

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM - I-ACGR

### INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended  
Dec 31, 2017
2. SEC Identification Number  
52412
3. BIR Tax Identification Number  
000-156-011
4. Exact name of issuer as specified in its charter  
Belle Corporation
5. Province, country or other jurisdiction of incorporation  
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
5th Floor, Tower A, Two Ecom Center, Palm Coast Avenue, Mall of Asia Complex,  
Pasay City  
Postal Code  
1300
8. Issuer's telephone number, including area code  
02-6628888
9. Former name, former address, and former fiscal year, if changed since last report  
n/a

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*



# Belle Corporation

## BEL

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

### Description of the Disclosure

In compliance with the SEC Memorandum Circular no. 15 Series of 2017, attached is the Integrated Annual Corporate Governance Report of Belle Corporation for the Year 2017.

### Filed on behalf by:

Name	Elizabeth Tan
Designation	Manager-Governance & Corp Affairs/Investor Relations



28 May 2018

**SECURITIES AND EXCHANGE COMMISSION**

Secretariat Building, PICC Complex  
Roxas Blvd., Metro Manila

Attention: **Mr. Vicente Graciano P. Felizmenio**  
Director, Markets and Securities Regulation Dept.

Gentlemen:

In compliance with SEC Memo Circular No. 15, Series of 2017 directing all publicly listed companies (PLCs) to submit the 2017 Integrated Annual Corporate Governance Report (I-ACGR) pursuant to the new Code of Corporate Governance for PLCs, we submit herewith the Belle Corporation's 2017 Integrated Annual Corporate Governance Report (I-ACGR).

Thank you for your kind attention.

Very truly yours,



**Jackson T. Ongsip**

Executive Vice President and Chief Financial Officer  
Compliance Officer

# COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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**MR. MANUEL A. GANA**

Contact Person

**(632) 662-8888**

Company Telephone Number

1 2      3 1

Month Day  
Fiscal Year

I	A	C	G	R
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FORM TYPE

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Month	Day	Annual Meeting
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Secondary License Type, If Applicable

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Amended Articles Number/Section

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Total No. of Stockholders

### Total Amount of Borrowings

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Domestic

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Foreign

To be Accomplished by SEC Personnel concerned

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File Number

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LCU

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## STAMPS

Remarks = pls. use black ink for scanning purposes



SECURITIES AND EXCHANGE COMMISSION

SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT



1. For the fiscal year ended **2017**
2. SEC Identification Number **52412**
3. BIR Tax Identification No. **000-156-011**
4. Exact name of issuer as specified in its charter **BELLE CORPORATION**
5. **METRO MANILA, PHILIPPINES**
6.   
(SEC Use Only)  
Industry Classification Code:
7. **5th Flr., Tower A, Two Ecom Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City 1300**  
Address of principal office Postal Code
8. **02-6628888**  
Issuer's telephone number, including area code
9. **n/a**  
Former name, former address, and former fiscal year, if changed since last report.

## SEC FORM – I-ACGR

### INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

#### GENERAL INSTRUCTIONS

##### A. Use of Form I-ACGR

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

##### B. Preparation of Report

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

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

RECOMMENDED CG PRACTICE/POLICY	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
	The company shall <b>indicate compliance or non-compliance</b> with the recommended practice.	The company shall provide additional information to <b>support their compliance</b> with the recommended CG practice	<p>The PLCs shall <b>provide the explanations for any non-compliance</b>, pursuant to the "comply or explain" approach.</p> <p>Please note that the explanation given should describe the non-compliance and include <b>how the overall Principle being recommended is still being achieved</b> by the company.</p> <p><b>*"Not Applicable" or "None" shall not be considered as sufficient explanation</b></p>

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>The Board's Governance Responsibilities</b>			
<b>Principle 1:</b> The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
<b>Recommendation 1.1</b>			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	COMPLIANT	Provide information or link/reference to a document containing information on the following:	
2. Board has an appropriate mix of competence and expertise.	COMPLIANT	1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT	<p>Belle Corporation's website  <a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a></p> <p>SEC 20-IS– Information Statement – pp. 4-7; 14-16  <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a></p> <p>SEC 17A – Annual Report – pp. 44-49  <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a></p> <p>2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance</p> <p>Manual on Corporate Governance, Item# 2.4 on p15  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>Belle Corporation's Website (Board Diversity Policy and Board Distinction List)  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p>	
<b>Recommendation 1.2</b>			
1. Board is composed of a majority of non-executive directors.	COMPLIANT	<p>Identify or provide link/reference to a document identifying the directors and the type of their directorships.</p> <p>Belle Corporation's website (Board of Directors)  <a href="http://bellecorp.com/our-company/board-directors">http://bellecorp.com/our-company/board-directors</a></p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		Board of Directors' Charter, item#2, p. 1 <a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a>	
<b>Recommendation 1.3</b>			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	COMPLIANT	Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.  Board of Directors' Charter, item#14.14 p.3 <a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a>  Manual on Corporate Governance, item#1.2 p8. <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>	
2. Company has an orientation program for first time directors.	COMPLIANT	Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.	
3. Company has relevant annual continuing training for all directors.	COMPLIANT	On December 14, 2017 and January 12, 2018, newly-elected Independent Director, Mr. Amando M. Tetangco, Jr., was provided with on-boarding sessions conducted by the Vice Chairperson, Chief Executive Officer, Chief Compliance Officer and Corporate Governance Head with topics mentioned above including matters related to the functions of the Risk Oversight Committee of which he chairs.  View continuing education program attended by the Board of Directors for 2017 <a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a>	
<b>Recommendation 1.4</b>			
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.  Manual on Corporate Governance, item#1.3 p8. <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Indicate gender composition of the board. Belle Corp has 2 female directors out of 11 directors.</p> <p>Belle Corporation's website / Corporate Governance / Board Diversity and Board Distinction List <a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a></p>	
<b>Optional: Recommendation 1.4</b>			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	COMPLIANT	<p>Provide information on or link/reference to a document containing the company's policy and measureable objectives for implementing board diversity. Board Diversity Policy and Board Distinction List <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p> <p>Provide link or reference to a progress report in achieving its objectives. Board Diversity Policy and Board Distinction List <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p>	
<b>Recommendation 1.5</b>			
1. Board is assisted by a Corporate Secretary.	COMPLIANT	<p>Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.</p> <p>The Corporate Secretary is Atty. A. Bayani K. Tan, who is a separate individual from the Compliance Officer. Atty. Tan is not a member of the Board of Directors. The Corporate Secretary attends training on corporate governance.</p> <p>Manual on Corporate Governance, item#1.4, p8-9 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>SEC Form 20-IS Definitive Information Statement p17 <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a></p> <p>SEC 17A – Annual Report – p51</p>	
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT		
3. Corporate Secretary is not a member of the Board of Directors.	COMPLIANT		

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	
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 Belle Corporation's website <a href="http://www.bellecorp.com/investor-relations/disclosures/pse-and-sec-filings">http://www.bellecorp.com/investor-relations/disclosures/pse-and-sec-filings</a> 2017-05-24 Certificates of Attendance to GGAPP Forum, p17. Topics: Development in Ethics, Compliance and Governance / Code of Corporate Governance and other Regulatory Initiatives / PWC Survey Results on the New SEC Code of Corporate Governance: Are PLC's ready?	
<b>Optional: Recommendation 1.5</b>			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.		Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting	
<b>Recommendation 1.6</b>			
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. The Compliance Officer is Mr. Jackson T. Ongsip, who is the Executive Vice President, Chief Risk Officer and Chief Financial Officer of Belle. He is not a member of the board.  SEC 17A – Annual Report – p54 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>  Manual on Corporate Governance, item #1.5, pp9-10 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT		
3. Compliance Officer is not a member of the board.	COMPLIANT		
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. Belle Corporation's website <a href="http://www.bellecorp.com/investor-relations/disclosures/pse-and-sec-filings">http://www.bellecorp.com/investor-relations/disclosures/pse-and-sec-filings</a>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		2017-05-24 Certificates of Attendance to GGAPP Forum, p6. Topics: Development in Ethics, Compliance and Governance / Code of Corporate Governance and other Regulatory Initiatives / PWC Survey Results on the New SEC Code of Corporate Governance: Are PLC's ready?	
<b>Principle 2:</b> 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.			
<b>Recommendation 2.1</b>			
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)  Manual on Corporate Governance, item#2, p10 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>  An item taken up during the Board Meeting on March 15, 2017 was the approval of the Company's Audited Financial Statements for Y2016 and for these to be filed with the SEC, PSE and all other agencies of the government as required by law. For the other matters discussed by the Board and the Board Committees in 2017, please see Summary of Board Activities for 2017. Belle Corporation Website, Summary of Board Activities for 2017 <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a>	
<b>Recommendation 2.2</b>			
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).	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	COMPLIANT	The Board of Directors leads the overall company's business direction by developing strategy and identifying targets for the coming years. The CEO's role is to ensure the delivery of these targets within the general business environment, with quarterly business reviews with his Management Team as well as the Board. The Management Team then cascades the objectives	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>and deliverables to the employees, for timely and appropriate implementation, evaluation and corrective courses of action, if required.</p> <p>During the November 3, 2017 Board Meeting, a Director requested Management to consider how saleable the Club shares are if additional facilities will be introduced.</p> <p>At the same meeting, the mid-range plans for 2018-2022 were presented by the Chief Financial Officer and the same was noted by the Board.</p> <p>View the Summary of Board Activities for 2017  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p> <p>Manual on Corporate Governance, item#2, p10  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>Indicate frequency of review of business objectives and strategy            Business objectives and strategies are reviewed on an annual basis.</p>	
<b>Supplement to Recommendation 2.2</b>			
1. Board has a clearly defined and updated vision, mission and core values.	COMPLIANT	<p>Indicate or provide link/reference to a document containing the company's vision, mission and core values.</p> <p>Belle Corporation's website  <a href="http://www.bellecorp.com/our-company/mission-vision-values-statement">http://www.bellecorp.com/our-company/mission-vision-values-statement</a></p> <p>Indicate frequency of review of the vision, mission and core values.</p> <p>The vision, mission and core values are reviewed annually by the Board of Directors.</p>	
2. Board has a strategy execution process that facilitates effective management	COMPLIANT	<p>Provide information on or link/reference to a document containing information on the strategy execution process.</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
performance and is attuned to the company's business environment, and culture.		<p>Manual on Corporate Governance, item#2, p10  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>The Board of Directors leads the overall company's business direction by developing strategy and identifying targets for the coming years. The CEO's role is to ensure delivery of these targets within the general business environment, with quarterly business reviews with his Management Team as well as the Board of Directors. The Management Team then cascades the objectives and deliverables to the employees, for timely and appropriate implementation, evaluation and corrective courses of action, if required.</p>	
<b>Recommendation 2.3</b>			
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	<p>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications</p> <p>Mr. Jose T. Sio, was elected as Chairman of the Board on April 23, 2017.</p> <p>Mr. Jose T. Sio, 78, was the Chairman of the Board of Directors of Belle Corporation from April 2017 to April 2018. He is concurrently the Chairman of the Board of Directors of SM Investments Corporation. He is a member of the Board of Directors of China Banking Corporation and Atlas Consolidated Mining and Development Corporation. He is also an Adviser to the Board of Directors of BDO Unibank, Inc. and Premium Leisure Corp. Mr. Sio was a Senior Partner of Sycip Gorres Velayo &amp; Co. (SGV). He is a Certified Public Accountant and obtained his Master's degree in Business Administration (MBA) from New York University, USA.</p> <p>Belle Corporation's website  <a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a></p> <p>Board Diversity Policy and Board Distinction List  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 2.4</b>			
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	
2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT	<p>Manual on Corporate Governance, item#2.1.8, p11.  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>A fundamental responsibility of the Board of Directors is to ensure that effective processes are in place to provide continuity of Board and executive leadership. The Board ensures that such leadership possesses sufficient depth, talent and conviction for effective Board oversight and execution of long term strategies, consistent with the Company's vision and mission statements. Hence, a process for identifying and assessing potential internal candidates, periodic review and assessment of readiness, contingency planning for temporary absences of the key positions due to disability or any other unexpected event, should be in place.</p> <p>The Board will review and assess said processes on an annual basis. A succession planning process shall be established to include:</p> <ul style="list-style-type: none"> <li>a) Identification of critical positions,</li> <li>b) Identifying potential successors, and behavior,</li> <li>c) Readiness of successors,</li> <li>d) Possession of necessary knowledge, skills</li> <li>e) Tracking the progress.</li> </ul> <p>During its February 23, 2018 meeting, the Board has adopted a policy on the retirement age of directors and key officers, which has been set at the maximum age of 80 years old, which may be extended, subject to the approval of the Board.</p>	
<b>Recommendation 2.5</b>			

