COVER SHEET

3 6 1 9 0
S.E.C. Registration Number

O M I C O C O R P O R A T I O N

(Company's Full Name)

S U I T E 1 1 0 9 E A S T T O W E R
P S E C E N T R E E X C H A N G E R O A D
O R T I G A S C E N T E R P A S I G C I T Y
(Business Address : No. Street City / Town / Province)

JUANA LOURDES M. BUYSON
Contact Person

8637-6923 & 8637-6924
Company Telephone Number

For the Year Ended December 31, 2019

1 2 3 1
Month *Day*
Fiscal Year

I - A C G R
FORM TYPE

Last Friday
0 5
Month *Day*
Annual Meeting

Secondary License Type, If Applicable

C G F D
Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

2 8 6 8 as of June 30, 2020
Total No. of Stockholders

N O N E
Domestic

N O N E
Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

S T A M P S

Remarks = pls. Use black ink for scanning purposes

OMICO
CORPORATION
1109 East Tower
Philippine Stock Exchange Centre
Exchange Road, Ortigas Center, Pasig City

A Listed Company at the
Philippine Stock Exchange

July 20, 2020

SECURITIES AND EXCHANGE COMMISSION
G/F Secretariat Building, PICC Complex
Roxas Boulevard, Manila

Attention: **Atty. Rachel Esther J. Gumtang-Remalante**
OIC, Corporate Governance and Finance Department

PHILIPPINE STOCK EXCHANGE, INC.
6th Floor, PSE Tower
5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: **Ms. Janet A. Encarnacion**
Head, Disclosure Department

Re: 2019 Integrated Annual Corporate Governance Report

Madames:

In compliance with the SEC Memorandum Circular No. 15, Series of 2017, on the submission of the Integrated Annual Corporate Governance Report (I-ACGR), we would like to submit the I-ACGR Report of Omico Corporation for the Year Ended December 31, 2019.

Thank you.

Very truly yours,

JUANA LOURDES M. BUYSON
Treasurer/Compliance Officer

CERTIFICATION

I, Juana Lourdes M. Buyson, designated as the Treasurer and Compliance Officer of OMICO CORPORATION, with SEC Registration No. 36190, with principal office at Suite 1109 East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City, on oath state that:

1) I do hereby certify the authenticity of the attached Integrated Annual Corporate Governance Report (I-ACGR) of Omico Corporation for the Year ended December 31, 2019;

2) Omico Corporation will comply with the requirements set forth in SEC Notice dated June 24, 2020 for a complete and official submission of reports and/or documents through electronic mail; and

3) I am fully aware that documents filed online which requires 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 JUL 20 2020 day of _____, 2020.

Juana Lourdes M. Buyson
Affiant

Republic of the Philippines)
MANDALUYONG CITY)S.S.

SUBSCRIBED AND SWORN to before me this ___ day of JUL 20 2020 in MANDALUYONG CITY, with affiant exhibiting to me her SSS ID No. 03-4294099-6.

NOTARY PUBLIC

Doc. No. 407;
Page No. 83;
Book No. 85;
Series of 2020.

ATTY. JAMES M. ABUGAN
NOTARY PUBLIC
Appt. No. 0442-19
Until Dec 31, 2020
IBP No. 101013 01/03/2020 Rizal Chapter
Roll No. 26890 Lifetime
MCLE No. VI-0012875 Until 4/14/2022
TIN No. 116-239-956
PTR No. 43330065 /01-03-2020
Tel. No. 631-40-90
Mandaluyong City

SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December31, 2019**

2. SEC Identification Number **36190** 3. BIR Tax Identification No. **000-483-136-000**

4. Exact name of issuer as specified in its charter **OMICO CORPORATION**

5. **Philippines**
   Province, Country or other jurisdiction of incorporation or organization

6. [ ] (SEC Use Only)
   Industry Classification Code:

7. **Suite 1109 East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City**
   Address of principal office
   Postal Code **1605**

8. **(02) 86376923 & (02) 86376924**
   Issuer's telephone number, including area code

9. **N/A**
   Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	Provide information or link/reference to a document containing information on the following: 1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors 2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance	Company Website www.omico.com.ph Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 4 Principle 1 Section A
2. Board has an appropriate mix of competence and expertise.	Compliant		Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 4 Principle 1 Section B
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		Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 4 Principle 1 Section B
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	Identify or provide link/reference to a document identifying the directors and the type of their directorships	The Board is composed of seven (7) Directors with three (3) Executive Directors, two (2) Non-Executive Directors and two (2) Independent Directors.
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	Provide link or reference to the company's Board Charter and Manual on Corporate Governance	New Manual on Corporate Governance, June 2020 - Article 4 Principle 1 Section A

		relating to its policy on training of directors.	
2. Company has an orientation program for first time directors.	Compliant	Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 1 Section A
3. Company has relevant annual continuing training for all directors.	Compliant		Annual Report (2019) Training and external courses attended by Directors and Senior management for the past three (3) years New Manual on Corporate Governance, June 2020 – Article 4 Principle 1 Section A
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	Provide information on or link/reference to a document containing information on the company's board diversity policy. Indicate gender composition of the board.	New Manual on Corporate Governance, June 2020 – Article 4 Principle 1 Section B The Company's Board of Directors is composed of 6 male directors and 1 female director in 2019.
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity. Provide link or reference to a progress report in achieving its objectives.	Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 4 Principle 1 Section B Company Website www.omico.com.ph
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	Provide information on or link/reference to a document	Annual Report (2019) Definitive Information Statement (2020)

		containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 1 Section E
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 4 Principle 1 Section E
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 4 Principle 1 Section E
4. Corporate Secretary attends training/s on corporate governance.	Compliant	Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered	Annual Report (2019) Training and external courses attended by Directors and Senior management for the past three (3) years New Manual on Corporate Governance, June 2020 – Article 4 Principle 1 Section E
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting	The Corporate Secretary distributes materials for the board meeting at least five (5) business days before the scheduled meeting.
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.	Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 4 Principle 1 Section F
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 4 Principle 1 Section F
3. Compliance Officer is not a member of the board.	Compliant		Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 4 Principle 1 Section F

