the rights, powers and privileges in this Articles of Incorporation granted and contained, conferred, or imposed, may be amended, altered, changed in any manner and to any extent and its authorized capital increased or enlarged by certificate of amendment or Amended Articles of Incorporation is made, executed, authorized and filed in any manner now or hereafter permitted or authorized by the laws of the Philippines.

Generally, also, to do all such other things and to transact all business as may be directly or indirectly incidental or conducive to the attainment of the above objects, or any of them respectively.

THIRD: That the place where the principal office of the corporation is to be established is at the 4<sup>th</sup> Floor, Citibank, Center 8741 Paseo de Roxas, Makati City and it may establish and maintain branch offices anywhere in the Philippines, as necessity thereof arises from time to time. (Amended on November 29, 1999; and on November 14, 2014).

FOURTH: The term for which said corporation is to exist is until August 7, 2057 (Amended on May 18, 2007)

FIFTH: The names and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Mrs. E. A. Zamora	Filipino	967 R. Hidalgo Street Quiapo, Manila
Jesus S. Cabarrus	Filipino	10 Bauhinia Street Makati City
Jacob E. Cabarrus	Filipino	146 Riverside Drive San Juan, Metro Manila
Ricardo Ledesma	Filipino	2031 Donada Street Pasay City

L. W. Shaner	American	Sta. Cruz, Zambales
L. L. Recio	Filipino	950 Maligaya Street Malate, Manila
Dee K. Chiong	Filipino	629 Calderon Street Mandaluyong
Cu Ching Yan	Chinese	2093 Bohol Street Sta. Mesa Boulevard
Karl Landahl	German	2030 A. Mabini Street Manila

SIXTH: The number of directors of the said corporation shall be eleven (11) and the names and residences of the directors who are to serve until their successors are elected and qualified, as provided by the By-Laws, are as follows: (Amended on November 14, 2014; October 23, 2017).

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Mrs. E. A. Zamora	Filipino	967 Hidalgo Street, Quiapo Manila
Jesus S. Cabarrus	Filipino	10 Bauhinia Street, Makati City
Jacob E. Cabarrus	Filipino	146 Riverside Drive San Juan, Metro Manila
Ricardo Ledesma	Filipino	2031 Donada Street Pasay City
L.L. Recio	Filipino	950 Maligaya Street Malate, Manila
Dee K. Chiong	Filipino	629 Calderon Street Mandaluyong
L. W. Shaner	American	Acoje Mines Sta. Cruz, Zambales

SEVENTH: That the capital stock of the corporation is FOUR BILLION PESOS (P4,000,000,000.00) and said capital stock is divided into FOUR BILLION (4,000,000,000) shares of the par value of One Peso (P1.00) each. (Amended on October 28, 1997; November 26, 2001; February 10, 2010; September 16, 2010; and October 23, 2017).

No stockholder shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible

into or carrying options or warrant to purchase stock of the corporation, whether out of its unissued authorized capital stock of the corporation, whether out of its unissued authorized capital stock or any future increases thereof. Any part of such stock or other securities may at any time be issued, optioned for sale, and sold or disposed of the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of capital stock shall be allowed or permitted to be recorded in the proper books of the Corporation.

The foregoing restriction shall be indicated in the certificates to be issued by the Corporation.

EIGHTH: The amount of said capital stock which has been actually subscribed is TWO MILLION PESOS (P2,000,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Name</u>	<u>Residence</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Capital Stock Subscribed</u>
E.A. Zamora	967 R. Hidalgo Quiapo, Manila	30,000,000	P 300,000.00
Jesus Cabarrus	10 Bauhinia Street Manila City	30,000,000	300,000.00
Jacob E. Cabarrus	146 Riverside Drive, San Juan	16,800,000	168,000.00
Ricardo Ledesma	2031 Donada Street Pasay City	30,000,000	300,000.00
L.W. Shaner	Acoje Mines Sta. Cruz, Zambales	16,800,000	168,000.00
L.L. Recio	950 Maligaya Street Malate, Manila	16,800,000	168,000.00
Dee K. Chiong	629 Calderon Street Mandaluyong	16,800,000	168,000.00
Cu Ching Yan	2890 Santol Street Sta. Mesa, Manila	16,800,000	168,000.00
Karl Ladahl	2030 A. Mabini	26,000,000	260,000.00

Street, Manila

200,000,000

P2,000,000.00

NINTH: The following persons have paid on the shares of the capital stock of which they have subscribed in cash in the amount set out opposite their respective names:

