



# SECURITIES AND EXCHANGE COMMISSION

THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City  
1209 Trunk Line No:02-5322-7696 Email Us:www.sec.gov.ph/imessagemo@sec.gov.ph



**The following document has been received:**

**Receiving:** RICHMOND CARLOS AGTARAP

**Receipt Date and Time:** May 29, 2024 04:51:26 PM

## Company Information

---

**SEC Registration No.:** 0000040524

**Company Name:** MACROASIA CORP.

**Industry Classification:** C11919

**Company Type:** Stock Corporation

## Document Information

---

---

**Document ID:** OST10529202482663448

**Document Type:** I-ACGR

**Document Code:** I-ACGR

**Period Covered:** December 31, 2023

**Submission Type:** Annual

**Remarks:** None

---

---

Acceptance of this document is subject to review of forms and contents

# COVER SHEET

4	0	5	2	4					
---	---	---	---	---	--	--	--	--	--

SEC Registration Number

[illegible]

(Company's Full Name)

[illegible]

(Business Address: No. Street City/Town/Province)+

**ATTY. MARIVIC T. MOYA**

(Contact Person)

8840-2001

(Company Telephone Number)

**1 2      3 1**

Month      Day  
(Calendar Year)

**I-ACGR**  
(Form Type)

0	5	1	1
---	---	---	---

*Month*      *Day*  
(Annual Meeting)

Not applicable
----------------

(Secondary License Type, If Applicable)

\_\_\_\_\_

Dept. Requiring this Doc.

\_\_\_\_\_

Amended Articles Number/Section

\_\_\_\_\_

Total No. of Stockholders

\_\_\_\_\_

Domestic

0

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

---

LCU

LCU

[illegible]

Document ID

---

Cashier

Cashier

STAMPS

STAMPS

Remarks: Please use BLACK ink for scanning purposes.



## SEC FORM – I-ACGR

### INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December 31, 2023**
2. SEC Identification Number **40524** 3. BIR Tax Identification No. **004-666-098-000**
4. Exact name of issuer as specified in its charter **MACROASIA CORPORATION**
5. **Philippines** .....  
Province, Country or other jurisdiction of  
incorporation or organization
6.  (SEC Use Only)  
Industry Classification Code:
7. **12F PNB Allied Bank Center, 6754 Ayala Avenue, Makati City** ..... **1226**.....  
Address of principal office Postal Code
8. ... **+632-8840-2001**.....  
Issuer's telephone number, including area code
9. ... **N/A**.....  
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<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	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> , and the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a> .	
2. Board has an appropriate mix of competence and expertise.	Compliant		
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	Please also see the Board of Directors section of the Corporation's website at <a href="https://www.macroasiacorp.com/team.php">https://www.macroasiacorp.com/team.php</a> .	

**Recommendation 1.2**

1. Board is composed of a majority of non-executive directors.	Compliant	<p>The Board of Directors is composed of five (5) non-executive, three (3) independent and three (3) executive directors.</p> <p>Please see the Corporation's General Information Sheet for the year 2023 at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation%20Amended%202023%20General%20Information%20Sheet%20notarized%20-%20PSE.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation%20Amended%202023%20General%20Information%20Sheet%20notarized%20-%20PSE.pdf</a>, and the Corporation's 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf</a>.</p> <p>Please also see the <i>Board Committees</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/boardcommittees">https://www.macroasiacorp.com/boardcommittees</a>.</p>	
--	-----------	---	--

**Recommendation 1.3**

1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>The current policy of the Corporation on the training of directors is in the Board Charter at <a href="https://macroasiacorp.com/pdf/Board%20of%20Directors%20Charter.pdf">https://macroasiacorp.com/pdf/Board%20of%20Directors%20Charter.pdf</a> and Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manu">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manu</a></p>	
--	-----------	--	--

		<a href="#">al%20on%20Corporate%20Governance%202017.pdf</a> . A minimum annual four-hour training program is mandated for Directors, to be arranged by the Corporation.	
2. Company has an orientation program for first time directors.	Compliant	Please see the Corporation's Board Charter at <a href="https://macroasiacorp.com/pdf/Board%20of%20Directors%20Charter.pdf">https://macroasiacorp.com/pdf/Board%20of%20Directors%20Charter.pdf</a> and Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
3. Company has relevant annual continuing training for all directors.	Compliant	<p>On October 24, 2023, the following directors attended a 4-hour Corporate Governance Seminar conducted by SGV &amp; Co.:</p> <ol style="list-style-type: none"> <li>1. Lucio C. Tan</li> <li>2. Carmen K. Tan</li> <li>3. Lucio C. Tan III</li> <li>4. Eduardo Luis T. Luy</li> <li>5. Vivienne K. Tan</li> <li>6. Michael G. Tan</li> <li>7. Kyle Ellis C. Tan</li> <li>8. Johnip G. Cua</li> <li>9. Marixi R. Prieto</li> </ol> <p>On July 21, 2023, Ben C. Tiu attended a Corporate Governance Seminar conducted by Institute of Corporate Directors.</p>	

		<p>Please also see the directors' and officers' <i>Certificates of Completion</i> of their seminars on corporate governance in the Corporation's website at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Advisement%20Letter%20(2023%20Corporate%20Governance%20Seminar%20Certificates).pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Advisement%20Letter%20(2023%20Corporate%20Governance%20Seminar%20Certificates).pdf</a>.</p>	
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity.	Compliant	<p>Please see the Corporation's Board Charter at <a href="https://macroasiacorp.com/pdf/Board%20of%20Directors'%20Charter.pdf">https://macroasiacorp.com/pdf/Board%20of%20Directors'%20Charter.pdf</a> and Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p> <p>The Corporation shall observe diversity among the members of its board to promote open, fruitful discussions and ensure that optimal decision-making is achieved.</p> <p>The Board is composed of eight (8) male members and three (3) female members.</p>	

**Optional: Recommendation 1.4**

1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	<p>Please see the Corporation's Board Charter at <a href="https://macroasiacorp.com/pdf/Board%20of%20Directors'%20Charter.pdf">https://macroasiacorp.com/pdf/Board%20of%20Directors'%20Charter.pdf</a> and Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p> <p>The Corporation shall observe diversity among the members of its board to promote open, fruitful discussions and ensure that optimal decision-making is achieved.</p>	
--	-----------	--	--

**Recommendation 1.5**

1. Board is assisted by a Corporate Secretary.	Compliant	<p>Atty. Florentino M. Herrera III is the Corporate Secretary of the Corporation. The functions, duties, and responsibilities of the Corporate Secretary are set forth in (a) Section 5.3 of the Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>, and (b) Section 5.06 of the Amended By-Laws at <a href="https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended_By-Laws_20201029.pdf">https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended_By-Laws_20201029.pdf</a>.</p>	
--	-----------	---	--