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	COMPLIANT	Manual on Corporate Governance, item#2.1.9, p11, item#3.6.1, p29 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT	The Board of Directors values management team and employees and recognizes the need of commensurate pay with corporate and individual performance. In order to deliver its long-term vision and mission, the Board of Directors espouses meritocracy and integrity within and loyalty to the organization. In terms of compensation key officers, all discussions are maintained in strictest confidence.  The Directors are prohibited from deciding his own remuneration.	
<b>Optional: Recommendation 2.5</b>			
1. Board approves the remuneration of senior executives.	COMPLIANT	Provide proof of board approval.  The Board approved the remuneration of the Senior Executives during its meeting on November 3, 2017 when the Budget for 2018 was presented.	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Non-COMPLIANT	Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.	Not in practice within the Group.
<b>Recommendation 2.6</b>			
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	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT	in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.  Manual on Corporate Governance, item#2.3, pp13-15 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	COMPLIANT	Provide proof if minority shareholders have a right to nominate candidates to the board	
4. Board nomination and election policy includes how the board shortlists candidates.	COMPLIANT	As stated in the Company's Manual on Corporate Governance and By-Laws, which are published in the company's website, minority shareholders may nominate candidates to the Board. Prior to the release of the Amended By-Laws in March 2018, shareholders of record were given until January 30 of each year to submit their nominees in writing, which should also bear the nominees' formal acceptance. This will allow the Nomination Committee/CG Committee to assess and evaluate the qualifications of the nominees.	
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		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT	Manual on Corporate Governance, item#13.4.1, p41 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>  Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.  The Company engages the services of a third party company for recommendations of new board directors, from whom the Corporate Governance Committee derives its list of candidates to be recommended to the Board which decides on the final nominee/s for the Board of Directors.  Manual on Corporate Governance, item#2.3, pp13-15 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>	

**Optional: Recommendation to 2.6**

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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.	COMPLIANT	<p>Identify the professional search firm used or other external sources of candidates</p> <p>Manual on Corporate Governance, item#2.3.5, p14  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>Thru its parent Company, SM Investments Corporation, sought the assistance of the Institute of Corporate Directors (ICD) for a list of potential candidates for the replacement of its esteemed Independent Director, Mr. Washington Z. Sycip, who passed on October 7, 2017. ICD recommended, among others, former Bangko Sentral ng Pilipinas, Mr. Amando M. Tetangco, who was eventually elected to the Belle Board on December 4, 2017.</p>	
<b>Recommendation 2.7</b>			
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	<p>Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs</p> <p>Manual on Corporate Governance, item#3.6, p27-28  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p>	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	COMPLIANT	<p>Identify transactions that were approved pursuant to the policy.</p> <p>SEC Form 17A for 2017: Audited Financial Statements – Related Party Transactions Item#39, pp72-74  <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a></p>	
<b>Supplement to Recommendations 2.7</b>			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs	COMPLIANT	<p>Provide information on a materiality threshold for RPT disclosure and approval, if any.</p> <p>Provide information on RPT categories</p> <p>All related party transactions which are not in the usual course of business and which are equal or greater than the materiality threshold of Php100Mn, shall be subject for review by the Related Party Transactions Committee.</p>	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.		<p>Manual on Corporate Governance, item#3.5.2, p28-29  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>SEC Form 17A for 2017: Audited Financial Statements – Related Party Transactions Item#39, pp72-74  <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a></p>	
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	<p>Provide information on voting system, if any.</p> <p>The Board of Directors reviews and approves all material RPTs endorsed by the Related Party Transactions Committee. All Board-approved material RPTs may be subject to ratification by a vote of the majority of the minority shareholders.</p> <p>Manual on Corporate Governance, item#3.5.2, p28  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p>	
<b>Recommendation 2.8</b>			
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	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>Manual on Corporate Governance, item#2.1.12, p12  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>Identify the Management team appointed.  Results of BELLE 2017 Organizational Meeting  <a href="http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm">http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm</a></p> <p>During the same Organizational Meeting held on April 24, 2017, the appointments of Mr. Jackson T. Ongsip as the Chief Risk Officer and Chief Compliance Officer, and Ms. Rhea R. Abueg, Chief Audit Executive, were approved by the Board.</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	<p>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>Manual on Corporate Governance, item#2.1.13, p12  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p>The Board annually assesses the performance of Chief Executive Officer (CEO). The Heads of the other control functions are appraised by the CEO representing the Board of Directors thru the Company's Performance Appraisal Management System (PAMS) were evaluated in March 2017. Evaluation criteria includes accomplishment of defined goals in line with company strategies and objectives. Likewise, demonstration of core values are assessed, i.e. Sustainability, Accountability, Integrity, Leadership, Hard Work, Innovation.</p>	
<b>Recommendation 2.9</b>			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	<p>Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.</p> <p>Performance of Management is assessed annually, implemented either manually or through the PAMS (Performance Appraisal Management System). Appraiser and Appraisee discuss the appraisal and agree on the assessment after which the evaluation is sent to the Department Head for review and approval. Evaluation criteria includes accomplishment of defined goals in line with company strategies and objectives. Likewise, demonstration of core values are assessed, i.e. Sustainability, Accountability, Integrity, Leadership, Hard Work, Innovation</p>	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT		
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		appropriate internal control system is in place and what is included in the internal control system.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT	<p>Manual on Corporate Governance, item#2.1.14, p12  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>Audit Committee – Internal Control System  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p>	
3. Board approves the Internal Audit Charter.	COMPLIANT	<p>Provide reference or link to the company's Internal Audit Charter</p> <p>Audit Committee – Internal Audit Charter  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p>	
<b>Recommendation 2.11</b>			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	<p>Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.</p> <p>Enterprise Risk Management  <a href="http://www.bellecorp.com/corporate-governance/enterprise-risk-management">http://www.bellecorp.com/corporate-governance/enterprise-risk-management</a></p>	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT	<p>Provide proof of effectiveness of risk management strategies, if any.</p> <p>The Enterprise Risk Management (ERM) matrices are prepared annually by the respective Business Units process of which includes identification, rationalization and assessment/prioritizing of risks. Development and implementation of risk management strategies then follow which involve avoidance, reduction, transfer or acceptance.</p> <p>Thereafter, these are presented to the Management Committee for discussion. The Chief Risk Officer chairs the meetings and provides direction as necessary. The ERM matrices are then presented to the Risk Oversight Committee to ensure the integrity and quality of the Company's risk management system.</p>	

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		The matrices used by the Company include the risks' descriptions and information on how they are mitigated. They are also categorized based on "Impact" and "likelihood of occurrence." Effectiveness of the strategies employed to manage the risk may be determined if the risk items from the previous year are considered "closed" or "moved to issue" or "open" with provisions on how they may be mitigated.	
<b>Recommendation 2.12</b>			
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.	
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT	BEL Board of Directors Charter <a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a>	
3. Board Charter is publicly available and posted on the company's website.	COMPLIANT		
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	COMPLIANT	Provide information on or link/reference to a document showing company's insider trading policy. Insider Trading Policy <a href="http://www.bellecorp.com/corporate-governance/company-policies">http://www.bellecorp.com/corporate-governance/company-policies</a>	
<b>Optional: Principle 2</b>			
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. Code of Business Conduct and Ethics <a href="http://www.bellecorp.com/corporate-governance/code-of-ethics">http://www.bellecorp.com/corporate-governance/code-of-ethics</a>	
2. Company discloses the types of decision requiring board of directors' approval.		Indicate the types of decision requiring board of directors' approval and where there are disclosed.  The Board is responsible for approving the amendments to the By-Laws and Articles of Incorporation, dividend declarations, audited financial statements, quarterly financial reports,	