<u>Name</u>	<u>Residence</u>	<u>Amount Paid on Subscription</u>
E. A. Zamora	967 R. Hidalgo Quiapo, Manila	P 75,000.00
Jesus Cabarrus	10 Bauhinia Street Manila City	75,000.00
Ricardo Ledesma	146 Riverside Drive, San Juan	42, 000.00
L.W. Shaner	2031 Donada Street Pasay City	75,000.00
L.L. Recio	Acoje Mines Sta. Cruz, Zambales	42,000.00
Dee K. Chiong	950 Maligaya Street Malate, Manila	42,000.00
Cu Ching Yan	629 Calderon Street Mandaluyong	42,000.00
Karl Ladahl	2890 Santol Street Sta. Mesa, Manila	65,000.00
Total		<hr/> P500,000.00

TENTH: Mr. Ricardo Ledesma has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and as such Treasurer, he has been authorized to receive for the corporation and to receipt in its name all subscriptions paid in by the said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands in the City of Manila, Philippines, this July 10, 1957.

(Sgd.) MRS. E. A. ZAMORA  
Incorporator  
(Sgd.) JACOB E. CABARRUS  
Incorporator  
(Sgd.) L.W. SHANER  
Incorporator  
(Sgd.) DEE K. CHIONG  
Incorporator

(Sgd.) JESUS S. CABARRUS  
Incorporator  
(Sgd.) RICARDO LEDESMA  
Incorporator  
(Sgd.) L.L. RECIO  
Incorporator  
(Sgd.) CU CHING YAN  
Incorporator

(Sgd.) KARL LANDAHL  
Incorporator

SIGNED IN THE PRESENCE OF:

(Sgd.) ILLEGIBLE (Sgd.) ILLEGIBLE

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

In the City of Manila, Philippines, on this 10<sup>th</sup> day of July, 1957, before the undersigned Notary Public in and for the said City, personally appeared E.A. ZAMORA, JESUS S. CABARRUS, JACOB E. CABARRUS, RICARDO LEDESMA, L.W. SHANER, L.L. RECIO, DEE K. CHIONG, CU CHING YAN and KARL LANDAHL, all of whom are known to me and to me known to be the persons whose names are subscribed to and who executed the foregoing articles of incorporation, and each of them acknowledged to me that he/she freely and voluntarily executed the same. The above named parties exhibited to me their respective Residence Certificates, as follows:

<u>Name</u>	<u>Residence Certificate No.</u>	<u>Issued at</u>	<u>Date of Issue</u>
Mrs. E.A. Zamora	A-0138202	Manila	Jan. 10, 1957
	B-0113311	Manila	Feb. 26, 1957
Jesus Cabarrus	A-0022902	Manila	Jan. 02, 1957
	B-0101258	Manila	Feb. 19, 1957
Jacob E. Cabarrus	A-0022903	Manila	Jan. 02, 1957
	B-0111915	Manila	Feb. 16, 1957
Ricardo Ledesma	A-0141645	Manila	Jan. 14, 1957
	B-0063637	Manila	Feb. 13, 1957
L.W. Shaner	A-3222653	Sta. Cruz Zambales	Jan 26, 1957
	B-0414853	Sta. Cruz Zambales	Jan. 26, 1957
L.L. Recio	A-0240063	Manila	Jan. 05, 1957
	B-91117570	Manila	Mar. 14, 1957

Dee K. Chiong	A-0001525	Manila	Jan. 02,1957
	B-0111713	Manila	Feb. 26. 1957
Cu Ching Yan	A-0069927	Manila	Jan. 07, 1957
	B-0579690	Manila	Mar. 06,1957
Karl Ladahl	A-0009776	Manila	Jan. 03, 1957
	B-0075743	Manila	Feb. 12, 1957

IN TESTIMNY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(Sgd.) PEDRO C. CARAG  
Notary Public  
Until December 31, 1957

Doc. No. 247-C;  
Page No. 54;  
Book No. I;  
Series of 1957.



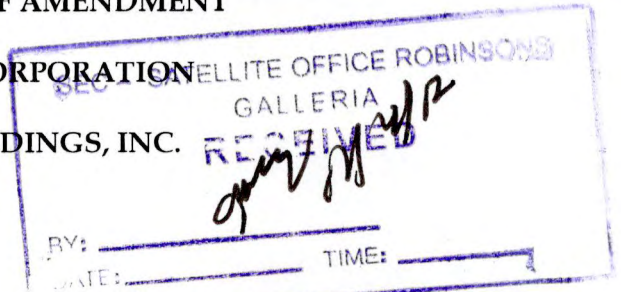
SCHEDULE OF EXCLUDED PROPERTY

SCHEDULE OF EXCLUDED LIABILITIES

**DIRECTORS' CERTIFICATE OF AMENDMENT**

**OF THE ARTICLES OF INCORPORATION**

**OF MARCVENTURES HOLDINGS, INC.**



**KNOW ALL MEN BY THESE PRESENTS:**

We the undersigned, the Chairman and Secretary of the Stockholders' meeting and majority of the members of the Board of Directors of MARCVENTURES HOLDINGS, INC. (the "Corporation") hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of the Corporation.