		Please also see the <i>Executive Management</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/team-executive.php">https://www.macroasiacorp.com/team-executive.php</a> .	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	Atty. Herrera is not the Corporation's Compliance Officer.	
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	Atty. Herrera is not a member of the Board of Directors.	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	On October 24, 2023, Atty. Herrera attended a 4-hour Corporate Governance Seminar conducted by SGV & Co.	
<b>Optional: Recommendation 1.5</b>			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.			
<b>Recommendation 1.6</b>			
1. Board is assisted by a Compliance Officer.	Compliant	<p>The Corporation's current Chief Compliance Officer is Atty. Marivic T. Moya.</p> <p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>, the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20D">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20D</a></p>	

		<p><a href="#">efinitive%20Information%20Statement%20Amended.pdf</a>, and SEC Form 17-A (Annual Report) at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf</a>.</p> <p>Please also see the <i>Executive Management</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/team-executive.php">https://www.macroasiacorp.com/team-executive.php</a>.</p>	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	Atty. Moya holds the rank of Senior Vice President.	
3. Compliance Officer is not a member of the board.	Compliant	Atty. Moya is not a member of the Board of Directors.	
4. Compliance Officer attends training/s on corporate governance.	Compliant	On October 24, 2023, Atty. Moya attended a 4-hour Corporate Governance Seminar conducted by SGV & Co.	
<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	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	

Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant		
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>, SEC Form 17-A (Annual Report) at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf</a>, and Employee's Handbook (Annex "A").</p> <p>Please also see the <i>Mission, Vision and Values</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/about#">https://www.macroasiacorp.com/about#</a>.</p> <p>The Board regularly reviews the Corporation's mission and vision, including statements about its business objectives/philosophy as part of its business planning and annual reporting to stakeholders in order to determine if these are still relevant for the current challenges and environment. Management ensures that the</p>	

		organization operates in a way that is consistent with its vision, mission and core values. Any potential improvements and deviations, if any, are further discussed by the Board of Directors during its regular meetings.	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
<b>Recommendation 2.3</b>			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>Dr. Lucio C. Tan is the Chairman of the Board of Directors of the Corporation.</p> <p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>, Annual Report and the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a>.</p> <p>Please also see the <i>Executive Management</i> section of the Corporation's website at</p>	

		<a href="https://www.macroasiacorp.com/team-executive.php">https://www.macroasiacorp.com/team-executive.php</a> .	
<b>Recommendation 2.4</b>			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p> <p>In the event of a vacancy in the Board of Directors or any officer's position by reason of death, resignation, disqualification or for any other cause, the Board of Directors, subject to any right of any shareholder to nominate candidates to the vacant position, by majority vote may elect a successor who shall hold office for the unexpired term.</p>	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	The directors are not qualified for the retirement policy since they are elected annually. Officers and employees are covered by the Corporation's retirement policy.	
<b>Recommendation 2.5</b>			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	

2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	<a href="https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended_By-Laws_20201029.pdf">al%20on%20Corporate%20Governance%202017.pdf</a> , and Amended By-Laws at <a href="https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended_By-Laws_20201029.pdf">https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended By-Laws_20201029.pdf</a> .	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		
<b>Optional: Recommendation 2.5</b>			
1. Board approves the remuneration of senior executives.			
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.			
<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> , Amended By-Laws at <a href="https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended_By-Laws_20201029.pdf">https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended By-Laws_20201029.pdf</a> , and the 2023	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	Definitive Information Statement at <a href="https://macroasiacorp.com/admin/up">https://macroasiacorp.com/admin/up</a>	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		

4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	<a href="#">loadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%20IS%20Definitive%20Information%20Statement%20Amended.pdf</a> .	
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		
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.			
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	<p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p> <p>All related party transactions are fully disclosed in the Corporation's 2023 Audited Financial Statements, as stated in the Corporation's Annual Report and the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/up">https://macroasiacorp.com/admin/up</a></p>	

		<a href="#">loadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a> .	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	Please see the <i>Related Party Transactions Policy (RPT Policy)</i> at <a href="https://www.macroasiacorp.com/pdf/board_committee/Related%20Party%20Transactions%20Policy.pdf">https://www.macroasiacorp.com/pdf/board_committee/Related%20Party%20Transactions%20Policy.pdf</a> .	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant		
<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 within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	The threshold for disclosure and approval of RPTs is clearly stated in the <i>RPT Policy</i> of the Corporation. Please see the <i>RPT Policy</i> at <a href="https://www.macroasiacorp.com/pdf/board_committee/Related%20Party%20Transactions%20Policy.pdf">https://www.macroasiacorp.com/pdf/board_committee/Related%20Party%20Transactions%20Policy.pdf</a> .	
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	The Corporation adopts the provisions of the Revised Corporation Code of the Philippines on shareholder approval of related party transactions.	



**Recommendation 2.8**

<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p> <p>Please also see the following sections of the Corporation's website for the relevant officers:</p> <ul style="list-style-type: none"><li>• Executive Management <a href="https://www.macroasiacorp.com/team-executive.php">https://www.macroasiacorp.com/team-executive.php</a>.</li><li>• Operating Management <a href="https://www.macroasiacorp.com/team-operating.php">https://www.macroasiacorp.com/team-operating.php</a>.</li></ul> <p>Internal control mechanisms for the performance of the Board's oversight responsibility include the evaluation of proposed Senior Management appointments; and the selection and appointment of qualified and competent management officers.</p>	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>, Annual Report and the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/up">https://macroasiacorp.com/admin/up</a></p>	

		<a href="#">loadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a> .	
<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	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p> <p>The performance appraisal of the personnel is stated in the Employee's Handbook (Annex "A").</p>	
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<p>The Audit Committee shall assist the Board by overseeing the Corporation's</p>	

		financial reporting, internal control system, internal and external audit process, and compliance with applicable laws and regulations.	
3. Board approves the Internal Audit Charter.	Compliant	Please see Corporation's Audit Committee Charter at <a href="https://www.macroasiacorp.com/pdf/board_committee/Audit%20Committee%20Charter.pdf">https://www.macroasiacorp.com/pdf/board_committee/Audit%20Committee%20Charter.pdf</a> .	
<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	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
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	The Board oversees the implementation of an enterprise risk management plan through the Risk Management Committee.	
<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	Please see the Corporation's Board Charter at <a href="https://www.macroasiacorp.com/pdf/Board%20of%20Directors'%20Charter.pdf">https://www.macroasiacorp.com/pdf/Board%20of%20Directors'%20Charter.pdf</a> .	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	Please see the Corporation's Board Charter at <a href="https://www.macroasiacorp.com/pdf/Board%20of%20Directors'%20Charter.pdf">https://www.macroasiacorp.com/pdf/Board%20of%20Directors'%20Charter.pdf</a> .	