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	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>among others. These are regularly disclosed to the SEC and PSE.</p> <p>During the August 2, 2017 Board Meeting, the Board approved Management's proposal to amend the Company's By-Laws which was disclosed to the PSE on the same day.</p> <p>Summary of Board Activities for 2017  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p> <p>Quarterly financial reports in 2017 may be viewed in the Company website using the following link:  <a href="http://www.bellecorp.com/investor-relations/financial-reports/quarterly-financials">http://www.bellecorp.com/investor-relations/financial-reports/quarterly-financials</a></p>	
<p><b>Principle 3:</b> Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.</p>			
<p><b>Recommendation 3.1</b></p>			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	<p>Provide information or link/reference to a document containing information on all the board committees established by the company.</p> <p>Board Committees  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p>	
<p><b>Recommendation 3.2</b></p>			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	COMPLIANT	<p>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</p> <p>Audit Committee Charter  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p> <p>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</p> <p>It is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.  Audit Committee Charter Item 4.1, p1</p>	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a>  Further, as stated in the Minutes of the April 24, 2017 Annual Stockholders' Meeting, the Audit Committee has recommended, and the Board of Directors has endorsed for the consideration of the shareholders, the re-appointment of SyCip Gorres Velayo & Co. as the Corporation's external auditor for Year 2017-2018. Results of BELLE 2017 Annual Stockholders' Meeting <a href="http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm">http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm</a>	
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. Audit Committee <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a>	
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. Board of Directors <a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a>  Board Matters, Board Diversity Policy and Board Distinction List <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</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  Mr. Gregorio U. Kilayko, an Independent Director, is the Chairman of the Audit Committee. He is not a Chairman of any other Board Committee. <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a>  Board of Directors <a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a>	

**Supplement to Recommendation 3.2**

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Audit Committee approves all non-audit services conducted by the external auditor.	COMPLIANT	<p>Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.</p> <p>Manual on Corporate Governance, item#3.2.9, p22  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>There were no non-audit services for 2016 and 2017.</p>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	COMPLIANT	<p>Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.</p> <p>Audit Committee Charter  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p> <p>On December 14, 2017, the Audit Committee together with the other Non-Executive Directors met with the external audit team to provide an update on the status of the 2016 audit findings and the Audit Plans for 2017.</p> <p>Summary of Board Activities for 2017  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p>	
<b>Optional: Recommendation 3.2</b>			
1. Audit Committee meet at least four times during the year.	COMPLIANT	<p>Indicate the number of Audit Committee meetings during the year and provide proof</p> <p>Audit Committee Attendance  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p> <p>Summary of Board Activities for 2017  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p>	
2. Audit Committee approves the appointment and removal of the internal auditor.	COMPLIANT	<p>Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.</p> <p>It is the Audit Committee's responsibility to recommend the appointment and removal of the company's internal auditor.</p> <p>Audit Committee Charter  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p>	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		During the Organizational Meeting on April 24, 2017, the Board approved the appointment of the Chief Audit Executive, Ms. Rhea R. Abueg.	
<b>Recommendation 3.3</b>			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	COMPLIANT	<p>Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions.</p> <p>Corporate Governance Committee Charter  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p> <p>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</p> <p>Manual on Corporate Governance, item#3.3.b, p23  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p>	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	COMPLIANT	<p>Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.</p> <p>Corporate Governance Committee  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p> <p><a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a></p>	
3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT	<p>Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.</p> <p>Mr. Amando M. Tetangco, Jr., an Independent Director, is Chairperson of the Corporate Governance Committee.  Board of Directors  <a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a></p>	
<b>Optional: Recommendation 3.3.</b>			
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.	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		Corporate Governance Committee Attendance <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a>	
<b>Recommendation 3.4</b>			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	COMPLIANT	Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions Risk Oversight Committee Charter <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a>	
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 Risk Oversight Committee <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a> <a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a>	
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. Mr. Cesar E.A. Virata, Chairperson of the Risk Oversight Committee, is an Independent Director. He is not a Chairman of any of the Board Committees of the Company.  Board of Directors <a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a>	
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. Board of Directors <a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a>	
<b>Recommendation 3.5</b>			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	COMPLIANT	Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions. Related Party Transactions Committee Charter <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a>	

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	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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. <b>Related Party Transactions Committee</b> <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a>	
<b>Recommendation 3.6</b>			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes. <b>Committee Charters</b> <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a>	
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT		
3. Committee Charters were fully disclosed on the company's website.	COMPLIANT	Provide link to company's website where the Committee Charters are disclosed. <b>Committee Charters</b> <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a>	
<b>Principle 4:</b> 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.			
<b>Recommendation 4.1</b>			
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. <b>Manual on Corporate Governance, item#4.1, p31</b> <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>  If a Director is not able to personally attend the meeting, subject to the existing rules, he may be able to participate through the use of modern technology such as but not limited to telephone or video conference. This is on the premise that said Director is able to participate actively in the discussions. Prior advice to the Corporate Secretary is required so arrangements for the tools for communication and recording to be used may be made. Prior to the start of the actual	

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		<p>meeting, it is important to determine if all Directors present can hear one another as well as the other participants who will present matters before the Board or Committee meetings.</p> <p>Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.            BEL BOD Attendance to 2017 BOD and Committee Meetings  <a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a></p> <p>Summary of Board Activities for 2017  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p> <p>BEL BOD Attendance to the 2017 Annual Stockholders' Meeting  <a href="http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm">http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm</a></p>	
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT	<p>Manual on Corporate Governance, item#2.9.2, p19  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>As a matter of policy, Board Materials are sent to the Directors electronically to provide them ample time to prepare for their Board and Committee Meetings. Printed copies are made available upon request.</p>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	<p>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors            Manual on Corporate Governance, item#4.1, p31  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>During the Board Meeting on November 3, 2017, a Director requested for clarification and that further study be made pertaining to one of the Company's projects.</p> <p>Summary of Board Activities for 2017  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p>	

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<b>Recommendation 4.2</b>			
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.	NON-COMPLIANT	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies</p>	The Board on February 23, 2018 has approved the policy on limiting its non-executive directors to hold a maximum of five (5) seats in publicly-listed companies, which includes Belle Corporation.
<b>Recommendation 4.3</b>			
1. The directors notify the company's board before accepting a directorship in another company.	COMPLIANT	<p>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</p> <p>Manual on Corporate Governance, Item #4.2.2, p31  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>During the February 2017 Meeting, the Board approved the adoption of the policy for each Director to notify each of the companies where he sits as a member of the Board before he accepts a directorship in another company.</p>	
<b>Optional: Principle 4</b>			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.			
2. Company schedules board of directors' meetings before the start of the financial year.	COMPLIANT	<p>Manual on Corporate Governance, Item #2.7.3, p18  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>The Board approved the schedule of the 2018 Board and Committee Meetings on November 3, 2017 Meeting.</p>	
3. Board of directors meet at least six times during the year.	COMPLIANT	<p>Indicate the number of board meetings during the year and provide proof</p> <p>Manual on Corporate Governance, Item #2.7.3, p18</p>	

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		<a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>  BEL BOD Attendance to 2017 BOD Meetings <a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a>  Summary of Board Activities for 2017 <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a>	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	COMPLIANT	Indicate the required minimum quorum for board decisions Manual on Corporate Governance, Item #2.7.6, p18 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>	
<b>Principle 5:</b> The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
<b>Recommendation 5.1</b>			
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 SEC Form 17-A Annual Report, Directors/Executive Officers, p46 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>  Belle Corporation's Website <a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a>	
<b>Recommendation 5.2</b>			
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. SEC Form 17-A Annual Report, Directors, p48-49 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>  Manual on Corporate Governance, Item#5.1, pp31-33 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>	
<b>Supplement to Recommendation 5.2</b>			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that	COMPLIANT	Provide link/reference to a document containing information that directors are not constrained to vote independently.	

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constrain the directors' ability to vote independently.		Belle has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	
<b>Recommendation 5.3</b>			
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. 2017 Colored Annual Report, p34 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director	The Board during its February 23, 2018 meeting approved the policy on setting the maximum term of nine (9) years for Independent Directors reckoning date of which is January 2012, or the date of commencement of their term, if later than January 2012.
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.  Not applicable until Year 2021, which is the 9th year from reckoning date in 2012. In Year 2021, if the board decides to retain an independent director in the same capacity, the	

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		board shall provide meritorious justification and shall seek shareholder approval during the ASM.	
<b>Recommendation 5.4</b>			
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 Mr. Jose T. Sio was the Chairman of the Board from April 24, 2017 to April 23, 2018.  Mr. Manuel A. Gana is the President and Chief Executive Officer since March 15, 2017.	
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. Manual on Corporate Governance, item 2.2, pp12-13; Item 5.2, pp33-34 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>  Identify the relationship of Chairman and CEO. None.	
<b>Recommendation 5.5</b>			
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. The Chairman of the Board is not an independent director.  SEC Form 20-IS Definitive Information Statement, p6 <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a>  SEC Form 17-A Annual Report, p52 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>  Belle Corporation's website / Cesar E. A. Virata	

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		<a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a>  Manual on Corporate Governance, Item# 5.3, p34 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>	
<b>Recommendation 5.6</b>			
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.  During the April 24, 2017 Board Meeting, three (3) members of the Board abstained from participating in the discussion due to conflict of interest.  At the November 2, 2017 meeting of the Risk Oversight Committee, one of the committee members having a conflict of interest abstained from the board discussion on the particular transaction. Summary of Board Activities for 2017 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>	
<b>Recommendation 5.7</b>			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	COMPLIANT	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.  The non-executive directors (NEDs) had separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present. This was done last December 2017, attended by the NEDs, external auditor, and heads of internal audit, compliance and risk functions. These meetings were chaired by Mr. Cesar E.A. Virata, Lead Independent Director. Summary of Board Activities for 2017 <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a>	
2. The meetings are chaired by the lead independent director.	COMPLIANT		
<b>Optional: Principle 5</b>			
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. From April 2013 to March 14, 2017 – Mr. Frederic C. DyBuncio	