The amendments are in the following Articles:


1. Sixth Article - by increasing the number of directors from nine (9) to eleven (11); and
2. Seventh Article - by increasing the authorized capital stock of the Corporation from Two Billion Pesos (Php2,000,000,000.00), divided into Two Billion (2,000,000,000) Common Shares of the par value of One Peso (P1.00) each, to Four Billion Pesos (Php4,000,000,000.00) divided into Four Billion (4,000,000,000) Common Shares of the par value of One Peso (Php1.00) each.

We further certify that the said amendments were unanimously approved by the Stockholders owning at least two-thirds (2/3) of the outstanding capital stock at their annual meeting held on October 23, 2017 at the Manila Golf and Country Club, Harvard Road, Forbes Park, Makati City, and by the Board of Directors at its special meeting held on December 15, 2016.


Majority of

OCT 24 2017

**MAKATI CITY** IN WITNESS WHEREOF, we have hereunto set our hands on this \_\_\_\_\_ at \_\_\_\_\_

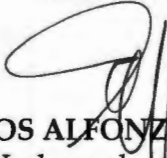
  
**CESAR C. ZALAMEA**  
Chairman of the Meetings of the Board of  
Directors and Shareholders/  
Director  
TIN 137-712-551


  
**ISIDRO C. ALCAN TARA, JR.**  
Director  
TIN 123-371-185

  
**ROBERTO V. SAN JOSE**  
Secretary of the Meetings of the Board of  
Directors and Shareholders/ Corporate  
Secretary  
TIN 126-470-483


**MACARIO U. TE**  
Director  
TIN 145-425-028

  
**MARIANNE T. DY**  
 Director  
 TIN 990-856-940

  
**CARLOS ALFONZO T. OCAMPO**  
 Independent Director  
 TIN 165-489-497

  
**AUGUSTO SERAFICA, JR.**  
 Director  
 TIN 102-097-338

  
**MICHAEL ESCALER**  
 Director  
 TIN 106-102-918

  
**ROLANDO S. SANTOS**  
 Director  
 TIN 127-551-054

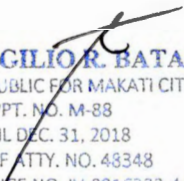
**OCT 24 2017**

**MAKATI CITY**

**SUBSCRIBED AND SWORN** to before me this \_\_\_ day of \_\_\_\_\_ 2017 at \_\_\_\_\_, Metro Manila, affiants having exhibited to me their respective competent proofs of identities, as follows:

Name	Competent Evidence Of Identity	Date and Place of Issue
Cesar C. Zalamea		
Isidro C. Alcantara, Jr.		
Macario U. Te		
Marianne T. Dy		
Augusto Serafica, Jr.		
Carlos Alfonso T. Ocampo		
Michael Escaler		
Rolando S. Santos		
Roberto V. San Jose	Passport P1329913A	No. December, 20, 2016; DFA NCR South

Doc. No. 293  
 Page No. 50  
 Book No. 178  
 Series of 2017.

  
**ATTY. VIRGILIO R. BATALLA**  
 NOTARY PUBLIC FOR MAKATI CITY  
 APPT. NO. M-88  
 UNTIL DEC. 31, 2018  
 ROLL OF ATTY. NO. 48348  
 MCLE COMPLIANCE NO. IV-0016333-4/10/13  
 I.B.P. O.R. No. 706762, LIFETIME MEMBER JAN. 29, 2007  
 PTR No. 590-90-82 JAN. 3, 2017  
 EXECUTIVE BLDG. CENTER  
 MAKATI AVE. COR., JUPITER ST. MAKATI CITY



10 July 2020

**Office of the Director**  
**Corporate Governance and Finance Department**  
**Securities and Exchange Commission**  
G/F Secretariat Building, PICC Complex,  
Roxas Boulevard, Pasay City, 1307

**Attention: Ms. Rachel Esther J. Gumtang-Remalante**  
Director

**Re: MHI Revised Manual on Corporate Governance**

Dear Dir. Gumtang-Remalante,

In compliance with the Code of Corporate Governance for Public Companies and Registered Issuers (CG Code for PCs and RIs) issued under Securities and Exchange Commission's ("SEC") Memorandum Circular (MC) No. 24, Series of 2019 which took effect on 12 January 2020, requiring public companies and registered issuers to submit to the SEC a new Manual on Corporate Governance within six (6) months from the effectivity of the said MC, we hereby submit Marcventures Holdings, Inc. (MHI) 2020 Revised Manual on Corporate Governance, as approved by MHI's Corporate Governance Committee on 8 July 2020, pursuant to the authority provided by its Board of Directors on 26 June 2020.