3. Board Charter is publicly available and posted on the company's website.	Compliant	Please see the Corporation's Board Charter at <a href="https://www.macroasiacorp.com/pdf/Board%20of%20Directors'%20Charter.pdf">https://www.macroasiacorp.com/pdf/Board%20of%20Directors'%20Charter.pdf</a> .	
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	Compliant	<p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p> <p>The Corporation complies with the "blackout rule" of the Philippine Stock Exchange (PSE), which prohibits a director or officer of an Issuer from dealing in the Issuer's securities during the period within which a material non-public information is obtained and up to two (2) full trading days after the price sensitive information is disclosed.</p> <p>Directors and Officers are notified through email or SMS about an impending disclosure, specifying in detail the nature of the disclosure.</p>	
<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	As a matter of practice, the Corporation does not grant loans to its directors, and no such transactions have ever been entered into in the past.	

2. Company discloses the types of decision requiring board of directors' approval.	Compliant	<p>The Board of Directors approves, among other matters, the execution of major contracts and loan documents, the disposition or acquisition of assets, and the resignation and election of directors.</p> <p>These decisions are disclosed in the Corporation's SEC Form 17-C and via PSE Edge.</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>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p> <p>Board Committees</p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Compensation Committee</li> <li>• Related Party Transactions Committee</li> <li>• Investment Committee</li> <li>• Corporate Governance Committee</li> <li>• Risk Management Committee</li> <li>• Mining Committee</li> <li>• Retirement Plan Committee</li> </ul>	

**Recommendation 3.2**

1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	<p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>, and Audit Committee Charter at <a href="https://www.macroasiacorp.com/pdf/board_committee/Audit%20Committee%20Charter.pdf">https://www.macroasiacorp.com/pdf/board_committee/Audit%20Committee%20Charter.pdf</a> for the Audit Committee's duties and oversight functions with respect to the Corporation's financial reporting, internal control system and internal audit processes.</p> <p>The Audit Committee shall recommend to the Board the appointment, reappointment, removal and fees of the External Auditor. The External Auditor shall be duly accredited by the SEC and shall undertake an independent audit of the Corporation, and provide an objective assurance of the manner by which the financial statements should be prepared and presented to the stockholders.</p>	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	<p>The Audit Committee is composed of five (5) members, the majority of whom, including the Chairman are independent directors.</p> <p>Please see the Corporation's Manual on Corporate Governance at</p>	

		<p><a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p> <p>Please also see the results of 2023 Annual Stockholders' Meeting and Organizational Board Meeting at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-C_Results%20of%20Annual%20Stockholders'%20Meeting%20and%20Organizational%20Board%20Meeting_11May2023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-C_Results%20of%20Annual%20Stockholders'%20Meeting%20and%20Organizational%20Board%20Meeting_11May2023.pdf</a>.</p> <p>Please also see the <i>Board Committees</i> and <i>Board of Directors</i> sections of the Corporation's website at <a href="https://www.macroasiacorp.com/boardcommittees#">https://www.macroasiacorp.com/boardcommittees#</a> and <a href="https://www.macroasiacorp.com/team.php">https://www.macroasiacorp.com/team.php</a>, respectively.</p>	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p>Please see the Corporation's 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a>, and Annual Report.</p> <p>Please also see <i>Board of Directors</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/team.php">https://www.macroasiacorp.com/team.php</a>.</p>	

4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	<p>Please see <i>Board Committees</i> section of the Corporation's website at <a href="https://macroasiacorp.com/boardcommittees#">https://macroasiacorp.com/boardcommittees#</a>.</p> <p>Please also see the results of 2023 Annual Stockholders' Meeting and Organizational Board Meeting at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation%20SEC%20Form%2017-C%20Results%20of%20Annual%20Stockholders'%20Meeting%20and%20Organizational%20Board%20Meeting%2011May2023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation SEC%20Form%2017-C Results%20of%20Annual%20Stockholders'%20Meeting%20and%20Organizational%20Board%20Meeting 11May2023 .pdf</a>.</p>	
<b>Supplement to Recommendation 3.2</b>			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>, and the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf</a>.</p>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Non-Compliant		Audit Committee conducts regular meetings and dialogues with the external audit team usually in the presence of the Chief Financial Officer.



<b>Optional: Recommendation 3.2</b>			
1. Audit Committee meets at least four times during the year.	Compliant	For the year 2023, the Audit Committee held meetings on March 8, May 12, August 10 and November 9.	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
<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>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p> <p>The Corporate Governance Committee shall ensure compliance with and proper observance of corporate governance principles and practices, including the implementation of the corporate governance framework and periodic evaluation of the Board of Directors, committees and executive management.</p> <p>The Corporate Governance Committee shall install and maintain a process to review and evaluate the qualifications of all nominees to the Board and other appointments that</p>	

		<p>require Board approval. During the said process, it shall also ensure that none of the disqualifications are present.</p> <p>The Corporation has a separate Compensation Committee to oversee the functions relating to the remuneration of directors and officers.</p>	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Compliant	<p>The Corporate Governance Committee is composed of six (6) members, three (3) of whom are independent directors.</p> <p>Please see the <i>Board Committees</i> and <i>Board of Directors</i> sections of the Corporation's website at <a href="https://www.macroasiacorp.com/boardcommittees#">https://www.macroasiacorp.com/boardcommittees#</a> and <a href="https://www.macroasiacorp.com/team.php">https://www.macroasiacorp.com/team.php</a>, respectively.</p> <p>Please also see the results of 2023 Annual Stockholders' Meeting and Organizational Board Meeting at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation%20SEC%20Form%2017-C%20Results%20of%20Annual%20Stockholders'%20Meeting%20and%20Organizational%20Board%20Meeting_11May2023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation SEC%20Form%2017-C Results%20of%20Annual%20Stockholders'%20Meeting%20and%20Organizational%20Board%20Meeting_11May2023.pdf</a>.</p>	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	Ms. Marixi R. Prieto, an independent director, is the Chairperson of the	

		<p>Corporate Governance Committee of the Corporation.</p> <p>Please see the <i>Board of Directors</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/team.php">https://www.macroasiacorp.com/team.php</a>.</p>	
<b>Optional: Recommendation 3.3.</b>			
1. Corporate Governance Committee meet at least twice during the year.	Non-Compliant		<p>The Corporate Governance Committee held a meeting on 24 March 2023 for the nomination of directors to be elected at the Annual Stockholders' Meeting.</p> <p>The Corporate Governance Committee convenes meetings if there are matters to be taken up.</p>
<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	<p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p> <p>The functions of the Board Risk Oversight Committee are performed by the Risk Management Committee.</p>	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	The Risk Management Committee is composed of five (5) members, majority of whom are independent directors, including the Chairman.	