4. Compliance Officer attends training/s on corporate governance.	Compliant	Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered	Annual Report (2019) Training and external courses attended by Directors and Senior management for the past three (3) years New Manual on Corporate Governance, June 2020 – Article 4 Principle 1 Section F
Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)	Company Website www.omico.com.ph New Manual on Corporate Governance, June 2020 – Article 4 Principle 2 Section A
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting) Indicate frequency of review of business objectives and strategy	New Manual on Corporate Governance, June 2020 – Article 4 Principle 2 Section A
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant		New Manual on Corporate Governance, June 2020 – Article 4 Principle 2 Section A The Board of Directors reviews annually the Company's business objectives and strategy. The Board monitors their implementation, during quarterly Board meetings, in order to sustain the Company's long-term viability and strength.
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	Indicate or provide link/reference to a document containing the company's vision, mission and core values.	Company Website www.omico.com.ph *Mission, Vision and Corporate Values*

		Indicate frequency of review of the vision, mission and core values.	The Board reviews annually the Company's mission, vision and core values. New Manual on Corporate Governance, June 2020 – Article 4 Principle 2 Section A
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	Provide information on or link/reference to a document containing information on the strategy execution process.	New Manual on Corporate Governance, June 2020 – Article 4 Principle 2 Section B
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications	Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section D
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation	New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E
2. Board adopts a policy on the retirement for directors and key officers.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E

Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	Provide proof of board approval	Annual Report (2019) Definitive Information Statement (2020)
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section C
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders. Provide proof if minority shareholders have a right to nominate candidates to the board Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Definitive Information Statement (2020) Company By-Laws New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E Article 4 Principle 3 Section B
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E Article 4 Principle 3 Section B
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		New Manual on Corporate Governance, June 2020 – Article 4 Principle 2 Section E
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E Article 4 Principle 3 Section B
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E Article 4 Principle 3 Section B

6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E Article 4 Principle 3 Section B
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Non-Compliant	Identify the professional search firm used or other external sources of candidates	The Company does not use professional search firms or other external sources of candidates when searching for candidates to the Board of Directors. The Board identifies likely candidates through referrals and/or inviting likely candidates who are personally known to the existing Board of Directors without prejudice to the qualifications required of a Regular Director and an Independent Director. New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section B The Company's Nomination Committee shall review and evaluate the qualifications of all persons nominated to the Board and other appointments that require Board approval in accordance with the qualifications and disqualifications provided under the Company's MCG (2017), the Revised Corporation Code, Securities Regulation Code and other relevant laws.
Recommendation 2.7			

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.	Compliant	Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs Identify transactions that were approved pursuant to the policy.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E Company Website www.omico.com.ph Material RPT Policy Other Company Policies
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E Company Website www.omico.com.ph Material RPT Policy Other Company Policies
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E Company Website www.omico.com.ph Material RPT Policy Other Company Policies
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered *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	Provide information on a materiality threshold for RPT disclosure and approval, if any. Provide information on RPT categories	New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E Company Website www.omico.com.ph Material RPT Policy Other Company Policies Annual Report (2019) *Item 12 Certain Relationships and Related Transactions*

			Definitive Information Statement (2020) *Certain Relationships and Related Transactions* Audited Financial Statements (2019) *Note 23 Related party Transactions*
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Compliant	Provide information on voting system, if any.	The Company complies with existing laws rules and regulations pertaining to the voting rights of shareholders. All shareholders are given the opportunity to vote at stockholders' meetings. It is the practice of the Corporation to disclose all its related-party transactions in its Annual Report, which in turn is approved by the shareholders. At the stockholders' meeting, all shareholders are given the chance to raise questions or concerns regarding the matters disclosed in the Annual Report. The shareholders' approval serves as the ratification of the related party transactions so disclosed.
Recommendation 2.8			
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).	Compliant	Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management. Identity the Management team appointed	New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E
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	Compliant	Provide information on or reference to a document containing the Board's policy and responsibility for	New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E

Risk Officer, Chief Compliance Officer and Chief Audit Executive).		assessing the performance of management. Provide information on the assessment process and indicate frequency of assessment of performance.	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E
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		New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E
Recommendation 2.10			
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	New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E
3. Board approves the Internal Audit Charter.	Compliant	Provide reference or link to the company's Internal Audit Charter	New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management	New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E Company Website www.omico.com.ph

		framework and how the board was guided by the framework. Provide proof of effectiveness of risk management strategies, if any.	*Enterprise Risk Management*
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E
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.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 1 Sections A, B, C & D Article 4 Principle 2 Sections A, B, C, E, F, G, H & I
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 1 Sections A, B, C & D Article 4 Principle 2 Sections A, B, C, E, F, G, H & I
3. Board Charter is publicly available and posted on the company's website.	Compliant		Company Website www.omico.com.ph *New Manual on Corporate Governance*
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	Provide information on or link/reference to a document showing company's insider trading policy.	Company Website www.omico.com.ph *Company Policies*
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.	Although the Company has no policy on granting loans to directors, it does not grant loans to directors.
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	Indicate the types of decision requiring board of directors' approval and where there are disclosed.	Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020

Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	Provide information or link/reference to a document containing information on all the board committees established by the company.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Company Website www.omico.com.ph *Board Committees*
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	Provide information or link/reference to a document containing information on the Audit Committee, including its functions. Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section A New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section A.w) Audit Committee Charter Company Website www.omico.com.ph *Committee Charter*
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section A Disclosure on the results of the Organization Meeting of the Board of Directors held on May 31, 2019 Audit Committee Charter Company Website

			www.omico.com.ph *Committee Members* Audit Committee Chairman: Albert Y. Yung – Independent Director Audit Committee Members: John Edwin N. Co – Independent Director Juan Jose Rodom T. Fetiza – Non-Executive Director
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	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.	Audit Committee Charter Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section A
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	Provide information or link/reference to a document containing information on the Chairman of the Audit Committee	Audit Committee Charter Definitive Information Statement (2020) Disclosure on the results of the Organization Meeting of the Board of Directors held on May 31, 2019. New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section A
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.	Audit committee Charter Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section A.i) & A.r)

2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.	Audit Committee Charter New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section A
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	Indicate the number of Audit Committee meetings during the year and provide proof	In 2019, the Audit Committee held four (4) meetings with full Committee Members attendance. Audit committee Charter
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.	Audit Committee Charter New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section A
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.	Corporate Governance Committee Charter Company Website www.omico.com.ph *Committee Charter* New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section D Disclosure on the results of the Organization Meeting of the Board of Directors held on May 31, 2019
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.	Corporate Governance Committee Charter The Company has only seven (7) directors, two (2) of whom are independent directors which is compliant with SRC Rule 38 and in

			accordance with Section 22 of the Revised Corporation Code which states that the Board of corporations vested with public interest shall have independent directors constituting at least twenty percent (20%) of such board. The Corporate Governance Committee is composed of three (3) members, two (2) Independent Directors and one (1) Non-Executive Director. Company Website www.omico.com.ph *Committee Members* Corporate Governance Committee Chairman: John Edwin N. Co – Independent Director Corporate Governance Committee Members: Albert Y. Yung – Independent Director Juan Jose Rodom T. Fetiza – Non-Executive Director
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.	Corporate Governance Committee Charter New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section D Disclosure on the results of the Organization Meeting of the Board of Directors held on May 31, 2019

			Corporate Governance Committee Chairman: John Edwin N. Co – Independent Director
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.	Compliant	Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.	The Corporate Governance Committee met twice during the year 2019. Corporate Governance Committee Charter
Recommendation 3.4			
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.	Compliant	Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions	New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section A.z) Audit Committee Charter The Audit Committee performs the functions of a Board Risk Oversight Committee that should be responsible for the oversight of the Company's Enterprise Risk Management system to ensure its functionality and effectiveness.
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship	New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section A.z) Audit Committee Charter The Audit Committee performs the functions of a Board Risk Oversight Committee that should be responsible for the oversight of the Company's Enterprise

			Risk Management system to ensure its functionality and effectiveness.
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	Provide information or link/reference to a document containing information on the Chairman of the BROC	New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section A.z) Audit Committee Charter The Audit Committee performs the functions of a Board Risk Oversight Committee that should be responsible for the oversight of the Company's Enterprise Risk Management system to ensure its functionality and effectiveness.
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section A.z) Audit Committee Charter The Audit Committee performs the functions of a Board Risk Oversight Committee that should be responsible for the oversight of the Company's Enterprise Risk Management system to ensure its functionality and effectiveness.
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section A.z) Audit Committee Charter

			The Audit Committee performs the functions of a Related Party Transactions Committee which is tasked with reviewing all material related party transactions of the Company.
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section A.y) Audit Committee Charter The Audit Committee performs the functions of a Related Party Transactions Committee which is tasked with reviewing all material related party transactions of the Company.
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 3
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 3
3. Committee Charters were fully disclosed on the company's website.	Compliant	Provide link to company's website where the Committee Charters are disclosed.	Company Website www.omico.com.ph *Board Committee Charters*
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			

1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings. Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 4 Attendance of Directors for four (4) Board meetings held in the year 2019: Tommy Kin Hing Tia - Chairman 100% Anson Chua Tiu Co - Vice-Chairman 100% Anna Mei Nga Tia - President/CEO 100% Juan Jose Rodom T. Fetiza - Non-Executive Director 100% Angel Severino Raul B. Ilagan, Jr. - Non-Executive Director 100% Albert Y. Yung - Independent Director 100% John Edwin N. Co – Independent Director 100%
2. The directors review meeting materials for all Board and Committee meetings.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 4
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors	New Manual on Corporate Governance, June 2020 - Article 4 Principle 4
Recommendation 4.2			
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.	Compliant	Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously. Provide information or reference to a document containing information on the directorships of the company's	Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 4 Principle 4

		directors in both listed and non-listed companies	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 4
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant		Annual Report (2019) Definitive Information Statement (2020)
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant		As per the Company's By-Laws, the Board of Directors' meetings shall be held no less than once every quarter of each year. The Board of Directors' meetings are scheduled before the start of the financial year.
3. Board of directors meet at least six times during the year.	Compliant (as per the Company By-Laws)		As per the Company's By-Laws, regular meetings of the Board of Directors shall be held as frequently as and on such dates and at such times and places as the Chairman of the Board, or in his absence, the President, or the request of a majority of the directors may determine, but no less frequently than once every quarter of each year. The Revised Corporation Code states that regular meetings of the board of directors of every corporation shall be held monthly, unless the by-laws provide otherwise.