For your information.

Thank you.

  
**Atty. Maila Lourdes G. de Castro**  
*Co-Assistant Corporate Secretary, MHI*

**MAIN OFFICE:**  
Unit E, One Luna Place Tower  
Ester Luna St., Butuan City  
Telefax No. (085) 3427450

**MINESITE OFFICE:**  
Sitio Banban, Panikian  
Carrascal, Surigao del Sur  
Contact No. 09088874475

**LIAISON OFFICE:**  
4th Floor Citibank Center  
8471 Paseo de Roxas St., Makati City  
Tel. No. (02) 831-4479 / Fax (02) 8567975





Risks, Opportunities, Assessment and  
Management (ROAM), Inc.

ANNEX "I"

awards this

## CERTIFICATE OF COMPLETION

to

*Ana Maria A. Katigbak-Lim*

for having completed the seminar on

## CORPORATE GOVERNANCE

held on 8 August 2019 at  
Green Sun, Chino Roces Ave., Makati City

**Benjamin I. Espiritu, Ph.D.**  
President





**Risks, Opportunities, Assessment and  
Management (ROAM), Inc.**

awards this

## **CERTIFICATE OF COMPLETION**

to

*Roberto V. San Jose*

for having completed the seminar on

## **CORPORATE GOVERNANCE**

held on 8 August 2019 at  
Green Sun, Chino Roces Ave., Makati City

**Benjamin I. Espiritu, Ph.D.**  
President



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Marcventures Mining and Development Corporation

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# Accreditation Policy

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## Accounting Policy

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<b>Marcventures Mining and Development Corporation</b>	
<b>Accreditation Policy</b>	Reference: <b>AC-MOP-002</b>
Manual of Operations	Page <b>1</b> of <b>12</b>

**I. REVISION HISTORY**

Version	Date	Reference No.	Author(s)/Contributor/s	Revision Notes
1	9/15/17		Corporate Services	

**II. REFERENCES/RELATED DOCUMENTS**

Title	Reference No.	Author(s)/Contributor(s)	Version	Effectivity Date

### III. PURPOSE

This document aims to establish guidelines to effectively manage the Company's contractors and suppliers by setting standards in the accreditation process. Moreover, this document seeks to implement controls to ensure that all accredited contractors and suppliers comply with labor laws and regulations particularly Department Order 174 of the Labor Code.

### IV. SCOPE

This document defines the guidelines and procedures in handling contractor's/supplier's accreditation including manpower agencies, security service contractors, equipment rental services, LCT operators, etc. It also defines the functions and responsibilities of the organizational units involved in the accreditation processes.

### V. DEFINITION OF TERMS

1. **Contractor** - refers to any person or entity engaged in a legitimate contracting or subcontracting arrangement providing services for a specific job or undertaking farmed out by the principal under a Service Agreement.
2. **Supplier/Vendor** – refers to a party that supplies goods or services which may either be a company or an individual. A supplier/vendor may be distinguished from a contractor or subcontractor, who commonly adds specialized input to deliverables.
3. **Security Service Contractor (SSC)** – is synonymous with **Private Security Agency (PSA)** refers to any person, association, partnership, firm or private corporation engaged in contracting, recruitment, training, furnishing, or posting of security guard and other private security personnel to individuals, corporations, offices and organizations, whether private or public, for their security needs as the Philippine National Police (PNP) may approve.
4. **Service Agreement** – refers to the contract between the principal and contractor containing the terms and conditions governing the performance or completion of a specific job or work being farmed out for a definite or predetermined period.

5. **Substantial Capital** – refers to paid-up capital stock/shares of at least **Five Million Pesos (P5,000,000)** in the case of corporations, partnerships and cooperatives; in the case of single proprietorship, a net worth of at least **Five Million Pesos (P5,000,000)**

## VI. BASIC AUTHORITY AND RESPONSIBILITIES

### **Applicant for Accreditation**

1. Submits all documentary requirements under this policy.

### **Finance Head/Admin (Minesite)**

1. Checks completeness of documents submitted by Applicant based on Annex A.
2. Reviews documents submitted particularly the validity of the Certificate of Registrations from DOLE, and substantial capitalization based on the audited financial statements.
3. Coordinates with Admin and Internal Audit and schedules within two (2) working days upon receipt of the application with complete supporting documents actual inspection/survey of the applicant's offices, equipment, operations and manpower resources.
4. Recommends pre-qualified applicant to Legal for credit investigation, as necessary.
5. Ensures completion of report within three (3) working days after the verification inspections and results of credit investigation
6. Submits the results of the evaluation and inspections to concerned department heads for approval.