		<p>Please see the <i>Board Committees</i> and <i>Board of Directors</i> sections of the Corporation's website at <a href="https://www.macroasiacorp.com/boardcommittees#">https://www.macroasiacorp.com/boardcommittees#</a> and <a href="https://www.macroasiacorp.com/team.php">https://www.macroasiacorp.com/team.php</a>, respectively.</p> <p>Please also see the results of 2023 Annual Stockholders' Meeting and Organizational Board Meeting at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation%20SEC%20Form%2017-C%20Results%20of%20Annual%20Stockholders'%20Meeting%20and%20Organizational%20Board%20Meeting%2011May2023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation SEC%20Form%2017-C Results%20of%20Annual%20Stockholders'%20Meeting%20and%20Organizational%20Board%20Meeting 11May2023.pdf</a>.</p>	
3. The Chairman of the BROCC is not the Chairman of the Board or of any other committee.	Compliant	<p>The Chairman of the Risk Management Committee is not the Chairman of the Board or of any other committee.</p> <p>Please see the <i>Board of Directors</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/team.php">https://www.macroasiacorp.com/team.php</a>.</p>	
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	Compliant	<p>Please see the <i>Board Committees</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/team.php">https://www.macroasiacorp.com/team.php</a>.</p>	
<b>Recommendation 3.5</b>			
1. Board establishes a Related Party Transactions (RPT) Committee, which is	Compliant	The Corporation has established a Related Party Transactions Committee.	

tasked with reviewing all material related party transactions of the company.		The Related Party Transaction (RPT) Committee shall have the overall responsibility in ensuring that the transactions with related parties are handled in a sound and prudent manner, with integrity, and in compliance with applicable laws and regulations to protect the interests of the Corporation's shareholders and stakeholders.	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	<p>The RPT Committee is composed of five (5) non-executive directors, three (3) of whom are independent directors, including the Chairman.</p> <p>Please see the <i>Board Committees</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/boardcommittees#">https://www.macroasiacorp.com/boardcommittees#</a>.</p> <p>Please also see the results of 2023 Annual Stockholders' Meeting and Organizational Board Meeting at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation%20SEC%20Form%2017-C%20Results%20of%20Annual%20Stockholders'%20Meeting%20and%20Organizational%20Board%20Meeting%2011May2023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation SEC%20Form%2017-C Results%20of%20Annual%20Stockholders'%20Meeting%20and%20Organizational%20Board%20Meeting 11May2023 .pdf</a>.</p>	
<b>Recommendation 3.6</b>			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships,	Compliant	Please see the <i>Board Committees</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/boardcommittees#">https://www.macroasiacorp.com/boardcommittees#</a> .	

structures, operations, reporting process, resources and other relevant information.			
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	Please see the <i>Board Committees</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/boardcommittees#">https://www.macroasiacorp.com/boardcommittees#</a> .	
3. Committee Charters were fully disclosed on the company's website.	Compliant	Please see the <i>Board Committees</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/boardcommittees#">https://www.macroasiacorp.com/boardcommittees#</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	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> , and the attendance report in the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a> .	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	The meeting materials for all Board and Committee meetings are sent to all the directors at least three (3) days before the meeting.	

		Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
<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.	Compliant	<p>Please see the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf</a>, and Annual Report for the profile of the directors.</p> <p>Please see the <i>Board of Directors</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/team.php">https://www.macroasiacorp.com/team.php</a>.</p> <p>The Corporation's Manual on Corporate Governance does not provide for a maximum number of publicly listed corporations that a non-executive director may concurrently serve as director in. However, the</p>	

		Manual on Corporate Governance specifically obligates each director to devote the time and attention necessary to properly and effectively perform his duties and responsibilities.	
<b>Recommendation 4.3</b>			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
<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.			
3. Board of directors meet at least six times during the year.			
4. Company requires as minimum quorum of at least 2/3 for board decisions.			
<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.	Non-Compliant		The Board of Directors has three (3) independent directors and is compliant to the minimum requirement of the By-Laws. The three (3) elected independent directors are known publicly to possess



			integrity and probity and has efficiently and competently performed their functions and greatly contributed to the success of the Corporation.
<b>Recommendation 5.2</b>			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>, Annual Report and the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2010-K%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2010-K%20Definitive%20Information%20Statement%20Amended.pdf</a>.</p> <p>Please see the <i>Board of Directors</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/team.php">https://www.macroasiacorp.com/team.php</a>.</p>	
<b>Supplement to Recommendation 5.2</b>			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	Based on the Corporation's Amended By-Laws at <a href="https://www.macroasiacorp.com/images/pdf/MacroAsia%20Amended%20By-Laws%20201029.pdf">https://www.macroasiacorp.com/images/pdf/MacroAsia Amended By-Laws 20201029.pdf</a> , and the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2010-K%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2010-K%20Definitive%20Information%20Statement%20Amended.pdf</a> , the Corporation does	

		not have any agreements that constrain its directors' abilities to vote independently.	
<b>Recommendation 5.3</b>			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<p>Independent Directors, with cumulative terms of service reckoned from 2012:</p> <ol style="list-style-type: none"> <li>1. Ben C. Tiu – 10.5 years</li> <li>2. Marixi R. Prieto – 8 years</li> <li>3. Samuel C. Uy – 5.75 years</li> </ol> <p>Please see discussion in item 3 below.</p> <p>Please see the <i>Board of Directors</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/tegm.php">https://www.macroasiacorp.com/tegm.php</a>.</p>	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	<p>The Corporation's Manual on Corporate Governance of the Corporation provides that independent directors are only allowed to serve for a maximum cumulative term of nine (9) years.</p> <p>Such independent director may continue to serve as such after the term limit of nine (9) years, provided that the Board of Directors can provide a meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.</p> <p>Please see discussion in item 3 below.</p>	
3. In the instance that the company retains an independent director in the same capacity	Compliant	Please see the Corporation's Manual on Corporate Governance at	