			The Directors held four (4) board meetings in the year 2019.
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Compliant	Indicate the required minimum quorum for board decisions	As provided for in the Company's By-laws, a majority of the number of directors as fixed in the Articles of Corporation shall constitute a quorum for the transaction of corporate business, and every decision of at least a majority of the Directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board. However, the Company has an actual practice of requiring full attendance of all members for board meetings and therefore the minimum quorum of at least 2/3 for board decisions is always complied with.
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.	Compliant	Provide information or link/reference to a document containing information on the number of independent directors in the board	New Manual on Corporate Governance, June 2020 - Article 4 Principle 1 Section A Disclosure on the results of the Annual Stockholders' Meeting held on May 31, 2019 The Company has only seven (7) directors, two (2) of whom are independent directors which is compliant with SRC Rule 38 and in accordance with Section 22 of the Revised Corporation Code which states that the

			Board of corporations vested with public interest shall have independent directors constituting at least twenty percent (20%) of such board.
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Provide information or link/reference to a document containing information on the qualifications of the independent directors.	Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 4 Principle 5
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	Provide link/reference to a document containing information that directors are not constrained to vote independently.	There are no shareholder agreements that may impact on the control, ownership and strategic direction of the Company.
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Provide information or link/reference to a document showing the years IDs have served as such.	Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 4 Principle 5
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director	New Manual on Corporate Governance, June 2020 - Article 4 Principle 5
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 5
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Identify the company's Chairman of the Board and Chief Executive Officer	Annual Report (2019) Definitive Information Statement (2020)

			New Manual on Corporate Governance, June 2020 - Article 4 Principle 5 Tommy Kin Hing Tia – Chairman Anna Mei Nga Tia – President/CEO
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer. Identify the relationship of Chairman and CEO.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section D Article 4 Principle 5 Mr. Tommy Kin Hing Tia is the spouse of Ms. Anna Mei Nga Tia.
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any. Indicate if Chairman is independent.	Annual Report (2019) Definitive Information Statement (2020) Mr. Albert Y. Yung, an Independent Director, was designated as the lead director of the Board of Directors.
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	Provide proof of abstention, if this was the case	New Manual on Corporate Governance, June 2020 - Article 4 Principle 5
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Compliant	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 5
2. The meetings are chaired by the lead independent director.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 5

Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	Provide name/s of company CEO for the past 2 years	Annual Report (2019) Definitive Information Statement (2020) Ms. Anna Mei Nga Tia has served as President/CEO since May 2010 up to present.
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees	New Manual on Corporate Governance, June 2020 - Article 4 Principle 6
2. The Chairman conducts a self-assessment of his performance.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 6
3. The individual members conduct a self-assessment of their performance.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 6
4. Each committee conducts a self-assessment of its performance.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 6
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 Company's Board endeavors to conduct self-assessment but would prefer to do this internally. The involvement of an external facilitator will be explored by the Board, should it feel the need. The Board conducts an annual assessment process, encompassing the performance of the board as a whole, its committees, individual director, and the CEO/President. This process provides directors with an opportunity to conduct a focused evaluation of board effectiveness and to make recommendations for improvement.
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to	Compliant	Provide information or link/reference to a document containing	New Manual on Corporate Governance, June 2020 - Article 4 Principle 6

determine the performance of the Board, individual directors and committees.		information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders	
2. The system allows for a feedback mechanism from the shareholders.	Compliant		New Manual on Corporate Governance, June 2020 - Article 4 Principle 6
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Provide information on or link/reference to the company's Code of Business Conduct and Ethics.	Company Website www.omico.com.ph *Code of Business Conduct and Ethics* New Manual on Corporate Governance, June 2020 - Article 4 Principle 7
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 7
3. The Code is disclosed and made available to the public through the company website.	Compliant	Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.	Company Website www.omico.com.ph *Code of Business Conduct and Ethics* New Manual on Corporate Governance, June 2020 - Article 4 Principle 7
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery	New Manual on Corporate Governance, June 2020 - Article 4 Principle 7
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of	Compliant	Provide proof of implementation and monitoring of compliance with the	New Manual on Corporate Governance, June 2020 - Article 4 Principle 7

compliance with the Code of Business Conduct and Ethics.		Code of Business Conduct and Ethics and internal policies.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 7
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders	New Manual on Corporate Governance, June 2020 - Article 5 Principle 8
Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Compliant	Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.	Company Website www.omico.com.ph *Company Disclosures*
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.	Compliant	Provide link or reference to the company's annual report where the following are disclosed: 1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders;	Annual Report (2019) Item 9 & 11

		2. cross-holdings among company affiliates; and 3. any imbalances between the controlling shareholders' voting power and overall equity position in the company.	
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. Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.	New Manual on Corporate Governance, June 2020 - Article 5 Principle 8
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		New Manual on Corporate Governance, June 2020 - Article 5 Principle 8
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders. Provide link or reference to the company's Conglomerate Map.	New Manual on Corporate Governance, June 2020 - Article 5 Principle 8
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications and assess any potential conflicts of interest that might affect their judgment.	Compliant	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.	Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 5 Principle 8