### **Legal**

1. Engages a competent credit investigation person/entity to verify credit standing of the applicant.
2. Submits results of credit investigation to Finance/Admin for final evaluation

### **Approving Authority (VP Operations/Resident Mine Manager/Process Owner)**

1. Reviews and recommends Service Agreement to President for signature.



### Internal Audit

1. Conducts actual inspection/survey of the applicant's offices, equipment, operations and manpower resources.

## VII. POLICY STATEMENTS

### 1. Pre-qualification

Finance shall conduct pre-screening of applicant for accreditation based on the required documents (*Refer to Appendix*) submitted by the applicant.

- a. Based on financial reports submitted, the applicant must have a substantial capital of P5,000,000.
- b. The application shall be supported by the following:
  - i. A certified true copy of a certificate of registration of firm or business name from the Securities and Exchange Commission (SEC), Department of Trade and Industry (DTI), Cooperative Development Authority (CDA), or from the DOLE if the applicant is a labor organization or a security service contractor;
  - ii. A certified true copy of the license or business permit issued by the local government unit or units where the contractor operates;
  - iii. A certified listing, with proof of ownership or lease contract, of facilities, tools, equipment, premises implement, machineries and work premises that are actually and directly used by the contractor in the performance or completion of the specific job or work contracted out. In addition the applicant shall submit a photo of the office building and premises where it holds office;
  - iv. A copy of the audited financial statements if the applicant is a corporation, partnership or cooperative or a copy of the latest ITR if the applicant is a sole proprietorship; and
  - v. A sworn disclosure that the applicant, its officers and owners or principal stockholders or any one of them has no pending legal cases of violations

of the Labor Rules and Standards or with a cancelled registration from the Department of Labor and Employment (DOLE).

2. The application with all supporting documents shall be filed in duplicate and submitted to the Admin Office (Minesite) or Finance (Makati) as the case may be. No application for accreditation shall be accepted unless all the requirements in the preceding section are complied with.
3. In the pre-screening process Finance shall be guided by the following criteria:
  - a. No derogatory records such as collection cases against the applicant's Company and its major stockholders and key officers.
  - b. Must be able to comply with all the pre-qualification documents as enumerated in Appendix A.
  - c. Must be able to show proof of substantial capital in the audited financial statement, bank certificate or fixed assets and equipment under the name of the applicant.
4. To establish authenticity, Finance in coordination with Admin Department and Audit (Makati and Minesite), within two (2) working days upon receipt of the application with complete supporting documents, shall conduct inspection/survey of the applicant's offices, equipment, operations and manpower resources.
5. Except for suppliers/vendors, Finance shall recommend pre-qualified applicant to Legal for credit investigation.
6. An MMDC accredited credit investigation agency shall conduct the credit investigation of the applicant under the direction of Legal.
7. Admin/Finance and Audit shall within three (3) working days after the verification inspections including results of credit investigation shall submit the results of the evaluation and inspections to concerned department heads who shall approve or deny the application. Application that failed to meet the requirements set forth in Section 1 shall be automatically denied.

#### **8. Approval of Application for Accreditation**

Based on recommendation of Finance and on the results of credit investigation by the credit investigation agency (as applicable), application for accreditation shall be evaluated and approved/disapproved by the concerned groups e.g. Marketing, Engineering or Purchasing heads through a Contractor Evaluation Report Form (Refer to Annex B).

#### **9. Preparation of Service Agreement**

Upon approval, a Service Agreement shall be provided by Legal to the applicant-contractor for signature and proper guidance.

#### **10. Renewal of Accreditation**

All accredited contractors in the previous year shall apply for renewal of their accreditation in the current year. The contractor shall likewise submit an updated requirements as enumerated in Appendix A.

#### **11. Grounds for Cancellation of Accreditation**



MMDC may, upon a verified complaint, cancel or revoke the accreditation of a contractor after due process, based on the following grounds:

- a. Misrepresentation of facts in the application
- b. Submission of falsified tampered documents or supporting documents to the application for accreditation.
- c. Non-compliance with labor standard and working conditions
- d. Violations of any provisions of the Labor Code