<p>after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.</p>		<p><a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p> <p>Independent directors may continue to serve as such after the term limit of nine (9) years, provided that the Board of Directors can provide meritorious justifications and seek shareholders' approval during the annual shareholders' meeting.</p> <p>The Board of Directors of the Corporation, during its meeting held on March 18, 2022 approved Mr. Ben Tiu's term extension as independent director for up to an additional two (2) terms, until 2024, for the following reasons: (a) his technical expertise and experience in various fields, particularly in mining, banking, and equities; (b) his guidance in the projects of the Group which are in the process of being implemented, like those in the mining and water segments, especially with his perspective as a non-executive independent director keenly speaking from experience and on behalf of minority interests; and (c) his continuing guidance and involvement in key committees especially as MAC contemplates to spin-off mining.</p> <p>With this Board approval, the Corporate Governance Committee</p>	
---	--	--	--

		resolved to approve the re-nomination of Mr. Tiu as Independent Director. He was then elected as Independent Director during the Annual Stockholders' Meeting held on May 11, 2023.	
<b>Recommendation 5.4</b>			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Non-Compliant		<p>The positions of Chairman of the Board of Directors and the Chief Executive Officer (CEO) are held by Dr. Lucio C. Tan. The Corporation's Amended By-laws and Manual on Corporate Governance do not require the Corporation to segregate the functions of the Chairman and CEO.</p> <p>Based on the assessment of the Board of Directors, the day-to-day operations and management of the Corporation are performed by its President and Chief Operating Officer (COO), Mr. Eduardo Luis T. Luy, and the Corporation is compliant in separating the position of the Chairman of the Board and the COO.</p> <p>Please refer to the Corporation's Amended By-Laws at <a href="https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended_By-Laws_20201029.pdf">https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended_By-Laws_20201029.pdf</a>, and Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> for a detailed list of the functions of the Chairman and CEO, and the President and COO.</p>

<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>Compliant</p>	<p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p> <p>In accordance with the Corporation's Amended By-Laws at <a href="https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended_By-Laws_20201029.pdf">https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended By-Laws_20201029.pdf</a>, the roles of the Chairman and CEO, Co-Chairman, and President and COO shall be separate to foster an appropriate balance of power, increased accountability and better capacity for independent decision-making by the Board.</p>	
<p><b>Recommendation 5.5</b></p>			
<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>Compliant</p>	<p>As the Chairman of the Board of Directors is not an independent director, the Board designated Mr. Ben C. Tiu as the Lead Independent Director. The Lead Independent Director's functions are stated in the Corporation's Manual on Corporate Governance.</p>	

**Recommendation 5.6**

1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	<p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p> <p>It is the obligation of every director to declare and divulge in writing his own involvement in any conflict of interest with the Corporation. The very existence of a conflict-of-interest situation is not in itself a punishable offense. However, a directors' failure to divulge the same to the Corporation, whether deliberate or through neglect, shall be punishable.</p> <p>After a member makes such a declaration, the Corporation shall determine whether or not the actual or potential conflict-of-interest poses any danger to the Corporation. If so, the Corporation shall take measures to protect itself from any harmful effects of such conflict.</p>	
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	<p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p>	

2. The meetings are chaired by the lead independent director.	Compliant		
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.			
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Non-Compliant		The Corporation shall formalize and adopt Recommendation 6.1 based on the information stated in the Manual on Corporate Governance.
2. The Chairman conducts a self-assessment of his performance.	Non-Compliant		
3. The individual members conduct a self-assessment of their performance.	Non-Compliant		
4. Each committee conducts a self-assessment of its performance.	Non-Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant		
Recommendation 6.2			
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	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	Please also see the <i>Contact</i> section of the Corporation's website at	

		<a href="https://www.macroasiacorp.com/contact">https://www.macroasiacorp.com/contact</a> .  Shareholders may use the foregoing link as their feedback mechanism.	
<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	Please see the <i>Code of Business Conduct and Ethics</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/codeofbusiness">https://www.macroasiacorp.com/codeofbusiness</a> .	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	The Corporation's Human Resources Department provides copies of the Corporation's <i>Code of Business Conduct and Ethics</i> to all members of the board, senior management and employees.	
3. The Code is disclosed and made available to the public through the company website.	Compliant	Please see the <i>Code of Business Conduct and Ethics</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/codeofbusiness">https://www.macroasiacorp.com/codeofbusiness</a> .	
<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	Please see the Employee's Handbook of the Corporation (Annex "A").	



<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	<p>Please see the Corporation's Code of Business Conduct and Ethics at <a href="https://www.macroasiacorp.com/cod eofbusiness">https://www.macroasiacorp.com/cod eofbusiness</a>.</p> <p>Every official shall ensure that discipline is maintained within his area of responsibility by all personnel subordinate to him, and that such personnel meet the highest standards of behavioral traits expected of a member of the MacroAsia family. He shall see to it that all his subordinates are aware of and comply with all the provisions of the Code and all other policies, rules, regulations, and guidelines promulgated by the Corporation. All superiors and supervisors are strictly accountable for the proper discipline and job performance of all subordinates under him. Correspondingly, each superior or supervisor shall be given sufficient authority and power to effectively discharge the foregoing responsibilities.</p>	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant		
<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>			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and	Compliant	Please see the Corporation's Manual on Corporate Governance.	

timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.			
<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>The Corporation's Consolidated Financial Statements are published within one hundred five (105) calendar days from the end of the fiscal year. Pursuant to Section 17 of the Securities Regulation Code (SRC) and paragraph (1)(A) of SRC Rule 17.1, SEC Form 17-A or Annual reports shall be filed within one hundred five (105) calendar days after the end of the fiscal year covered by the report. Reports filed on this Form shall be deemed to satisfy Section 141 of the Corporation Code of the Philippines.</p> <p>Interim reports are published within forty-five (45) days from the end of the reporting period. The 2023 reports were submitted on the following dates:</p> <ul style="list-style-type: none"> <li>➤ Annual Report (SEC Form 17-A) – April 1 - (92 days from the end of the fiscal year)</li> <li>➤ Quarterly Report for the First Quarter [SEC Form 17-Q (Q1)] – May 12 (42 days from the end of the reporting period)</li> <li>➤ Quarterly Report for the Second Quarter [SEC Form 17-Q (Q2)] –</li> </ul>	

		<p>August 10 (41 days from the end of the reporting period)</p> <p>➤ Quarterly Report for the Third Quarter [SEC Form 17-Q (Q3)] – November 9 (40 days from the end of the reporting period)</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>Please see the Corporation's Annual Report (SEC Form 17-A) at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf</a>.</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>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</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>All directors are required to disclose/report to the Corporation any of their dealings in the Corporation's shares within three (3) business days.</p> <p>Please see the <i>SEC Filings</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/secfilings">https://www.macroasiacorp.com/secfilings</a> for the Corporation's disclosures of SEC Form 23-B.</p>	

**Supplement to Recommendation 8.2**

1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	<p>Please see the Corporation's List of Top 100 Shareholders, Public Ownership Report, and the Statement of Changes in Beneficial Ownership (SEC Form 23-B).</p> <p>Please see the <i>SEC Filings</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/secfilings">https://www.macroasiacorp.com/secfilings</a> for SEC Form 23-B.</p> <p>Please see the <i>Other Disclosures to SEC, PSE and Other Pertinent Agencies</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/otherdisclosures">https://www.macroasiacorp.com/otherdisclosures</a> for SEC Form 17-C regarding Buyback Transactions.</p> <p>Please also see the Corporation's Group Structure at <a href="https://www.macroasiacorp.com/group-structure.php">https://www.macroasiacorp.com/group-structure.php</a>.</p>	
---	-----------	---	--