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		From March 15, 2017 – Mr. Manuel A. Gana Mr. DyBuncio resigned from the Board on February 28, 2017.	
<b>Principle 6:</b> 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.			
<b>Recommendation 6.1</b>			
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.  The Board conducts an annual self-assessment of its collective and individual performance, and that of the Board Committees, the Chairman, President, Chief Compliance Officer (CCO), Chief Risk Officer (CRO) and Chief Audit Executive (CAE).  Board of Directors Evaluation for 2017 <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a>	
2. The Chairman conducts a self-assessment of his performance.	COMPLIANT		
3. The individual members conduct a self-assessment of their performance.	COMPLIANT		
4. Each committee conducts a self-assessment of its performance.	COMPLIANT		
5. Every three years, the assessments are supported by an external facilitator.	COMPLIANT	Identify the external facilitator and provide proof of use of an external facilitator.  Not yet applicable, as the Code or Corporate Governance became effective starting 2017. The third year falls on 2019, with evaluation to be done in 2020, to be supported by an external facilitator, which shall be engaged by Belle at that time.	
<b>Recommendation 6.2</b>			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders  The Board of Directors conducts its own individual self-assessment every year and collegiately appraises the performances of the following: Chairman, Chief Executive	
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT		

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		<p>Officer, Chief Compliance Officer, Chief Risk Officer, and Chief Audit Officer.</p> <p>Criteria used for the assessment are Independence, Leadership, Expertise and Corporate Governance as indicated in the evaluation forms which is made available to the public thru the Company's website.  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p> <p>In order to promote transparency and accountability, the Corporation has a dedicated contact information, where shareholders and stakeholders alike may communicate with the Board of Directors thru the Governance Department on concerns they may have.</p> <p>Manual on Corporate Governance, Item #6.1, pp34-35  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>2017 Colored Annual Report, p39  <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a></p>	
<b>Principle 7:</b> Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
<b>Recommendation 7.1</b>			
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	<p>Provide information on or link/reference to the company's Code of Business Conduct and Ethics.</p> <p>Code of Business Conduct and Ethics  <a href="http://www.bellecorp.com/corporate-governance/code-of-ethics">http://www.bellecorp.com/corporate-governance/code-of-ethics</a></p>	
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT	<p>Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.</p> <p>The Code of Business Conduct and Ethics (CBCE) version May 2017 was approved by the Board. The said document was then sent to the Board, senior management and employees via</p>	

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		<p>email blast. It was also published thru the company's website and intranet/portal. Regular updates are also sent thru the same medium. Distribution to and discussion of the details CBCE also part of the on-boarding session provided by the Human Resources and Governance Departments for all new employees.</p> <p>Senior Management and employees were also required to acknowledge in writing their receipt of the CBCE and to document their undertaking to be bound by such. Records of these written acknowledgement are kept by the Human Resources Department.</p>	
3. The Code is disclosed and made available to the public through the company website.	COMPLIANT	<p>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.</p> <p>Code of Business Conduct and Ethics  <a href="http://www.bellecorp.com/corporate-governance/code-of-ethics">http://www.bellecorp.com/corporate-governance/code-of-ethics</a></p>	
<b>Supplement to Recommendation 7.1</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	COMPLIANT	<p>Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery</p> <p>Company Policies – Gifts/Entertainment/Hospitality  <a href="http://www.bellecorp.com/corporate-governance/company-policies">http://www.bellecorp.com/corporate-governance/company-policies</a></p> <p>This is further supported by the Company's Policy on Accountability, Integrity and Vigilance whereby employees are encouraged to report violations or suspected violations of the Code of Business Conduct and Ethics without fear of retaliation.</p> <p>Company Policies – Policy on Accountability, Integrity and Vigilance  <a href="http://www.bellecorp.com/corporate-governance/company-policies">http://www.bellecorp.com/corporate-governance/company-policies</a></p>	
<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of	COMPLIANT		

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compliance with the Code of Business Conduct and Ethics.		Provide proof of implementation and monitoring of compliance with the 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	<p>The Head of Human Resources Dept. is responsible for distribution of the CBCE to all directors, employees, suppliers and handle investigation of reported violations. He shall also ensure that immediate investigation is conducted for reported violations. The Managers, on the other hand, are responsible for the dissemination and implementation of the provisions of the Code in their respective work units.</p> <p>For all employees and officers' easy reference, the CBCE is also posted in the company's intranet/porta and corporate website.</p> <p>Indicate who are required to comply with the Code of Business Conduct and Ethics (CBCE) and any findings on non-compliance.</p> <p>The Directors, Management, employees, advisers, consultants and suppliers acting on behalf of Belle are required to comply. The other vendors, contractors, and stakeholders doing business with Belle shall align their dealings with Belle's CBCE.</p> <p>Since it was released, there are no reported violations of the CBCE. In the meantime, the Directors, Management and employees alike complied with the Policy on Accepts of Gifts, Entertainment and Hospitality as they submitted their declarations for gifts received during the 2017 holiday season. Records of such are kept in the Office of the President as consolidated by the Governance Department.</p>	
<b>Disclosure and Transparency</b>			
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
<b>Recommendation 8.1</b>			

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1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	COMPLIANT	<p>Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders</p> <p>Corporate Disclosures  <a href="http://www.bellecorp.com/corporate-governance/company-policies">http://www.bellecorp.com/corporate-governance/company-policies</a></p> <p>2017 Colored Annual Report; SEC Form 17-A for 2017; 2017 Audited Financial Statements  <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a></p>	
<b>Supplement to Recommendations 8.1</b>			
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	<p>Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</p> <p><a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a> - 60 days after end of fiscal year, i.e. 2017 Audited Financial Statements published 02.28.2018.</p> <p><a href="http://www.bellecorp.com/investor-relations/financial-reports/quarterly-financials">http://www.bellecorp.com/investor-relations/financial-reports/quarterly-financials</a> 23 days after end of reporting period, i.e. SEC Form 17Q for the quarter ended 03.31.2018 published on 04.23.2018.</p>	
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	COMPLIANT	<p>Provide link or reference to the company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"> <li>1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders;</li> <li>2. cross-holdings among company affiliates; and</li> <li>3. any imbalances between the controlling shareholders' voting power and overall equity position in the company.</li> </ol> <p>The Company discloses in its annual definitive information statement, the principal risks associated with the identity of the Company's shareholders, the degree of ownership concentration, cross-holdings among company affiliates</p>	