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	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.	Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 5 Principle 8
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	Disclose or provide link/reference to the company policy and practice for setting board remuneration	New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section C Article 5 Principle 8
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	Disclose or provide link/reference to the company policy and practice for determining executive remuneration	New Manual on Corporate Governance, June 2020 – Article 4 Principle 3 Section D Article 5 Principle 8
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.	Annual Report (2019) Definitive Information Statement (2020) The remuneration of directors and executive officer is presented as a group.
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	Disclose or provide reference/link to company's RPT policies Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.	New Manual on Corporate Governance, June 2020 – Article 5 Principle 8 There is no actual or probable conflict of interest to which directors/officers/5% or more shareholders may be involved.
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs: 1. name of the related counterparty; 2. relationship with the party;	Company Website www.omico.com.ph *Company Policies* New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section E

		3. transaction date; 4. type/nature of transaction; 5. amount or contract price; 6. terms of the transaction; 7. rationale for entering into the transaction; 8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and 9. other terms and conditions	Article 5 Principle 8 Annual Report (2019) *Item 12 Certain Relationships and Related Transactions* Definitive Information Statement (2020) *Certain Relationships and Related Transactions* Audited Financial Statements (2019) *Note 23 Related party Transactions*
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Indicate where and when directors disclose their interests in transactions or any other conflict of interests.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section C.a)
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	Provide link or reference where this is disclosed, if any	Annual Report (2019) Definitive Information Statement (2020)
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	Provide link or reference where this is disclosed	Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 5 Principle 8
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	Identify independent party appointed to evaluate the fairness of the transaction price	These transactions are subject to approval by the Board of Directors, upon the recommendation of the Investment Committee, and ratification by the stockholders.

		Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	Provide link or reference where these are disclosed.	Annual Report (2019) Definitive Information Statement (2020) There are no shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership and strategic direction of the Company.
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Provide link to the company's website where the Manual on Corporate Governance is posted.	Company Website www.omico.com.ph *Corporate Governance/New Manual on Corporate Governance(June 2020)*
2. Company's MCG is submitted to the SEC and PSE.	Compliant		The New Manual on Corporate Governance (June 2020) was submitted to the SEC and PSE on July 13, 2020.
3. Company's MCG is posted on its company website.	Compliant		Company Website www.omico.com.ph *Corporate Governance/New Manual on Corporate Governance (June 2020)*
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	Provide proof of submission.	Company Website www.omico.com.ph *Corporate Governance/New Manual on Corporate Governance (June 2020)* The New Manual on Corporate Governance (June 2020) was submitted to the SEC and PSE on July 13, 2020.
Optional: Principle 8			

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.	Company Website www.omico.com.ph *Company Disclosures/SEC Filings/Annual Report*
a. Corporate Objectives	Compliant		Annual Report (2019)
b. Financial performance indicators	Compliant		Annual Report (2019)
c. Non-financial performance indicators	Compliant		Annual Report (2019)
d. Dividend Policy	Compliant		Annual Report (2019)
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		Annual Report (2019)
f. Attendance details of each director in all board meetings held during the year	Compliant		Annual Report (2019)
g. Total remuneration of each member of the board of directors	Compliant		Annual Report (2019)
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.	Compliant	Provide link or reference to where this is contained in the Annual Report	Annual Report (2019)
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	Provide link or reference to where this is contained in the Annual Report	Annual Report (2019)

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.	Compliant	Provide link or reference to where this is contained in the Annual Report	The Board of Directors required a Management Attestation Statement from the CEO and Compliance Officer containing representations, among others, that a sound internal control and compliance system is in place and working effectively.
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Provide link or reference to where these are contained in the Annual Report	Annual Report (2019)
Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.	Audit Committee Charter New Manual on Corporate Governance, June 2020 - Article 5 Principle 9
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.	Audit Committee Charter New Manual on Corporate Governance, June 2020 - Article 5 Principle 9
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.	New Manual on Corporate Governance, June 2020 - Article 5 Principle 9

Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years.	Annual Report (2019) Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section G.e)
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	Compliant	Provide link/reference to the company's Audit Committee Charter	Company Website www.omico.com.ph *Audit Committee Charter*
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	Provide link/reference to the company's Audit Committee Charter	Company Website www.omico.com.ph *Audit Committee Charter*
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	Provide link/reference to the company's Audit Committee Charter	Company Website www.omico.com.ph *Audit Committee Charter*

2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Provide link/reference to the company's Audit Committee Charter	Company Website www.omico.com.ph *Audit Committee Charter*
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	Disclose the nature of non-audit services performed by the external auditor, if any.	Audit Committee Charter New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section A.i) & A.r)
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	Audit Committee Charter New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section A.i) & A.r)
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	Provide information on audit and non-audit fees paid.	Audit Committee Charter New Manual on Corporate Governance, June 2020 - Article 4 Principle 3 Section A.i) The external auditor of the Company currently does not perform non-audit services.
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	Provide information on company's external auditor, such as: 1. Name of the audit engagement partner; 2. Accreditation number; 3. Date Accredited; 4. Expiry date of accreditation; and	Chester Nimitz F. Salvador Partner CPA certificate No. 0129556 SEC Accreditation No. A-877-A valid until June 30, 2020 R. R. Tan & Associates, CPAs SEC Accreditation No. A-173-F Valid until June 30, 2020

		5. Name, address, contact number of the audit firm.	Unit 1705, Antel Global Corporate Center Doña Julia Vargas Ave., Ortigas Center Pasig City
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).	Compliant	Provide information on the following: 1. Date it was subjected to SOAR inspection, if subjected; 2. Name of the Audit firm; and 3. Members of the engagement team inspected by the SEC.	Upon validation with the Company's external auditor, R. R. Tan & Associates CPAs, they have not yet been subjected to SOAR inspection.
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.	New Manual on Corporate Governance, June 2020 - Article 5 Principle 10
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Provide link to Sustainability Report, if any. Disclose the standards used.	New Manual on Corporate Governance, June 2020 - Article 5 Principle 10
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	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.	Company website www.omico.com.ph
Supplemental to Principle 11			