**Recommendation 8.3**

1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p>Please see the Corporation's 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a> and SEC Form 17-A (Annual Report).</p> <p>Please also see the <i>Board of Directors</i> section of the Corporation's website at</p>	
--	-----------	--	--

		<a href="https://www.macroasiacorp.com/team.php">https://www.macroasiacorp.com/team.php</a> .	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p>Please see the Corporation's 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a> and SEC Form 17-A (Annual Report) at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf</a>.</p> <p>Please also see the <i>Executive Management</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/team-executive.php">https://www.macroasiacorp.com/team-executive.php</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>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> and 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a>.</p>	

2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	Please see the Corporation's 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a> .	
<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	Please see the <i>Related Party Transactions Policy (RPT Policy)</i> posted at the Corporation's website at <a href="https://www.macroasiacorp.com/pdf/board_committee/Related%20Party%20Transactions%20Policy.pdf">https://www.macroasiacorp.com/pdf/board_committee/Related%20Party%20Transactions%20Policy.pdf</a> .	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Please see the Corporation's Audited Financial Statements (as stated in the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a> and SEC Form 17-A (Annual Report) for disclosures of Related Party Transactions.	
<b>Supplement to Recommendation 8.5</b>			

1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
<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	Please see the Corporation's Audited Financial Statements (as stated in the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf</a> and SEC Form 17-A (Annual Report) at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation SEC%20Form%2017-A%202023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation SEC%20Form%2017-A%202023.pdf</a> for disclosures of Related Party Transactions.	
<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	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
2. Board appoints an independent party to evaluate the fairness of the transaction	Compliant	Please see the Corporation's Audited Financial Statements (as stated in the	

price on the acquisition or disposal of assets.		2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a> , and SEC Form 17-A (Annual Report) at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf</a> .	
<b>Supplement to Recommendation 8.6</b>			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	Please see the Corporation's Audited Financial Statements (as stated in the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a> , and SEC Form 17-A (Annual Report) at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf</a> .	
<b>Recommendation 8.7</b>			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	



2. Company's MCG is submitted to the SEC and PSE.	Compliant	The Corporation's Manual on Corporate Governance was submitted on May 31, 2017.	
3. Company's MCG is posted on its company website.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
<b>Supplement to Recommendation 8.7</b>			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
<b>Optional: Principle 8</b>			
1. Does the company's Annual Report disclose the following information:	Compliant	The Corporation's Annual Report is available at its website through the following link: <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf</a> .	
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and	Compliant		

other directorships in listed companies) of all directors			
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	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	Please see the Corporation's 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a> , and the 2022 Integrated Annual Corporate Governance Report (I-ACGR) at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation%20Integrated%20Annual%20Corporate%20Governance%20Report%20IACGR%202022.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation%20Integrated%20Annual%20Corporate%20Governance%20Report%20IACGR%202022.pdf</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	Please see the Corporation's 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a> , and the 2022 Integrated Annual Corporate Governance Report (I-ACGR) at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corp">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corp</a>	

		<a href="#"><u>oration Integrated%20Annual%20Corp orate%20Governance%20Report IAC GR%202022.pdf.</u></a>	
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	Please see the Corporation's 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf"><u>https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</u></a> , and the 2022 Integrated Annual Corporate Governance Report (I-ACGR) at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation Integrated%20Annual%20Corporate%20Governance%20Report IACGR%202022.pdf"><u>https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation Integrated%20Annual%20Corporate%20Governance%20Report IACGR%202022.pdf</u></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	Please see the Corporation's 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf"><u>https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</u></a> , Annual Report (SEC Form 17-A), and the 2022 Integrated Annual Corporate Governance Report (I-ACGR) at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation Integrated%20Annual%20Corp"><u>https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation Integrated%20Annual%20Corp</u></a>	

		<a href="#">orate%20Governance%20Report IAC GR%202022.pdf.</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	Please see the Corporation's Manual on Corporate Governance and the Audit Committee Charter.	
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	Please see the Corporation's 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf</a> , and the Results of Annual Stockholders' Meeting and Organizational Board Meeting (SEC Form 17- C), and Minutes of Annual Stockholders' Meeting.	
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	There was no removal or change of external auditor in 2023.  For any removal or change in the person of the external auditor, the Corporation will comply with the provisions in the Audit Committee Charter.	
<b>Supplement to Recommendation 9.1</b>			

1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
<b>Recommendation 9.2</b>			
1. Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> <li>i. assessing the integrity and independence of external auditors;</li> <li>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</li> <li>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</li> </ul>	Compliant	Please see Corporation's Audit Committee Charter at <a href="https://www.macroasiacorp.com/pdf/board_committee/Audit%20Committee%20Charter.pdf">https://www.macroasiacorp.com/pdf/board_committee/Audit%20Committee%20Charter.pdf</a>	
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	Please see Corporation's Audit Committee Charter at <a href="https://www.macroasiacorp.com/pdf/board_committee/Audit%20Committee%20Charter.pdf">https://www.macroasiacorp.com/pdf/board_committee/Audit%20Committee%20Charter.pdf</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	Compliant	Please see Corporation's Audit Committee Charter at <a href="https://www.macroasiacorp.com/pdf/board_committee/Audit%20Committee">https://www.macroasiacorp.com/pdf/board_committee/Audit%20Committee</a>	

transactions, its counterparties, and valuations of such transactions.		<a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">e%20Charter.pdf</a> and Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Please see Corporation's Audit Committee Charter at <a href="https://www.macroasiacorp.com/pdf/board_committee/Audit%20Committee%20Charter.pdf">https://www.macroasiacorp.com/pdf/board_committee/Audit%20Committee%20Charter.pdf</a> and Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
<b>Recommendation 9.3</b>			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	Please see the Corporation's Audit Committee Charter at <a href="https://www.macroasiacorp.com/pdf/board_committee/Audit%20Committee%20Charter.pdf">https://www.macroasiacorp.com/pdf/board_committee/Audit%20Committee%20Charter.pdf</a> , Annual Report, and the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf</a> .	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual</a>	

		<a href="#">al%20on%20Corporate%20Governance%202017.pdf.</a>	
<b>Supplement to Recommendation 9.3</b>			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	Please see the Corporation's Annual Report at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%20and%20Sustainability%20Report%20for%202022%20&amp;%20Parent%20AFS.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%20and%20Sustainability%20Report%20for%202022%20&amp;%20Parent%20AFS.pdf</a> and the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a> .	
<b>Additional Recommendation to Principle 9</b>			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>The name of SGV &amp; Co.'s audit engagement partner is Kristopher S. Catalan.</p> <p>Accreditation number: SEC Firm Accreditation No. 0001-SEC (Group A) Date Accredited: August 25, 2021 Expiry date of accreditation: April 15, 2024</p> <p>Name and address of the audit firm: Sycip Gorres Velayo &amp; Co., 6760 Ayala Avenue, 1226 Makati City, Philippines.</p>	

2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	The Company's external auditor, SyCip Gorres Velayo & Co. has been subjected to SOAR inspection on August 1-12, 2022. The names of the members of the engagement team were provided to the SEC during the SOAR inspection.	
---	-----------	--	--

**Principle 10:** The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

**Recommendation 10.1**

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> , and Employee's Handbook (Annex "A").	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> , and Employee's Handbook (Annex "A").	