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		<p>and other pertinent information on equity position in the Company.</p> <p><a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a> SEC Form 20-IS for 2017, pages 10-12</p>	
<b>Recommendation 8.2</b>			
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	<p>Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.</p> <p><a href="#">Insider Trading Policy page</a>  <a href="http://www.bellecorp.com/corporate-governance/company-policies">http://www.bellecorp.com/corporate-governance/company-policies</a></p>	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	COMPLIANT	<p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p> <p><a href="#">SEC Form 20-IS for 2017, page 11</a>  <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a></p> <p><a href="#">View Trading of BEL Shares</a>  <a href="http://www.bellecorp.com/corporate-governance/company-policies">http://www.bellecorp.com/corporate-governance/company-policies</a></p>	
<b>Supplement to Recommendation 8.2</b>			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	COMPLIANT	<p>Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.</p> <p><a href="#">View Trading of BEL shares</a>  <a href="http://www.bellecorp.com/corporate-governance/company-policies">http://www.bellecorp.com/corporate-governance/company-policies</a></p> <p><a href="#">(1) Public Ownership Report and (2) Top 100 Stockholders Report</a>  <a href="http://www.bellecorp.com/investor-relations/disclosures/pse-and-sec-filings">http://www.bellecorp.com/investor-relations/disclosures/pse-and-sec-filings</a></p> <p><a href="#">Belle Shares Buyback Transactions</a>  <a href="http://www.bellecorp.com/investor-relations/disclosures/corporate-disclosures">http://www.bellecorp.com/investor-relations/disclosures/corporate-disclosures</a></p> <p>Provide link or reference to the company's Conglomerate Map.</p> <p><a href="#">Belle Corporation Conglomerate Map 12.31.2017</a>  <a href="http://www.bellecorp.com/our-company/corporate-structure">http://www.bellecorp.com/our-company/corporate-structure</a></p>	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 8.3</b>			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	<p>Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>Directors' academic qualifications, membership in other boards, professional experiences and expertise:  <b>SEC Form 20-IS for 2017, pages 13-16</b>  <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a></p> <p><b>SEC Form 17A for 2017, pages 46-49</b>  <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a></p> <p>Relevant trainings attended:  <b>Attendance to Corporate Governance Training</b>  <a href="http://www.bellecorp.com/investor-relations/disclosures/pse-and-sec-filings">http://www.bellecorp.com/investor-relations/disclosures/pse-and-sec-filings</a></p> <p><b>View training sessions attended</b>  <a href="http://www.bellecorp.com/our-company/board-directors">http://www.bellecorp.com/our-company/board-directors</a></p> <p>Share ownership in the company:  <b>SEC Form 20-IS for 2017, page 11</b>  <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a></p> <p><b>SEC Form 17A for 2017, page 57</b>  <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a></p>	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	<p>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>Officers' academic qualifications, membership in other boards, professional experiences and expertise:</p>	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>SEC Form 20-IS for 2017, pages 17-19  <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a></p> <p>SEC Form 17A for 2017, pages 49-52  <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a></p> <p>Relevant trainings attended:  Attendance to Corporate Governance Training  <a href="http://www.bellecorp.com/investor-relations/disclosures/pse-and-sec-filings">http://www.bellecorp.com/investor-relations/disclosures/pse-and-sec-filings</a></p> <p>Share ownership in the company:  SEC Form 20-IS for 2017, page 11  <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a></p> <p>SEC Form 17A for 2017, page 57  <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a></p>	
<b>Recommendation 8.4</b>			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	COMPLIANT	<p>Disclose or provide link/reference to the company policy and practice for setting board remuneration</p> <p>Manual on Corporate Governance, page 11, item #2.1.9; page 29, item #3.6.1; page 36, item #8.4  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>All independent directors get a per diem of Fifty Thousand Pesos (₱50,000.00) each per meeting attended, while the other directors get a per diem of Twenty Thousand Pesos (₱20,000.00) each per meeting attended.</p> <p>The Compensation and Remuneration Committee, may from time to time, recommend an increase in the per diem that a Director receives for attendance in Board and Committee meetings which the Board may approve should they find them just and reasonable. Any Director is prohibited from participating in discussions involving his own remuneration.</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	COMPLIANT	<p>Disclose or provide link/reference to the company policy and practice for determining executive remuneration  <a href="#">Manual on Corporate Governance, Item #2.1.9,11; Item #3.6.1, p29; Item #8.4, p36</a>  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>The Compensation and Remuneration Committee recommends compensation scheme proposals for the CEO and Management Team, which the Board of Directors approves should they find them just and reasonable.</p> <p>The remuneration of the CEO and Management Team for 2018 was approved by the Board in November 2017.</p>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-COMPLIANT	Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.	For security reasons, only the aggregate compensation of the CEO and four (4) most highly compensated executives is disclosed. Disclosing the individual remuneration is being discussed within the Group.
<b>Recommendation 8.5</b>			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	COMPLIANT	<p>Disclose or provide reference/link to company's RPT policies</p> <p><a href="#">Related Party Transactions</a>  <a href="http://www.bellecorp.com/corporate-governance/company-policies">http://www.bellecorp.com/corporate-governance/company-policies</a></p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p>	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>During the April 24, 2017 meeting, three (3) Directors abstained from participating in a discussion due to conflict of interest.</p> <p>At the 11.02.2017 meeting of the Risk Oversight Committee, one of the committee members having a conflict of interest abstained from the board discussion on the particular transaction.</p>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	COMPLIANT	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> <li>1. name of the related counterparty;</li> <li>2. relationship with the party;</li> <li>3. transaction date;</li> <li>4. type/nature of transaction;</li> <li>5. amount or contract price;</li> <li>6. terms of the transaction;</li> <li>7. rationale for entering into the transaction;</li> <li>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</li> <li>9. other terms and conditions</li> </ol> <p>SEC Form 17A and the accompanying Audited Financial Statements for 2017, pages 72-73  <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a></p>	
<b>Supplement to Recommendation 8.5</b>			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	COMPLIANT	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p><b>Conflict of Interest</b>  <a href="http://www.bellecorp.com/corporate-governance/company-policies">http://www.bellecorp.com/corporate-governance/company-policies</a></p> <p>Directors disclose the extent of their interest in proposed transactions or any other conflicts of interest during the Board</p>	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>and/or Committee Meetings. The conflicted Directors then are not counted in the quorum related to the said transaction. The Corporate Secretary ensures that this is duly recorded in the Minutes of the meeting.</p> <p>This was the case during the April 24, 2017 Board Meeting and November 2, 2017 RPT Committee Meeting when some Directors abstained from participating in the discussions.</p>	
<b>Optional : Recommendation 8.5</b>			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	COMPLIANT	<p>Provide link or reference where this is disclosed, if any Manual on Corporate Governance page 11, item #2.1.11</p> <p><a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p>	
<b>Recommendation 8.6</b>			
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	<p>Provide link or reference where this is disclosed Corporate Disclosures <a href="http://www.bellecorp.com/corporate-governance/company-policies">http://www.bellecorp.com/corporate-governance/company-policies</a></p>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	COMPLIANT	<p>Identify independent party appointed to evaluate the fairness of the transaction price. Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.</p> <p>The Company exercises due diligence and consults with its parent company as it appoints a third party to evaluate the fairness of the transaction on the acquisition and disposal of assets. Compliance with all regulatory requirements shall be done at all times.</p> <p>Management prepares the terms of reference which is the basis for the service providers' offer sheet. It is incumbent that these providers have gone thru the parent company's accreditation per company policy. Once completed, the</p>	

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		COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			<p>bids are presented to the Board for consideration and approval.</p> <p>The Macquarie Group, an independent party, was engaged to evaluate the fairness of the transaction price of Belle's shares when an acquisition of assets was negotiated in year 2009.</p>	
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.	<p>There are currently 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.</p> <p>These shall be disclosed if and when the agreements materialize.</p>	
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. Manual on Corporate Governance <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>		
2. Company's MCG is submitted to the SEC and PSE.	COMPLIANT			
3. Company's MCG is posted on its company website.	COMPLIANT			
Supplement to Recommendation 8.7				
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	COMPLIANT	Provide proof of submission. Manual on Corporate Governance <a href="http://www.bellecorp.com/investor-relations/disclosures/pse-and-sec-filings">http://www.bellecorp.com/investor-relations/disclosures/pse-and-sec-filings</a>		
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.		

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
a. Corporate Objectives	COMPLIANT	2017 Colored Annual Report page 6 Message from the President <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a> Corporate Objectives <a href="http://www.bellecorp.com/our-company/mission-vision-values-statement">http://www.bellecorp.com/our-company/mission-vision-values-statement</a>	
b. Financial performance indicators	COMPLIANT	SEC Form 17-A page 20 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	
c. Non-financial performance indicators	NON- COMPLIANT	SEC Form 17-A page 13 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a> SEC Form 17-A pages 47-50 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	The non-financial performance indicators shall be reflected in the 2018 Annual Report.
d. Dividend Policy	COMPLIANT	<a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	COMPLIANT	2017 Colored Annual Report page 37 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	
f. Attendance details of each director in all directors meetings held during the year	COMPLIANT		
g. Total remuneration of each member of the board of directors	NON- COMPLIANT		
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 SEC Form 17-A page 58 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	
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 SEC Form 17-A <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	

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	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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 SEC Form 17-A <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	
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 SEC Form 17-A pages 8-10 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	
<b>Principle 9:</b> 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.			
<b>Recommendation 9.1</b>			
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 <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a>  The Audit Committee is in charge of recommending the appointment, re appointment, removal and fees of the Company's external auditor to the Board. The Board is then tasked to endorse the same to the shareholders during the ASM. The shareholders then approve the same via poll.  The partners of the external auditor follows a rotation cycle to ensure the impartiality and integrity of reporting business results.  Results of the 2017 ASM <a href="http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm">http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm</a>	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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	<p>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</p> <p>72.58% of shareholder ratified the re-appointment of the external auditor as shown on the minutes of the meeting of shareholders held on April 24, 2017</p> <p>Minutes of the 2017 Annual Stockholders' Meeting  <a href="http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm">http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm</a></p>	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	COMPLIANT	<p>Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.</p> <p>No such removal or change so far.</p>	
<b>Supplement to Recommendation 9.1</b>			
1. Company has a policy of rotating the lead audit partner every five years.	COMPLIANT	<p>Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years.</p> <p>SEC Form 17-A page 44  <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a></p> <p>The Company adheres to its policy to rotate the lead audit partner every five (5) years. The partners of the external auditor follows a rotation cycle to ensure the impartiality and integrity of reporting business results.</p>	
<b>Recommendation 9.2</b>			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <p>i. assessing the integrity and independence of external auditors;</p> <p>ii. exercising effective oversight to review and monitor the external</p>	COMPLIANT	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>Audit Committee Charter  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p>	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
iii. auditor's independence and objectivity; and exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.			
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	COMPLIANT	Provide link/reference to the company's Audit Committee Charter <a href="http://www.bellecorp.com/corporate-governance/board-matters">Audit Committee Charter http://www.bellecorp.com/corporate-governance/board-matters</a>	
<b>Supplement to Recommendations 9.2</b>			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	COMPLIANT	Provide link/reference to the company's Audit Committee Charter <a href="http://www.bellecorp.com/corporate-governance/board-matters">Audit Committee Charter http://www.bellecorp.com/corporate-governance/board-matters</a>	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	COMPLIANT	Provide link/reference to the company's Audit Committee Charter <a href="http://www.bellecorp.com/corporate-governance/board-matters">Audit Committee Charter http://www.bellecorp.com/corporate-governance/board-matters</a>	
<b>Recommendation 9.3</b>			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	COMPLIANT	Disclose the nature of non-audit services performed by the external auditor, if any. <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">SEC Form 17-A page 44 http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services,	COMPLIANT	Provide link or reference to guidelines or policies on non-audit services <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">SEC Form 17-A page 44 http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
which could be viewed as impairing the external auditor's objectivity.			
<b>Supplement to Recommendation 9.3</b> <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a> SEC Form 17-A page 45			
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. There are no non-audit services rendered for 2016 and 2017. SEC Form 17-A page 44 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	
<b>Additional Recommendation to Principle 9</b>			
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: <ol style="list-style-type: none"> <li>1. Name of the audit engagement partner; BELINDA T. BENG HUI</li> <li>2. Accreditation number; SEC Accreditation No. 0923-AR-2 (Group A)</li> <li>3. Date Accredited; May 1, 2016</li> <li>4. Expiry date of accreditation; valid until May 1, 2019 and</li> <li>5. Name, address, contact number of the audit firm. SYCIP GORRES VELAYO &amp; CO. 6760 Ayala Avenue 1226 Makati City Philippines Tel: (632) 891 0307 SEC Accreditation No. 0012-FR-4 (Group A), November 10, 2015, valid until November 9, 2018 BOA/PRC Reg. No. 0001, December 14, 2015, valid until December 31, 2018 ey.com/ph</li> </ol>	
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: <ol style="list-style-type: none"> <li>1. Date it was subjected to SOAR inspection, if subjected: Not applicable. SEC has not yet conducted inspection.</li> <li>2. Name of the Audit firm – SGV is covered by SOAR to be implemented by SEC based on SEC Memorandum Circular No. 9, Series of 2017.</li> <li>3. Members of the engagement team inspected by the SEC. Not applicable. SEC has not yet conducted inspection</li> </ol>	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Principle 10:</b> The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
<b>Recommendation 10.1</b>			
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. 2017 Colored Annual Report pp30-33 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	
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. 2017 Colored Annual Report pp30-33 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	
<b>Principle 11:</b> 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.			
<b>Recommendation 11.1</b>			
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.  The Company also conducts roadshows, briefings and meetings with investors, analysts and the press to keep them updated on the Company's various projects and financial and operational results. Its corporate website is regularly updated to disclose results of operation and disclosures filed with regulators.  <a href="http://www.bellecorp.com/investor-relations/disclosures/presentation-to-investors">http://www.bellecorp.com/investor-relations/disclosures/presentation-to-investors</a>	
<b>Supplemental to Principle 11</b>			
1. Company has a website disclosing up-to-date information on the following:	COMPLIANT	Provide link to company website <a href="http://www.bellecorp.com/">http://www.bellecorp.com/</a>	