## VIII. PROCEDURES

### 1.0 Pre-qualification

	<b>Responsible Personnel</b>	<b>Procedure</b>	<b>Document</b>
1.1	Finance (Makati) and/or Admin (Minesite)	<p>Provides Contractor/Agency Accreditation Form to applicant for accreditation.</p> <p>Checks completeness of documents submitted by Applicant based on list per Annex A.</p> <p>Reviews documents submitted especially the validity of the Certificate of Registrations from DOLE and substantial capitalization based on the audited financial statements.</p>	 <b>Contractor Accreditation Form (Refer to Annex A)</b>
	Finance (Makati) and/or Admin (Minesite) and Audit	<p>Within two (2) working days upon receipt of the application with complete supporting documents, conducts inspection/survey of the applicant's offices, equipment, operations and manpower resources.</p>	
	Finance (Makati)	<p>As necessary, recommends pre-qualified applicant to Legal for credit investigation.</p>	
1.2	Legal	<p>Engages a competent credit investigation person/entity to verify credit standing of the applicant.</p> <p>Submits results of credit investigation to Finance/Admin for final evaluation.</p>	
1.3	Finance (Makati) and/or Admin (Minesite)	<p>Within three (3) working days after the verification inspections and results of credit investigation, submits the results of the evaluation and inspections to concerned department heads for approval.</p> <p>Note: The Results of Evaluation Form shall be accomplished in triplicate. Distribution as follows:</p> <ul style="list-style-type: none"> <li>• MMDC President – 1 copy</li> <li>• VP Operations/Process owner – 1 copy</li> <li>• Finance – 1 copy</li> </ul>	 <b>Contractor Evaluation Form</b>

## 2.0 Approval of Application for Accreditation

	<b>Responsible Personnel</b>	<b>Procedure</b>	<b>Document</b>
2.1	VP Operations / Process Owner	Reviews recommendation of Finance.  If approve, confirms accreditation by signing on the "CONFORME" portion of the Contractor Evaluation Report Form. Go to Step 3.1  If with further questions/disapprove, returns the report to Finance to address the queries and other concerns.	 <b>Contractor Evaluation Report Form</b>
2.2	Finance/ Admin	If with further questions from VPO/Process owner, coordinates with applicant to resolve the concern.  Reverts to VPO/Process Owner once the concern is resolve. Recommends application for approval. Go to Step 2.1  If disapprove, informs applicant of the disapproval and returns all documents submitted	

### END OF PROCEDURE

## 3.0 Preparation of Service Agreement

	<b>Responsible Personnel</b>	<b>Procedure</b>	<b>Document</b>
3.1	Finance/ Admin	Submits Application Form and Results of Evaluation Form to Legal for the preparation of the Service Agreement.	
	Legal	Forwards draft Service Agreement to VPO/Process Owner for signature and proper guidance.	
3.2	VPO/Process Owner	Reviews and recommends Service Agreement to President for signature.	

### END OF PROCEDURE

## IX. APPENDIX

Minimum Documentary Requirements:

- a. For Contractors & Service Providers
  1. SEC Registration
  2. Articles of Incorporation
  3. Registration of Business Name
  4. SSS Membership Certification
  5. DOLE Accreditation
  6. Business Permit (latest)
  7. TIN/VAT Registration Certificate
  8. Audited Financial Statement (3yrs)
  9. Company Profile
  10. Organizational Chart
  11. List of Key Personnel w/ resume
  12. List of Plants & Equipment
  13. Office/Plant location map/sketch
  14. Track record (completed projects)
  15. Samples of Sales Invoice and OR (photocopy)
- b. Letter of Proposal
- c. For Contractors of Buildings, Roads and Bridges - Detailed Unit Price Analysis, Work Schedule, Construction Design
- d. For Ship Owners/ LCT Barge Operators
  1. Certificate of Public Convenience
  2. Missionary Route Operator Status as approved by Marina
  3. Copy of Marina Accreditation Certificate if necessary
  4. Vessel Certification and Compliance
  5. Protection & Indemnity Insurance
    - Additional Requirements for Contractors & Service Providers
    - Letter of Proposal







<b>Marcventures Mining and Development Corporation</b>	
<b>Accreditation Policy</b>	Reference: <b>AC-MOP-002</b>
Manual of Operations	Page <b>11</b> of <b>12</b>