1. Company has a website disclosing up-to-date information on the following:	Compliant	Provide link to company website	Company website www.omico.com.ph
a. Financial statements/reports (latest quarterly)	Compliant		Company website www.omico.com.ph
b. Materials provided in briefings to analysts and media	Compliant		Company website www.omico.com.ph
c. Downloadable annual report	Compliant		Company website www.omico.com.ph
d. Notice of ASM and/or SSM	Compliant		Company website www.omico.com.ph
e. Minutes of ASM and/or SSM	Compliant		Company website www.omico.com.ph
f. Company's Articles of Incorporation and By-Laws	Compliant		Company website www.omico.com.ph
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant		Company website www.omico.com.ph
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system 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	New Manual on Corporate Governance, June 2020 - Article 6 Principle 12

2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	Identify international framework used for Enterprise Risk Management Provide information or reference to a document containing information on: 1. Company's risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks Indicate frequency of review of the enterprise risk management framework.	Annual Report (2019) New Manual on Corporate Governance, June 2020 - Article 6 Principle 12 Company Website www.omico.com.ph *Enterprise Risk Management*
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	Provide information on or link/ reference to a document containing the company's compliance program covering compliance with laws and relevant regulations. Indicate frequency of review.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 1 Section F
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	Provide information on IT governance process	The Company has developed a Business Continuity Plan on how to respond to events that significantly disrupt the Company's business. Since the timing and impact of disasters and disruptions is unpredictable, the Company will have to

			be flexible in responding to actual events as they occur.
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.	The Internal Audit function is outsourced. Internal Auditor: Ederlinda F. Vanta
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.	Ms. Juana Lourdes M. Buyson is the Chief Audit Executive appointed by the Board. New Manual on Corporate Governance, June 2020 - Article 6 Principle 12
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant		Ms. Juana Lourdes M. Buyson is the Chief Audit Executive appointed by the Board. New Manual on Corporate Governance, June 2020 - Article 6 Principle 12
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.	Compliant	Identify qualified independent executive or senior management personnel, if applicable.	New Manual on Corporate Governance, June 2020 - Article 6 Principle 12
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Provide information on company's risk management function.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section B Audit Committee Charter Risk management is a fundamental part of the Company's strategy and effective corporate governance. The Board and the Audit Committee are responsible for

			determining the Company's risk profile, overseeing the Company's risk management framework, reviewing the Company's key risks mitigation strategies and ensuring effectiveness of risk management policies and procedures.
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	Identify source of external technical support, if any.	Audit Committee Charter The Board of Directors, the Audit Committee and Management meet regularly to identify key risk areas and performance indicators and monitor these factors with due diligence to enable the Company to anticipate and prepare for possible threats to its operational and financial viability.
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.	Audit Committee Charter The Board of Directors, the Audit Committee and Management meet regularly to identify key risk areas and performance indicators and monitor these factors with due diligence to enable the Company to anticipate and prepare for possible threats to its operational and financial viability.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant		Audit Committee Charter The Board of Directors, the Audit Committee and Management meet regularly to identify key risk areas and performance indicators and monitor these factors with due diligence to enable the Company to anticipate and prepare for

			possible threats to its operational and financial viability.
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	Provide link to CEO and CAE's attestation	The Board of Directors required a Management Attestation Statement from the CEO and Compliance Officer containing representations, among others, that a sound internal control and compliance system is in place and working effectively.
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.	New Manual on Corporate Governance, June 2020 - Article 7 Principle 13
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Provide link to company's website	Company Website www.omico.com.ph
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant		Definitive Information Statement (2020)
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	Provide information on all classes of shares, including their voting rights if any.	Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 7 Principle 13
3. Board has an effective, secure, and efficient voting system.	Compliant	Provide link to voting procedure. Indicate if voting is by poll or show of hands.	Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 7 Principle 13
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	Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any.	Definitive Information Statement (2020) New Manual on Corporate Governance, June 2020 - Article 7 Principle 13

5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)	New Manual on Corporate Governance, June 2020 - Article 7 Principle 13 Company By-Laws
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	Provide information or link/reference to the policies on treatment of minority shareholders	New Manual on Corporate Governance, June 2020 - Article 7 Principle 13
7. Company has a transparent and specific dividend policy.	Compliant	Provide information on or link/reference to the company's dividend Policy. Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration	New Manual on Corporate Governance, June 2020 - Article 7 Principle 13
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	Identify the independent party that counted/validated the votes at the ASM, if any.	The Company has a Committee of Election Inspectors.
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out Indicate whether shareholders' approval of remuneration or any	The Notice of Annual Stockholders' Meeting together with the Company's Annual Report are mailed to stockholders at least 15 trading days before the date of the annual stockholders' meeting. The Company's disclosure on the actual date, time and place of the annual stockholders' meeting is submitted to the