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	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
a. Financial statements/reports (latest quarterly)	COMPLIANT	SEC Form 17Q <a href="http://www.bellecorp.com/investor-relations/financial-reports/quarterly-financials">http://www.bellecorp.com/investor-relations/financial-reports/quarterly-financials</a>	
b. Materials provided in briefings to analysts and media	COMPLIANT	<a href="http://www.bellecorp.com/investor-relations/disclosures/presentation-to-investors">http://www.bellecorp.com/investor-relations/disclosures/presentation-to-investors</a>	
c. Downloadable annual report	COMPLIANT	2017 Colored Annual Report and SEC Form 17A for 2017 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	
d. Notice of ASM and/or SSM	COMPLIANT	SEC Form 20-IS <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a>	
e. Minutes of ASM and/or SSM	COMPLIANT	Results of 2017 ASM and Organizational Meeting <a href="http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm">http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm</a>	
f. Company's Articles of Incorporation and By-Laws	COMPLIANT	Amended Articles of Incorporation July 2014 <a href="http://www.bellecorp.com/our-company/certificate-filing-amended-articles-incorporation">http://www.bellecorp.com/our-company/certificate-filing-amended-articles-incorporation</a>  Amended By-Laws March 2018 <a href="http://www.bellecorp.com/our-company/certificate-filing-amended-laws">http://www.bellecorp.com/our-company/certificate-filing-amended-laws</a>	
<b>Additional Recommendation to Principle 11</b>			
1. Company complies with SEC-prescribed website template.	COMPLIANT	<a href="http://www.bellecorp.com/">http://www.bellecorp.com/</a>	
<b>Internal Control System and Risk Management Framework</b>			
<b>Principle 12:</b> To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
<b>Recommendation 12.1</b>			
1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	List quality service programs for the internal audit functions.  The scope of work of Internal Audit is to determine whether the company's network of risk management, control, and corporate governance processes, as designed and represented by management, is adequate and functioning in a manner to ensure:	

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	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li>Risks are appropriately identified and managed.</li> <li>Interaction with the various corporate governance groups occurs as needed.</li> <li>Significant financial, managerial, and operating information are accurate, reliable, and timely.</li> <li>Employee's actions are in compliance with policies, standards, procedures and applicable laws and regulations.</li> <li>Assets and resources are economically acquired, efficiently used, and adequately protected.</li> <li>Programs, plans, and objectives are achieved.</li> <li>Quality and continuous improvement are fostered in the control processes of the Company.</li> <li>Significant legislative or regulatory issues impacting the Company are recognized and addressed appropriately.</li> </ul> <p>Manual on Corporate Governance, Item nos# 12.1-12.3, pages 37-38  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>Indicate frequency of review of the internal control system  On an ongoing basis as covered in each audit engagement (Monthly).</p>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	COMPLIANT	<p>Identify international framework used for Enterprise Risk Management  Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> <li>Company's risk management procedures and processes</li> <li>Key risks the company is currently facing</li> <li>How the company manages the key risks</li> </ol> <p><a href="http://www.bellecorp.com/corporate-governance/enterprise-risk-management">http://www.bellecorp.com/corporate-governance/enterprise-risk-management</a></p> <p>Manual on Corporate Governance, Item# 12.4, page 39  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p>	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Indicate frequency of review of the enterprise risk management framework.</p> <p>The enterprise risk management framework is reviewed annually.</p>	
<b>Supplement to Recommendations 12.1</b>			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	COMPLIANT	<p>Provide information on or link / reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p> <p>The Board designated a Compliance Officer who monitors the progress of the Company's corporate governance initiatives. This is in line with the Board's thrust to ensure adherence to corporate principles and best practices. The Compliance Officer attends ethics and compliance programs provided by regulators and accredited facilitators. These enable the Compliance Officer identify and reduce instances of violations, prevent the possibility of being sanctioned by the regulators, and help make the company run efficiently.</p> <p>The Governance Department, in its effort to assist the Compliance Officer, is in constant coordination with the Legal Counsel, Corporate Secretary, Finance Department, external auditors and other consultants in order to keep abreast with relevant laws and regulations. New issuances are communicated to all other departments, with proper training conducted when necessary. Should there be instances of infractions, the Governance Department thru the Compliance Officer, promptly addresses these through corrective means.</p> <p>Manual on Corporate Governance, Item#1.5, pp9-10  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>Indicate frequency of review.                      The review of compliance is continuous.</p>	
<b>Optional: Recommendation 12.1</b>			

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	COMPLIANT	<p>Provide information on IT governance process.</p> <p>With the current business environment, Information Technology risks are ever increasing. These cover unauthorized access to confidential data, loss or release of critical information, corruption of data, regulatory violations, and possible increase in costs and inefficiencies.</p> <p>In order to address these risks, Belle has a co-location arrangement with redundant capability and automatic fail-over set-up for disaster recovery. It also continues to implement enterprise security solutions to manage external and internal threats. Annual review of technology roadmap to ensure the alignment between the business and information technology is performed.</p> <p>SEC 17A – Annual Report page 10  <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a></p>	
<b>Recommendation 12.2</b>			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	COMPLIANT	<p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p> <p>The Internal Audit function is in-house.</p>	
<b>Recommendation 12.3</b>			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	COMPLIANT	<p>Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.</p> <p>Under Audit Committee: Internal Audit Charter  <a href="http://www.bellecorp.com/corporate-governance/board-committees">http://www.bellecorp.com/corporate-governance/board-committees</a></p> <p>Mr. Vergel C. Glorioso, Asst. Vice President for Internal Audit, is Belle's Chief Audit Executive.</p>	
2. CAE oversees and is responsible for the internal audit activity of the organization,	COMPLIANT	CAE oversees and is responsible for the internal audit activity of the organization.	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
including that portion that is outsourced to a third party service provider.		<a href="http://www.bellecorp.com/corporate-governance/board-committees">http://www.bellecorp.com/corporate-governance/board-committees</a> Under Audit Committee: Internal Audit Charter There is no outsourced internal audit activity.	
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.  Not applicable, there is no internal audit activity being outsourced.	
<b>Recommendation 12.4</b>			
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. <a href="http://www.bellecorp.com/corporate-governance/enterprise-risk-management">http://www.bellecorp.com/corporate-governance/enterprise-risk-management</a>	
<b>Supplement to Recommendation 12.4</b>			
1. Company seeks external technical support in risk management when such competence is not available internally.	COMPLIANT	Identify source of external technical support, if any. The Chief Risk Officer shall seek external technical support if and when required as contained in the <a href="#">Risk Oversight Committee Charter (Item 5.4)</a> <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a>	
<b>Recommendation 12.5</b>			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	COMPLIANT	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background. Mr. Jackson T. Ongsip, Belle's EVP&CFO, is the Chief Risk Officer of the Company. He is a Certified Public Accountant with an extensive audit and finance background accumulated from 5 years in external audit with SyCip, Gorres, Velayo & Co. (SGV) and 11 years with Globe Telecom. He graduated from University of Santo Tomas with a degree of Bachelor of Science in Accountancy.	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	COMPLIANT	Mr. Jackson T. Ongsip is Belle's Executive Vice President & Chief Financial Officer.	

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		<p>As provided for in the Risk Oversight Committee Charter, he may engage the services of a consultant for a more independent assessment of the risk management infrastructure and review different units' best practices.</p> <p>Risk Oversight Committee Charter, item 5.4  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p>	
<b>Additional Recommendation to Principle 12</b>			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	COMPLIANT	<p>Provide link to CEO and CAE's attestation  View Annual Confirmation of Internal Audit/Control Adequacy  <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p>	
<b>Cultivating a Synergic Relationship with Shareholders</b>			
<b>Principle 13:</b> The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
<b>Recommendation 13.1</b>			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	<p>Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.</p> <p>Manual on Corporate Governance, Item# 13.4, pages 40-43  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT	<p>Provide link to company's website  Manual on Corporate Governance, Item# 13.4, pages 40-43  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p>	
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share.	COMPLIANT	<p>SEC Form 20-IS for 2017 page 9 on Voting Securities and Principal Holders Thereof, item (a).  <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a></p>	
2. Board ensures that all shareholders of the same class are treated equally with respect	COMPLIANT	<p>Provide information on all classes of shares, including their voting rights if any.</p>	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
to voting rights, subscription rights and transfer rights.		Manual on Corporate Governance, Item# 13.4, pages 40-41 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>	
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. SEC Form 20-IS for 2017 pages 25-26. <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a>	
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. Cumulative voting process is in place.  SEC Form 20-IS for 2017 pages 25-26. <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a>	
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)  During the May 25, 2017 Executive Committee Meeting, as deputized by the Board of Directors, the Revised Manual on Corporate Governance was approved for submission to the SEC and PSE. It contains among others the approval for the shareholders to call a special shareholders' meeting and submit a proposal for consideration at the special or general meeting. Manual on Corporate Governance, as approved by the Board. Item# 13.4, page 42 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>	
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 Manual on Corporate Governance Item# 13.4, pages 40-43 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
7. Company has a transparent and specific dividend policy.	COMPLIANT	<p>Provide information on or link/reference to the company's dividend Policy.  SEC Form 20-IS for 2017 page 68  <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a></p> <p>Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration.</p> <p>Yes, the Company paid dividends to stockholders within 30 days after declaration.  SEC Form 20-IS for 2017 page 68  <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a></p> <p>On February 28, 2017, the Parent Company's Board of Directors approved the declaration of a regular dividend of P0.095 per share, totaling P1,000.0 million, payable on March 30, 2017 to stockholders of record as of March 14, 2017.</p> <p>On February 23, 2018, the Parent Company's Board of Directors approved the declaration of a regular dividend of P0.12 per share, totaling P1,267.3 million, payable on March 23, 2017 to stockholders of record as of March 9, 2018.</p>	
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	COMPLIANT	<p>Identify the independent party that counted/validated the votes at the ASM, if any.</p> <p>Alberto, Pascual and Associates representatives were engaged as independent party vote validators during the 2017 and 2018 ASMs.</p>	
<b>Recommendation 13.2</b>			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting	COMPLIANT	Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out.	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
with sufficient and relevant information at least 28 days before the meeting.		<p>Notice and Agenda were sent out on March 20, 2017 for the ASM on April 24, 2017, more than 28 days prior to the meeting.</p> <p>Notice and Agenda were sent out 28 days before ASM (April 23, 2018), i.e. from March 22, 2018.</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Yes, thru ratification of the acts of the Board of Directors and Management from April 24, 2017 to April 23, 2018.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)  SEC Form 20-IS for 2017  <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a></p>	
<b>Supplemental to Recommendation 13.2</b>			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	COMPLIANT	<p>Provide link or reference to the company's notice of Annual Shareholders' Meeting  SEC Form 20-IS for 2017  <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a></p>	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	COMPLIANT	<p>SEC Form 20-IS, Pages 4-7  <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a></p>	
b. Auditors seeking appointment/re-appointment	COMPLIANT	<p>SEC Form 20-IS for 2017, pp1-2  <a href="http://www.bellecorp.com/sites/default/files/BEL_ASM_Notice_03152018_m-min.pdf">http://www.bellecorp.com/sites/default/files/BEL_ASM_Notice_03152018_m-min.pdf</a></p>	
c. Proxy documents	COMPLIANT	<p>SEC Form 20-IS for 2017, pp2-3  <a href="http://www.bellecorp.com/sites/default/files/BEL_ASM_Notice_03152018_m-min.pdf">http://www.bellecorp.com/sites/default/files/BEL_ASM_Notice_03152018_m-min.pdf</a></p>	