Annex B



**Marcventures Mining and Development Corporation**  
 Sitio Ban Ban, Brgy. Panikihan, Cantilan  
 Surigao Del Sur

MMDC Form No.: 002

## CONTRACTOR EVALUATION FORM

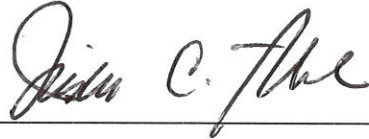
Contractor's Information			
Name of Contractor:			
REGISTERED ADDRESS:			
TIN REG. NO.			
DTI/SEC REG. NO.		TELEPHONE NO.	
Business Reg. No.		E-MAIL ADDRESS	
ISO Certificate No.		CONTACT PERSON	
Type of Business			
<input type="checkbox"/> Contractor (Hauling/Loading)		<input type="checkbox"/> Security Service	
<input type="checkbox"/> Ship Owner / LCT Operator		<input type="checkbox"/> Manpower/Agency	
		<input type="checkbox"/> Vendor/Supplier	
		<input type="checkbox"/> OTHERS, PLEASE SPECIFY :	
Submitted Documents			
<input type="checkbox"/> Blank copy of Original Sales Invoice.		<input type="checkbox"/> Office Plant and Warehouse Location Map and Photos	
<input type="checkbox"/> Notarized List of Owned Tools, Equipment Machines and vehicle with copy of OR/CR.		<input type="checkbox"/> Table of Organizational / Function Chart	
<input type="checkbox"/> Letter of Intent		<input type="checkbox"/> Company Profile	
Certified true copy of the following			
<input type="checkbox"/> Business permit for the year		<input type="checkbox"/> By-Laws and Articles of Partnership of Incorporation and General Information Sheet.	
<input type="checkbox"/> ITR (BIR Form 1702) – Previous Year		<input type="checkbox"/> BIR Certificate of Registration for Vat (BIR Form 2303).	
<input type="checkbox"/> Audited Financial Statement for the last 2 years (BIR Stamped / Received)		<input type="checkbox"/> Certificate of Good Credit standing from last one active major bank (Bank Certificate).	
<input type="checkbox"/> Certificate of Registration form		<input type="checkbox"/> Tax Clearance (BIR Form 17.14B).	
<input type="checkbox"/> Department of Trade and Industry (DTI) for sole Proprietorship.			
<input type="checkbox"/> Securities and Exchange Commission (SEC for Partnership and Corporation.			
Result of Evaluation (Provide extra sheet if necessary):			
Approval			
Evaluated by:	Recommended by:	Approved by:	
_____	_____	_____	
Signature over Printed Name	Signature over Printed Name	Signature over Printed Name	

<b>Marcventures Mining and Development Corporation</b>	
<b>Accreditation Policy</b>	Reference: AC-MOP-002
Manual of Operations	Page 12 of 12

**APPROVED BY:**



\_\_\_\_\_  
**ENGR. ARSENIO K. SEBIAL, JR.**  
PRESIDENT - MMDC



\_\_\_\_\_  
**MR. ISIDRO C. ALCANTARA, JR.**  
PRESIDENT - MHI



### CERTIFICATION OF INDEPENDENT DIRECTOR

I, **CARLOS ALFONSO T. OCAMPO**, Filipino, of legal age and with office Address at 28th Floor, Pacific Star Building, Makati Avenue corner Sen. Gil Puyat Avenue, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am elected for Independent Director of **MARCVENTURES HOLDINGS INC. ("MARC")** and have been its independent director since August 2013 (where applicable).
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Bright Kindle Resources & Investments, Inc,	Independent Director	January 2014 to Present
Ocampo & Manalo Law Firm	Senior Partner	October 1997 to present
MAA General Assurance Phils., Inc.	Director	March 2003 to Present
South Forbes City College Corporation	Director	May 2009 to Present
Columbian Autocar Corporation	Director	October 2009 to April 2012
Asian Carmakers Corporation	Director	April 2008 to Present
Jam Transit, Inc.	Director	July 2009 to Present
Prestige Cars	Director	June 2006 to Present
Timebound Trading Corporation	Director	April 2013 to Present
Monpierre Foods Corporation	Director	December 2011 to Present
The Medical City – South Luzon	Corporate Secretary	June 2010 to Present
Adrianse Phils. Inc.	Director/ Corporate Secretary	March 2012 to Prese
Bluelion Motors Corp.	Director/ Corporate Secretary	February 1999 to Present
First Charters & Tours Transport Corp.	Director/ Corporate Secretary	July 2012 to Present
Brycl Resorts International Inc.	Director/ Corporate Secretary	July 2009 to Present
Autohaus Quezon City, Inc.	Director/ Corporate Secretary	April 2008 to Present
AVK Philippines, Inc.	Director/ Corporate Secretary	July 2000 to Present
Jam Liner, Inc.	Director/ Corporate Secretary	July 2009 to Present
Manila Golf & Country Club	Director/ Corporate Secretary	April 2008 to Present
Solen Innovations Holdings Inc.	Director	November 2016 to Present
Integrated Bar of the Philippines	Member	

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.



4. I am related to the following director/officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code, (where applicable)

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
NA	NA	NA

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding / I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be):

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
NA	NA	NA

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the (head of the agency/department) to be an independent director in , pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.