**Principle 11:** The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

**Recommendation 11.1**

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and	Compliant	Please see the <i>Press News Materials</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/pressnewsmaterials">https://www.macroasiacorp.com/pressnewsmaterials</a> .	
---	-----------	--	--



relevant information to its shareholders and other investors.			
<b>Supplemental to Principle 11</b>			
1. Company has a website disclosing up-to-date information on the following:	Compliant	Please see following sections of the Corporation's website:	
a. Financial statements/reports (latest quarterly)	Compliant	<i>Company Disclosures</i> at <a href="https://www.macroasiacorp.com/secfilings">https://www.macroasiacorp.com/secfilings</a>	
b. Materials provided in briefings to analysts and media	Compliant	<i>Press News Materials</i> at <a href="https://www.macroasiacorp.com/pressnewsmaterials">https://www.macroasiacorp.com/pressnewsmaterials</a>	
c. Downloadable annual report	Compliant	<i>Company Disclosures</i> at <a href="https://www.macroasiacorp.com/secfilings">https://www.macroasiacorp.com/secfilings</a> and <i>Annual Report</i> at <a href="https://www.macroasiacorp.com/annualreports">https://www.macroasiacorp.com/annualreports</a>	
d. Notice of ASM and/or SSM	Compliant	<i>Notice of Annual Stockholders' Meetings</i> at <a href="https://www.macroasiacorp.com/noticeofannual">https://www.macroasiacorp.com/noticeofannual</a>	

e. Minutes of ASM and/or SSM	Compliant	Minutes of All General or Special Stockholders' Meeting at <a href="https://www.macroasiacorp.com/minutesofallgeneral">https://www.macroasiacorp.com/minutesofallgeneral</a>	
f. Company's Articles of Incorporation and By-Laws	Compliant	Articles of Incorporation at <a href="https://www.macroasiacorp.com/images/pdf/MACAmended%20AOI.pdf">https://www.macroasiacorp.com/images/pdf/MACAmended%20AOI.pdf</a>  Amended By-Laws at <a href="https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended_By-Laws_20201029.pdf">https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended_By-Laws_20201029.pdf</a> .	
<b>Additional Recommendation to Principle 11</b>			
1. Company complies with SEC-prescribed website template.	Compliant	Please see Corporation's website at <a href="https://www.macroasiacorp.com/">https://www.macroasiacorp.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	Please see Corporation's Audit Committee Charter at <a href="https://www.macroasiacorp.com/pdf/board_committee/Audit%20Committee%20Charter.pdf">https://www.macroasiacorp.com/pdf/board_committee/Audit%20Committee%20Charter.pdf</a> .	

<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Compliant</p>	<p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p> <p>Please also see the <i>Enterprise Risk Management</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/enterpriserisk">https://www.macroasiacorp.com/enterpriserisk</a></p> <p>The MacroAsia Group observes the following four-objective categories of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) ERM Framework as its standard:</p> <ol style="list-style-type: none"> <li>1. Strategic</li> <li>2. Operations</li> <li>3. Reporting</li> <li>4. Compliance</li> </ol>	
<b>Supplement to Recommendations 12.1</b>			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	<p>Compliant</p>	<p>The Corporation annually conducts a company-wide corporate governance seminar.</p>	

<b>Optional: Recommendation 12.1</b>			
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		
<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	The Corporation has an in-house Internal Audit Department.	
<b>Recommendation 12.3</b>			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	The functions of the CAE are being performed by the Internal Audit Manager, under the supervision of the Audit Committee.	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant		
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	The Corporation has an in-house Internal Audit Department and does not outsource its internal audit activities.	
<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manu">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manu</a>	

		<a href="#">al%20on%20Corporate%20Governance%202017.pdf</a> .  Please also see the <i>Enterprise Risk Management</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/enterprise-risk">https://www.macroasiacorp.com/enterprise-risk</a>  The Corporation's risk management functions are performed by its Risk Management Committee.	
<b>Supplement to Recommendation 12.4</b>			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</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	The Board of Directors appointed Mr. Amador T. Sendin as Chief Risk Officer (CRO).  Please also see the <i>Executive Management</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/team-executive.php">https://www.macroasiacorp.com/team-executive.php</a> .	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant		
<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,	Non-Compliant		The Corporation's Chief Executive Officer (CEO) and Chief Financial Officer (CFO), not the CAE, annually attest in writing that

control and compliance system is in place and working effectively.			a sound internal audit, control and compliance system is in place and works effectively. But moving forward, it shall be the CEO and the Head of Internal Audit.
<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	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share.	Compliant	Please see the Corporation's Amended By-Laws at <a href="https://www.macroasiacorp.com/images/pdf/MacroAsia%20Amended%20By-Laws%20201029.pdf">https://www.macroasiacorp.com/images/pdf/MacroAsia Amended By-Laws 20201029.pdf</a> , Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> , and the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2010IS%20D">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2010IS%20D</a>	

		<p><a href="#"><u>efinitive%20Information%20Statement%20Amended.pdf</u></a>.</p> <p>The Corporation adopts a one share, one vote policy. Thus, minority shareholders are adequately represented in shareholder actions.</p>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	<p>Please see the Corporation's Amended By-Laws at <a href="https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended_By-Laws_20201029.pdf"><u>https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended By-Laws_20201029.pdf</u></a>, Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf"><u>https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</u></a>, and the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf"><u>https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf</u></a>.</p> <p>The Corporation adopts a one share, one vote policy. Thus, minority shareholders are adequately represented in shareholder actions.</p>	
3. Board has an effective, secure, and efficient voting system.	Compliant	<p>Please see the Corporation's Amended By-Laws at <a href="https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended_By-Laws_20201029.pdf"><u>https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended By-Laws_20201029.pdf</u></a>, Manual on Corporate Governance and the 2023</p>	