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	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<a href="http://www.bellecorp.com/investor-relations/disclosures/proxy-form">http://www.bellecorp.com/investor-relations/disclosures/proxy-form</a>	
<b>Optional: Recommendation 13.2</b>			
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 <b>SEC Form 20-IS for 2016 and SEC Form 20-IS for 2017</b> <a href="http://www.bellecorp.com/investor-relations/disclosures/information-statements">http://www.bellecorp.com/investor-relations/disclosures/information-statements</a>	
<b>Recommendation 13.3</b>			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	COMPLIANT	<p>Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p> <p><b>Results of the 2017 Annual Stockholders' Meeting</b>  <a href="http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm">http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm</a></p> <p>After the President's delivery of his report on the 2016 operations, he thanked the Board of Directors for its valuable guidance, the employees for their tireless dedication, and the shareholders for their continued trust and support in the corporation and the management.</p> <p>Thereafter, the Chairman opened the floor for questions to be raised on the report on the Corporation's operations. Mr. Alfred Reiteter, representative of the Philippine Active Shareholders Association, Inc., inquired as to the effect on the financials of the Corporation of the termination of its revenue-sharing agreement with Leisure Resorts World Corporation ("LRWC"). The President, Mr. Manuel A. Gana, explained that the termination took effect in March 2017 and that the concomitant increase in revenue should take effect by the second quarter of the year. As previously disclosed, Belle paid a total of ₱5.09 billion to LRWC pursuant to the termination agreement. Mr. Reiteter further inquired on the Corporation's investment in All-Asia Resources &amp; Reclamation Corp. (ARRC), proponent of the Philippine Global Gateway Project. Mr.</p>	

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		Gana clarified that the same is still being finalized and Belle will make further disclosures as soon as the details of its participation are firmed up.	
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	<p>Provide link to minutes of meeting in the company website. Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes. Indicate also if the voting on resolutions was by poll. Include whether there was opportunity to ask question and the answers given, if any.</p> <p>Minutes of Belle Corp ASM dated 2018-04-24 approved during ASM 2018-04-23  <a href="http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm">http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm</a></p> <p>The voting on resolutions was done by poll.</p>	
<b>Supplement to Recommendation 13.3</b>			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	COMPLIANT	<p>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting</p> <p>Representatives of the External Auditor were present during the April 24, 2017 ASM. The Adviser to the Board and Assistance Corporate Secretaries were also in attendance. Belle Key Officers comprised of the CFO, Business Unit Heads for Integrated Resorts and Real Estate, Chief Audit Executive and Heads of Accounting and Corporate Governance attended as well.</p>	
<b>Recommendation 13.4</b>			
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	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes</p> <p>Manual on Corporate Governance Item#, pages 43-44  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p>	

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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 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">Manual on Corporate Governance Item#, pages 43-44</a> <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>	
<b>Recommendation 13.5</b>			
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:  Until February 23, 2018, 1. Name of the person – <a href="#">Mr. Manuel A. Gana</a> 2. Telephone number – <a href="#">02-6628888</a> 3. Fax number – <a href="#">02-6628896</a> 4. E-mail address – <a href="mailto:Manuel.gana@bellecorp.com">Manuel.gana@bellecorp.com</a>  Effective February 23, 2018 1. Name of the person – <a href="#">Mr. Tristan B. Choa</a> 2. Telephone number – <a href="#">02-6628888</a> 3. Fax number – <a href="#">02-6628896</a> 4. E-mail address – <a href="mailto:Tristan.choa@bellecorp.com">Tristan.choa@bellecorp.com</a>	
2. IRO is present at every shareholder's meeting.	COMPLIANT	Indicate if the IRO was present during the ASM. <a href="#">Yes. The IRO was present during the ASM.</a>  <a href="#">During the 2017 ASM, the IRO who also was the CEO of the Company was present.</a>  <a href="http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm">http://www.bellecorp.com/investor-relations/disclosures/asm-minutes-and-results-asm</a>	
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	COMPLIANT	Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.  <a href="#">Take-over is not possible since public float is only at 43%.</a>	

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2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	COMPLIANT	<p>Indicate the company's public float.</p> <p>43% as of 12.31.2017 Public Ownership Report as of Dec. 31, 2017 <a href="http://www.bellecorp.com/corporate-governance/board-matters">http://www.bellecorp.com/corporate-governance/board-matters</a></p>	
<b>Optional: Principle 13</b>			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	COMPLIANT	<p>Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM</p> <p><a href="http://www.bellecorp.com/investor-relations/disclosures/presentation-to-investors">http://www.bellecorp.com/investor-relations/disclosures/presentation-to-investors</a></p> <p>Shareholders are also encouraged to report questionable activities, fraudulent dealings and unethical conduct by phone, mail, electronic email thru Company's Head of Corporate Governance who shall endorse the matter to the Ethics Committee for investigation. Such reports shall be acknowledged within 24 hours from receipt of the same.</p> <p>The website also has a "Contact Us" section in the corporate website, which provides the contact information for Stakeholders and Investor Relations. This tool may be used to communicate their requests for such as but not limited to updating their contact information which the Company shall submit to the Stock Transfer Agent, dividend checks for replacement, unreceived dividend checks, and transfer of ownership of shares due to the shareholder's death.</p> <p>Manual on Corporate Governance, Item 13.4, p42 <a href="http://www.bellecorp.com/corporate-governance/company-policies">http://www.bellecorp.com/corporate-governance/company-policies</a></p>	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Non-COMPLIANT	Disclose the process and procedure for secure electronic voting in absentia, if any.	Electronic voting in absentia is being evaluated.
<b>Duties to Stakeholders</b>			

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Principle 14:</b> 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.			
<b>Recommendation 14.1</b>			
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 policies and programs for its stakeholders.  Manual on Corporate Governance Item# 14, pp44-45 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>	
<b>Recommendation 14.2</b>			
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 Manual on Corporate Governance Items# 14 and 15, p44-45 <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a>	
<b>Recommendation 14.3</b>			
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.  Michelle T. Hernandez Head, Governance Dept. 5/F, Tower A, Two Ecom Center, Palm Coast Ave., MOA Complex, Pasay City Email: <a href="mailto:ethicscommittee@bellecorp.com">ethicscommittee@bellecorp.com</a> Tel. No. (63)2-6628888  Provide information on whistleblowing policy, practices and procedures for stakeholders  Policy on Accountability, Integrity & Vigilance – Whistle Blowing:  The Company uses a whistle blowing policy, which employees, customers, shareholders and stakeholders can make use of to	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>report questionable activities, unethical conduct, fraud or malpractice by mail, phone or electronic mail in strictest confidentiality to allay fears of retaliation. The Company's Head of Corporate Governance (CG) shall establish the materiality and validity of all whistle-blower reports. Reports may also be submitted to any Department Head of the Company. The Head of CG shall endorse the report to the Ethics Committee (Management level) for further investigation if the report is deemed well-substantiated. On the other hand, if the report is deemed unsupported, the Head of CG shall inform the whistle-blower of the status of the report within 24 hours from receipt of the assessment. All disclosures, statuses and resolutions shall be regularly reported to the CG Committee.</p> <p><a href="http://www.bellecorp.com/corporate-governance/company-policies">http://www.bellecorp.com/corporate-governance/company-policies</a></p>	
<b>Supplement to Recommendation 14.3</b>			
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	<p>Provide information on the alternative dispute resolution system established by the company.</p> <p><b>Alternative Dispute Resolution</b> It is the responsibility of the Board of Directors to establish an alternative dispute resolution system to settle intra-corporate disputes in an amicable and effective manner.</p> <p>As such, the Board of Directors normally engages the services of a neutral third party to assist in the resolution of issues between the Company and stockholders, third parties and regulatory authorities. The alternative dispute resolution system may include arbitration, mediation, conciliation, early neutral evaluation, mini-trial, or any combination thereof, as the Company and the circumstances sees fit.</p> <p><a href="http://www.bellecorp.com/corporate-governance/company-policies">http://www.bellecorp.com/corporate-governance/company-policies</a></p>	
<b>Additional Recommendations to Principle 14</b>			
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	COMPLIANT	Disclose any requests for exemption by the company and the reason for the request.	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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.		No such request for any exemption from the application of a law, rule or regulation.	
2. Company respects intellectual property rights.	COMPLIANT	<p>Provide specific instances, if any.</p> <p>Governance Dept. is in constant coordination with the legal department to monitor registration of logos, business names etc. of Belle and subsidiaries with the Intellectual Property Office of the Philippines (IPOP HL). The logo and name of the Company are currently registered with the IPOP HL.</p> <p>In the past, the Company requested its Legal Department to verify if the proposed name for its project has a pending or current registration with the IPOP HL. Actual use of the proposed name shall have the clearance of the Legal Department as verified with IPOP HL prior to its actual use.</p>	
<b>Optional: Principle 14</b>			
1. Company discloses its policies and practices that address customers' welfare	COMPLIANT	<p>Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.</p> <p>Code of Business Conduct and Ethics, p3  <a href="http://www.bellecorp.com/corporate-governance/code-of-ethics">http://www.bellecorp.com/corporate-governance/code-of-ethics</a> </p>	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	COMPLIANT	<p>Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.</p> <p>Vendor Accreditation and Selection  <a href="http://www.bellecorp.com/corporate-governance/company-policies">http://www.bellecorp.com/corporate-governance/company-policies</a> </p>	
<b>Principle 15:</b> 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.			
<b>Recommendation 15.1</b>			
1. Board establishes policies, programs and procedures that encourage employees to	COMPLIANT	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
actively participate in the realization of the company's goals and in its governance.		<p>Manual on Corporate Governance Item# 15.1, p44  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>View Employee Welfare and Trainings and Orientation participated in my the employees  <a href="http://www.bellecorp.com/corporate-governance/code-of-ethics">http://www.bellecorp.com/corporate-governance/code-of-ethics</a></p>	
<b>Supplement to Recommendation 15.1</b>			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Non-COMPLIANT	Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.	<p>On an annual basis, performance is measured against defined targets, which are based on both financial and non-financial indicators of progress towards the short and long-term goals of the Company.</p> <p>Employee compensation and rewards are determined based on the individual performance of the employee and overall Company performance.</p>