7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

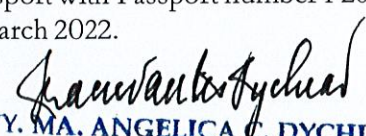
8. I shall inform the Corporate Secretary of any changes in the above mentioned information within five days from its occurrence.

Done, this AUG 18 2020 day of Makati City

  
**CARLOS ALFONSO T. OCAMPO**  
*Affiant*

SUBSCRIBED AND SWORN to before me this AUG 18 2020 day of Makati City affiant personally appeared before me and exhibited to me his Passport with Passport number P2096384A issued at DFA Manila on 02 March 2017 and valid until 01 March 2022.

Doc. No. 90 ;  
 Page No. 19 ;  
 Book No. 1 ;  
 Series of 2020;

  
**ATTY. MA. ANGELICA C. DYCHIAOG**  
 Notary Public for Makati City  
 Appointment No. M-176 - Until Dec. 31, 2024  
 ROLL No. 40728  
 PTR No. 8125408; 01/08/2020  
 IBP No. 097443; 12/12/2019  
 28/F Pacific Star Bldg., Makati City


Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Makati on September 2022.


**Signatures**

  
Cesar C. Zalamea  
Chairman of the Board

  
Carlos Alfonso T. Ocampo  
Independent Director

  
Maila Lourdes G. De Castro  
Co-Compliance Officer and Co-Assistant Corporate Secretary

  
Isidro C. Alcantara, Jr.  
President

  
Ana Maria A. Katigbak,  
Compliance Officer and Assistant Corporate Secretary

  
Roberto V. San Jose  
Corporate Secretary

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

**SUBSCRIBED AND SWORN TO** before me this 1st of September 2022, affiants exhibiting to me their valid identification, as follows:

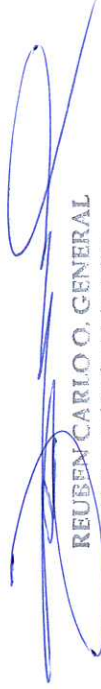
Name	Valid Identification	Expiry Date	Date/Place of Issue
Cesar C. Zalamea	TIN No. 137-712-551		
Isidro C. Alcantara, Jr.	TIN No. 123-371-185		
Carlos Alfonso T. Ocampo	TIN No. 165-489-497		
Ana Maria A. Katigbak	TIN No. 173-182-955		
Maila Lourdes G. De Castro	TIN No. 209-980-102		
Roberto V. San Jose	TIN No. 126-470-483		

Doc. No. 239

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Book No. I

Series of 2020

  
**REUBEN CARLO O. GENERAL**

Notary Public for Makati City  
Appt. No. M-136 Until 31 Dec. 2021  
Roll of Attorneys No. 59087  
IBP Membership No. 10078901/03/2020  
PTR No. MKT-8116378M/G-01/03/2020  
MCLE Compliance No. V4-0102147633/267 2019  
4F Citibank Center, 8743 Pasayate Rd., Makati City



CERTIFICATION

I, **Maila Lourdes G. de Castro**, Vice President for Legal and Co-Assistant Corporate Secretary of Marcventures Holdings, Inc. (MHI) with SEC Registration Number 0000012942, and with principal office at 4<sup>th</sup> Floor, Citi Center, 8741 Paseo de Roxas, Makati City, Philippines, on oath state:

1. That upon instructions of MHI and its Management, I have caused this Integrated Annual Corporate Governance Report to be prepared;
2. That I read and understood its contents which are true and correct to the best of my personal knowledge and/or based on records;
3. That the company, Marcventures Holdings, Inc., will comply with the requirements set forth in SEC Notice dated 24 June 2020 for a complete and official submission of reports and/or documents through electronic mail; and,
4. That I am fully aware that the documents filed online which require pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.

IN WITNESS WHEREOF, I have hereunto set my hand this 26<sup>th</sup> day of August, 2020.



**Maila Lourdes G. de Castro**  
Vice President for Legal and  
Co-Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 26<sup>th</sup> day of August, 2020, affiant exhibiting to me her valid identification, as follows:

NAME	VALID IDENTIFICATION	DATE and/or PLACE OF ISSUE
Maila Lourdes G. de Castro	DL NO: N02 -95-296472	valid until 2021/10/14

Notary Public

Doc. No. 232;  
Page No. 48;  
Book No. I;  
Series of 2020.



**REUBEN CARLO O. GENERAL**  
Notary Public for Makati City  
Appt. No. M-136 Until 31 Dec. 2021  
Roll of Attorneys No. 59087  
IBP Membership No. 100789;01/03/2020  
PTR No. MKT-8116378MG;01/03/2020  
MCLE Compliance No. VI-0021476;03/26/2019  
4F Citibank Center, 8741 Paseo de Roxas, Makati City