		changes therein were included in the agenda of the meeting. Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)	PSE and SEC more than 28 days before the annual meeting. Any corporate decisions for approval by the stockholders are included in the Notice/Agenda for the annual stockholders' meeting. Definitive Information Statement (2020) Company Website www.omico.com.ph *Notice of Annual Stockholders' Meeting*
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	Provide link or reference to the company's notice of Annual Shareholders' Meeting	Company Website www.omico.com.ph *Notice of Annual Stockholders' Meeting*
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant		Definitive Information Statement (2020)
b. Auditors seeking appointment/re-appointment	Compliant		Definitive Information Statement (2020)
c. Proxy documents	Compliant		Definitive Information Statement (2020)
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Provide link or reference to the rationale for the agenda items	Definitive Information Statement (2020) Company Website www.omico.com.ph *Notice of Annual Stockholders' Meeting*
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the	Compliant	Provide information or reference to a document containing information on	New Manual on Corporate Governance, June 2020 - Article 7 Principle 13

votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.		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.	The Results of the Annual Stockholders Meeting held on May 31, 2019 was disclosed on the same day.
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.	Compliant	Provide link to minutes of meeting in the company website. Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes. Indicate also if the voting on resolutions was by poll. Include whether there was opportunity to ask question and the answers given, if any	Company Website www.omico.com.ph *Minutes of Annual Stockholders' Meeting* New Manual on Corporate Governance, June 2020 - Article 7 Principle 13
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting	Messrs. Domingo A. Daza, Jr. and Chester Nimitz F. Salvador of R. R. Tan & Associates CPAs, the Company's external auditor, were present at the Annual Stockholders' Meeting held on May 31, 2019.
Recommendation 13.4			
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.	Compliant	Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes	New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section B.j) Article 7 Principle 13 The following is the alternative dispute resolution adopted by the Company in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities:

			Disputes between the Company and the stockholders, stakeholders and regulators, if any, are resolved by negotiation and mediation. Through negotiation and mediation, the Company can strive for conflict prevention rather than conflict resolution.
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	Provide link/reference to where it is found in the Manual on Corporate Governance	New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section B.j) Article 7 Principle 13 The following is the alternative dispute resolution adopted by the Company in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities: Disputes between the Company and the stockholders, stakeholders and regulators, if any, are resolved by negotiation and mediation. Through negotiation and mediation, the Company can strive for conflict prevention rather than conflict resolution.
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	Disclose the contact details of the officer/office responsible for investor relations, such as: 1. Name of the person 2. Telephone number 3. Fax number 4. E-mail address	The Company's Investor Relations Officer (IRO) is: Atty. Emilio S. Teng Tel. No. 8813-6827 Fax No. 8817-9865 tnclawoffice@gmail.com

2. IRO is present at every shareholder's meeting.	Compliant	Indicate if the IRO was present during the ASM.	Atty. Emilio S. Teng was present during Annual Stockholders' Meeting held on May 31, 2019.
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.	Definitive Information Statement (2020)
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	Indicate the company's public float.	As of December 31, 2019, the total number of shares owned by the public is 902,016,823 or 85.868% of the total issued and outstanding shares of the Company of 1,050,461,673shares.
Optional: Principle 13			
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	New Manual on Corporate Governance, June 2020 - Article 7 Principle 13
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	Disclose the process and procedure for secure electronic voting in absentia, if any.	The Company has already adopted a policy where the right to vote of stockholders may be exercised also through remote communication or *in absentia*.
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Identify the company's shareholder and provide information or reference to a document containing information on the company's	New Manual on Corporate Governance, June 2020 - Article 8 Principle 14

		policies and programs for its stakeholders.	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Identify policies and programs for the protection and fair treatment of company's stakeholders	New Manual on Corporate Governance, June 2020 - Article 8 Principle 14
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights. Provide information on whistleblowing policy, practices and procedures for stakeholders	New Manual on Corporate Governance, June 2020 - Article 8 Principle 14 The Board shall adopt a transparent framework and process that allow stakeholders to communicate with the Company and obtain redress for the violation of their rights. The Company's stakeholders play a role in its growth and long-term viability. As such, it is crucial for the Company to maintain open and easy communication with its stakeholders. This can be done through stakeholder engagement touch points in the Company such as the Investor Relations Officer, Office of the Corporate Secretary and Customer Relations Office. Company Website www.omico.com.ph *Code of Business Conduct and Ethics* *Company Policies* New Manual on Corporate Governance, June 2020 - Article 8 Principle 15

Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	Provide information on the alternative dispute resolution system established by the company.	New Manual on Corporate Governance, June 2020 - Article 4 Principle 2 Section B.j) Article 8 Principle 14 The following is the alternative dispute resolution adopted by the Company in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities: Disputes between the Company and the stockholders, stakeholders and regulators, if any, are resolved by negotiation and mediation. Through negotiation and mediation, the Company can strive for conflict prevention rather than conflict resolution.
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	Disclose any requests for exemption by the company and the reason for the request.	New Manual on Corporate Governance, June 2020 - Article 8 Principle 14
2. Company respects intellectual property rights.	Compliant	Provide specific instances, if any.	New Manual on Corporate Governance, June 2020 - Article 8 Principle 14

Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.	Offer products and services that meet clients' needs and expectations in a fair and professional manner. For the Company's Sta. Rosa Homes real estate project, the housing units are delivered to buyers in the quality, time and price agreed upon.
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.	Conduct business affairs with suppliers, creditors and other counterparties according to contracted trading terms and conditions in a fair and ethical manner. Avoid any dishonest actions that may infringe upon the rights of counterparties as established by law or through mutual agreements. The Company's suppliers and contractors are paid promptly.
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.	New Manual on Corporate Governance, June 2020 - Article 8 Principle 15
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns	During the Annual Stockholders' Meeting held on April 27, 2007, the stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock approved the allocation of ten percent (10%) of the Company's outstanding

		their interests with those of the shareholders.	capital stock for the grant of stock options to the Company's deserving employees, officers and board members which rules shall be determined by the Compensation Committee and approved by the Board of Directors. The terms and conditions governing the proposed stock option plan still has to be determined by the Company's Compensation Committee and approved by the Board of Directors.
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.	New Manual on Corporate Governance, June 2020 - Article 8 Principle 15 The Company recognizes its duties as an employer to ensure the health, safety and welfare of all its employees. The employees are provided with office uniforms allowance, annual medical checkup, medicines, transportation and lodging for out-of-town trips. Employees are given financial medical assistance. Christmas party and summer outing are held annually.
3. Company has policies and practices on training and development of its employees.	Compliant	Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended.	New Manual on Corporate Governance, June 2020 - Article 8 Principle 15 The Company encourages its employees to attend trainings/seminars related to their job functions. Annual Report (2019)
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an	Compliant	Identify or provide link/reference to the company's policies, programs and practices on anti-corruption	New Manual on Corporate Governance, June 2020 - Article 8 Principle 15

anti-corruption policy and program in its Code of Conduct.			Company Website www.omico.com.ph *Code of Business Conduct and Ethics* *Company Policies*
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Identify how the board disseminated the policy and program to employees across the organization	New Manual on Corporate Governance, June 2020 - Article 8 Principle 15
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices. Include any finding of violations of the company policy.	New Manual on Corporate Governance, June 2020 - Article 8 Principle 15 Company Website www.omico.com.ph *Code of Business Conduct and Ethics* *Company Policies* Zero tolerance. The Company is committed to the highest level of ethical behavior and compliance with laws and regulations. The Company expects that all employees and business partners will conduct themselves in accordance with the Company's values, policies and procedures and the laws relating to bribery and corruption. No director, officer or employee shall solicit or accept gifts, payments, loans, services or any form of compensation from suppliers, customers, competitors or others seeking to do business with the Company.
Recommendation 15.3			

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	Compliant	Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees. Indicate if the framework includes procedures to protect the employees from retaliation. Provide contact details to report any illegal or unethical behavior.	New Manual on Corporate Governance, June 2020 - Article 8 Principle 15 Company Website www.omico.com.ph *Code of Business Conduct and Ethics* *Company Policies*
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		New Manual on Corporate Governance, June 2020 - Article 8 Principle 15 Company Website www.omico.com.ph *Code of Business Conduct and Ethics* *Company Policies* The employees are encouraged to freely communicate their concerns about illegal or unethical practices to the Board and their rights should not be compromised for doing so. Any such report may be made anonymously. Confidentiality will be maintained, to the extent permitted by law.
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.	New Manual on Corporate Governance, June 2020 - Article 8 Principle 15 Company Website www.omico.com.ph *Code of Business Conduct and Ethics* *Company Policies*

Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	Provide information or reference to a document containing information on the company's community involvement and environment-related programs.	New Manual on Corporate Governance, June 2020 - Article 8 Principle 16 Company Website www.omico.com.ph *Corporate Social Responsibility* Corporate Social Responsibility (CSR) is generally understood that the Company has an obligation to society that extends beyond its obligation to its owners or shareholders. "Corporate Social Responsibility is operating a business in a manner which meets or excels the ethical, legal, commercial and public expectations that a society has from business." The Company at the opportune time proposes to undertake the initiative on community relationship, volunteer assistance programs, healthcare initiatives, special education / training programs and scholarships, preservation of cultural heritage and beautification of cities. The CSR philosophy is, basically to give back to the society, what it (business) has taken from it, in the course of its quest for creation of wealth.

			The CSR Beneficiary includes Shareholders (owners) and all stakeholders, including environment and the society at large.
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.	New Manual on Corporate Governance, June 2020 - Article 8 Principle 16 The Company aims to achieve consistently high standards of behavior towards society and the environment and adhere to the safety and pollution control standards in business operations.
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.	New Manual on Corporate Governance, June 2020 - Article 8 Principle 16

OMICO CORPORATION
Integrated Annual Corporate Governance Report (I-ACGR)
December 31, 2019

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 _____ on_____, 20___.

SIGNATURES

TOMMY KIN HING TIA (Signature over Printed Name) **Chairman of the Board**	ANNA MEI NGA TIA (Signature over Printed Name) **Chief Executive Officer**
ALBERT Y. YUNG (Signature over Printed Name) **Independent Director**	JOHN EDWIN N. CO (Signature over Printed Name) **Independent Director**
JUANA LOURDES M. BUYSON (Signature over Printed Name) **Compliance Officer**	MARIA ELENA F. ALQUEZA (Signature over Printed Name) **Corporate Secretary**

SUBSCRIBED AND SWORN to before me this _____ day of JUL 20 2020 _____20__, affiant(s) exhibiting to me their competent evidence of identity as follows:

NAME	Tax Identification No. (TIN)
TOMMY KIN HING TIA	105-834-884
ANNA MEI NGA TIA	103-915-047
ALBERT Y. YUNG	146-050-222
JOHN EDWIN N. CO	222-920-493
JUANA LOURDES M. BUYSON	131-482-310
MARIA ELENA F. ALQUEZA	147-626-896

ATTY. JAMES K. ABUGAN
NOTARY PUBLIC
Appt. No. 0442-19
Until Dec 31, 2020
NOTARY PUBLIC
IBP No. 101013 01/03/2020 Rizal Chapter
Roll No. 26890 Lifetime
MCLE No. VI-0012875 Until 4/14/2022
TIN No. 116-239-956
PTR No. 43330065 /01-03-2020
Tel. No. 631-40-90
Mandaluyong City

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