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Company has policies and practices on health, safety and welfare of its employees.	COMPLIANT	<p>Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</p> <p>Code of Business Conduct and Ethics, p4  <a href="http://www.bellecorp.com/corporate-governance/code-of-ethics">http://www.bellecorp.com/corporate-governance/code-of-ethics</a></p> <p>Manual on Corporate Governance Item# 15.1, p44  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>View statistics and data on Employee Welfare and Trainings and Orientation participated in my the employees  <a href="http://www.bellecorp.com/corporate-governance/code-of-ethics">http://www.bellecorp.com/corporate-governance/code-of-ethics</a></p>	
3. Company has policies and practices on training and development of its employees.	COMPLIANT	<p>Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended.</p> <p>Manual on Corporate Governance Item# 15.1, p44  <a href="http://www.bellecorp.com/corporate-governance/manual-corporate-governance">http://www.bellecorp.com/corporate-governance/manual-corporate-governance</a></p> <p>View statistics and data on Employee Welfare and Trainings and Orientation participated in my the employees  <a href="http://www.bellecorp.com/corporate-governance/code-of-ethics">http://www.bellecorp.com/corporate-governance/code-of-ethics</a></p>	
<b>Recommendation 15.2</b>			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	COMPLIANT	<p>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption.</p> <p>Policy on Accountability, Integrity and Vigilance (Whistle-Blowing)  <a href="http://www.bellecorp.com/corporate-governance/company-policies">http://www.bellecorp.com/corporate-governance/company-policies</a></p> <p>Code of Business Conduct and Ethics, Annex 6  <a href="http://www.bellecorp.com/corporate-governance/code-of-ethics">http://www.bellecorp.com/corporate-governance/code-of-ethics</a></p>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT	<p>Identify how the board disseminated the policy and program to employees across the organization.</p> <p>The Board, through the CG Committee, Belle HRD and Governance departments, disseminates policies to employees</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		thru email blasts, posting on the BEL portal and conducting training sessions. The policies are also posted on BEL corporate website and portal/intranet.	
<b>Supplement to Recommendation 15.2</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	COMPLIANT	<p>Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices.</p> <p>Policy on Accountability, Integrity and Vigilance (Whistle-Blowing)  <a href="http://www.bellecorp.com/corporate-governance/company-policies">http://www.bellecorp.com/corporate-governance/company-policies</a>            Code of Business Conduct and Ethics, Annex 6  <a href="http://www.bellecorp.com/corporate-governance/code-of-ethics">http://www.bellecorp.com/corporate-governance/code-of-ethics</a></p> <p>Include any finding of violations of the company policy.            Since it was released, there are no reported violations of the policies on the CBCE.</p>	
<b>Recommendation 15.3</b>			
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	<p>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees.</p> <p>Policy on Accountability, Integrity and Vigilance (Whistle-Blowing)  <a href="http://www.bellecorp.com/corporate-governance/company-policies">http://www.bellecorp.com/corporate-governance/company-policies</a>            Code of Business Conduct and Ethics, Annex 6  <a href="http://www.bellecorp.com/corporate-governance/code-of-ethics">http://www.bellecorp.com/corporate-governance/code-of-ethics</a></p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.            Anyone who in good faith reports a violation of the Code or policies, or law shall not be retaliated upon or suffer harassment or adverse employment consequence. Belle expressly disapproves of acts of retaliation, intimidation and other harmful actions.</p> <p>Provide contact details to report any illegal or unethical behavior.</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

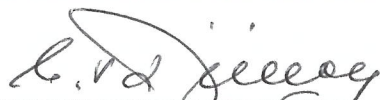
	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<b>Head, Governance Department Belle Corporation</b> 5/F Tower A, Two E-Com Center Palm Coast Ave., Mall of Asia Complex CBP 1-A, Pasay 1300 Philippines email address: <a href="mailto:ethicscommittee@bellecorp.com">ethicscommittee@bellecorp.com</a> Tel. No.: (632) 662-8888	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	COMPLIANT	<p>The CBCE, Code of Discipline, and other relevant rules and regulations, shall serve as guide in determining the penalties and sanctions to be imposed by HR where violations are proven and validated by the Internal Audit Group.</p> <p>The principle of due process shall be observed in the handling of all cases.</p> <p>The Corporate Governance Committee, as it is in charge of monitoring compliance with the Code of Conduct and Business Ethics, applicable laws, rules and regulations, etc., shall be informed of all such complaints or reports and their status to be rendered by the Ethics Committee. This Committee is composed of the Heads of Governance, Internal Audit and Human Resources which is tasked to further investigate a report if such is well substantiated.</p>	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	<p>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <p>The Board, through the Corporate Governance Committee and the HRD and Governance departments, supervises and ensures enforcement of the whistle-blowing framework.</p> <p>Reports of violation are sent to the Ethics Committee, which is tasked to conduct investigations of the said allegation. It has also been mandated to acknowledge reports within a reasonable period of time. All complaints shall thereafter be presented to the CG Committee which includes sanctions rendered by the Ethics Committee.</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

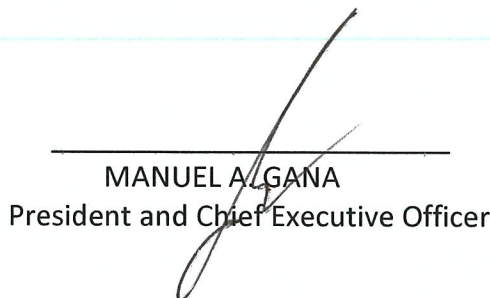
	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		Since it was released, there are no reported violations of the policies on the CBCE.	
<b>Principle 16:</b> The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
<b>Recommendation 16.1</b>			
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.  2017 Colored Annual Report p26-33 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	
<b>Optional: Principle 16</b>			
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. 2017 Colored Annual Report p31-33 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	
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. 2017 Colored Annual Report p26-33 <a href="http://www.bellecorp.com/investor-relations/financial-reports/annual-financials">http://www.bellecorp.com/investor-relations/financial-reports/annual-financials</a>	

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



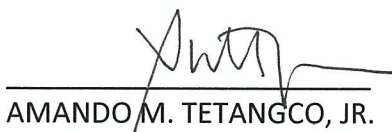
EMILIO S. DE QUIROS, JR.  
Chairman of the Board



MANUEL A. GANA  
President and Chief Executive Officer



GREGORIO U. KILAYKO  
Independent Director



AMANDO M. TETANGCO, JR.  
Independent Director



CESAR E.A. VIRATA  
Independent Director



JACKSON T. ONGSIP  
Compliance Officer



A. BAYANI K. TAN  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_, affiant(s) exhibiting to me their \_\_\_\_\_, as follows:

NAME/NO.

DATE OF ISSUE

PLACE OF ISSUE

#### NOTARY PUBLIC

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Page No. \_\_\_\_\_

Book No. \_\_\_\_\_

Series of \_\_\_\_\_

MAY 08 2018

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, affiant(s)  
exhibiting to me their \_\_\_\_\_, as follow:

NAME

TAX IDENTIFICATION NUMBERS

Emilio S. de Quiros Jr.	115-321-434-000
Manuel A. Gana	906-105-409-000
Gregorio U. Kilayko	127-552-006-000
Amando M. Tetangco, Jr.	149-275-345-000
Cesar E. A. Virata	167-337-969-000
Jackson T. Ongsip	178-486-617-000
A. Bayani K. Tan	105-054-041-000

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Book No. 76  
Series of 278

**NOTARY PUBLIC**

**ATTY. REINIER S. QUIAMBAO**  
NOTARY PUBLIC

UNTIL DECEMBER 31, 2018  
PTR NO. 6657416 / 01.25.18 / MAKATI CITY  
IBP NO. 025016 / 01.10.18 / TARLAC CITY  
TIN 238-251-699 ROLL NO. 62283  
MCLE NO. V - 0011532 / 10.06.15