		<p>Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a>.</p> <p>The Corporation adopts a one share, one vote policy. Thus, minority shareholders are adequately represented in shareholder actions.</p>	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	<p>Please see the Corporation's Amended By-Laws at <a href="https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended_By-Laws_20201029.pdf">https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended_By-Laws_20201029.pdf</a>, Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>, and the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a>.</p> <p>The Corporation adopts a one share, one vote policy. Thus, minority shareholders are adequately represented in shareholder actions.</p>	
5. Board allows shareholders to call a special shareholders' meeting and submit a	Compliant	<p>Please see the Corporation's Amended By-Laws at</p>	



proposal for consideration or agenda item at the AGM or special meeting.		<a href="https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended_By-Laws_20201029.pdf">https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended By-Laws_20201029.pdf</a> , Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> , and the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf</a> .	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	Please see the Corporation's Amended By-Laws at <a href="https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended_By-Laws_20201029.pdf">https://www.macroasiacorp.com/images/pdf/MacroAsia_Amended By-Laws_20201029.pdf</a> , Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> , and the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2010S%20Definitive%20Information%20Statement%20Amended.pdf</a> .	
7. Company has a transparent and specific dividend policy.	Compliant	Please see the Corporation's Amended By-Laws at	

		<a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf">Laws 20201029.pdf</a> and SEC Form 17-A (Annual Report) at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf</a> .	
<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	The Corporation's Stock Transfer Agent, Philippine National Bank Trust Banking Group represented by Ms. Emylyn Audemard and Ms. Joanna Marie Aviles are always present during the Annual Stockholders' meeting to count and/or validate the votes.	
<b>Recommendation 13.2</b>			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>Please see the <i>Notice for the 2023 Annual Stockholders' Meeting</i> in the Corporation's 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a>.</p> <p>The Corporation disclosed via PSE Edge the holding of the 2023 Annual Stockholders' Meeting and the agenda on 11 May 2023 within 49 days before the date of the meeting. The Corporation updated its disclosure 38 days before the meeting to provide the explanation and rationale of each agenda item for the meeting.</p>	

		<p>The Corporation's Shareholder Information Package which contains the 2023 Definitive Information Statement was distributed to the shareholders at least 15 business days before the stockholder's meeting by posting an electronic copy of the Information Statement and Management Report and SEC Form 17A and other pertinent documents in the Corporation's website and PSE Edge. The Notice of the Meeting was published in the business section of two (2) newspapers of general circulation, in print and online format, for two (2) consecutive days. The same was done in compliance with Section 20.3.3.4 of the Implementing Rules and Regulations of the Securities Regulation Code, which provides that the information statement, proxy form and management report shall be distributed to shareholders at least fifteen (15) business days prior to the date of the shareholders' meeting.</p> <p>The Corporation also complied with SEC Memorandum Circular No. 03, Series of 2020 which requires the notice of regular meetings of the stockholders to be sent to all stockholders of record at least twenty-one (21) calendar days prior to the date of the meeting.</p>	
--	--	--	--

**Supplemental to Recommendation 13.2**

1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	<p>Please see the Corporation's 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a>.</p> <p>Please also see the <i>Notice and Agenda of the Annual Stockholders' Meeting</i>, which were posted and are currently available at the Corporation's website at the following link:  <a href="https://macroasiacorp.com/admin/uploadedDisclosures/Notice%20of%20Annual%20Stockholders'%20Meeting%202023%20with%20Explanation%20and%20Rationale%20for%20each%20Agenda%20Item.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/Notice%20of%20Annual%20Stockholders'%20Meeting%202023%20with%20Explanation%20and%20Rationale%20for%20each%20Agenda%20Item.pdf</a>.</p>	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	Please see the Corporation's 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a> .	
b. Auditors seeking appointment/re-appointment	Compliant	Please see the Corporation's 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a> .	
c. Proxy documents	Compliant	Please see the Corporation's 2023 Definitive Information Statement at	

		<a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a> .	
<b>Optional: Recommendation 13.2</b>			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	<p>Please see the Corporation's 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation_SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a>.</p> <p>Please also see the <i>Notice and Agenda of the Annual Stockholders' Meeting</i> at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/Notice%20of%20Annual%20Stockholders'%20Meeting%202023%20with%20Explanation%20and%20Rationale%20for%20each%20Agenda%20Item.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/Notice%20of%20Annual%20Stockholders'%20Meeting%202023%20with%20Explanation%20and%20Rationale%20for%20each%20Agenda%20Item.pdf</a>.</p>	
<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>Please see the <i>Minutes of the Annual Stockholders' Meeting</i>, available at the Corporation's website through the following link: <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MAC%20ASM%20Minutes%202023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MAC%20ASM%20Minutes%202023.pdf</a>.</p>	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	The Minutes of the Annual Stockholders' Meeting held on 11 May 2023 was posted on the Company's website on May 17, 2023.	

		<p>Please see the <i>Minutes of the Annual Stockholders' Meeting</i> through the following link:  <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MAC%20ASM%20Minutes%202023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MAC%20ASM%20Minutes%202023.pdf</a>.</p>	
<b>Supplement to Recommendation 13.3</b>			
<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>	Compliant	<p>Please see the <i>Minutes of the Annual Stockholders' Meeting</i>, available at the Corporation's website through the following link:  <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MAC%20ASM%20Minutes%202023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MAC%20ASM%20Minutes%202023.pdf</a>.</p> <p>The Corporation's external auditor, Sycip Gorres Velayo &amp; Co., was present during the Annual Stockholders' Meeting held on 11 May 2023.</p>	
<b>Recommendation 13.4</b>			
<p>1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p>	Compliant	<p>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p> <p>Section 10 states that the Board shall make available, at the option of a stockholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective</p>	

		manner. It is important for the stockholders to be well-informed of the Corporation's processes and procedures when seeking to redress the violation of their rights. Implementing proper safeguards ensures suitable remedies for the infringement of stockholders' rights and prevents excessive litigation. The Corporation shall also establish Alternative Dispute Resolution (ADR) procedures.	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<p>Stockholders may raise any concerns to the Investor Relations Officers, Ms. Gladys Lorraine S. Pastrana and Ms. Charmaine C. Pacleb, through the following contact details:</p> <p>Telephone number (02) 8840 – 2001  Fax number (02) 8840 – 1892  E-mail address:  <a href="mailto:gpsalamatin@macroasiacorp.com">gpsalamatin@macroasiacorp.com</a>;  <a href="mailto:ccpacleb@macroasiacorp.com">ccpacleb@macroasiacorp.com</a></p>	
2. IRO is present at every shareholder's meeting.	Compliant	The Investor Relations Officers are present during the shareholder's meetings.	

<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	There are no anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-Compliant		The Corporation is compliant with the Securities and Exchange Commission requirement that the minimum public float should be at least 10%. The Corporation's public float as of 31 December 2023 was 28.15%.
<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	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	Please see the Guidelines for Participating via Remote Communication and Voting in Absentia in the 2023 Definitive Information Statement at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/2023/MacroAsia%20Corporation%20SEC%20Form%2020IS%20Definitive%20Information%20Statement%20Amended.pdf</a> .	
<b>Duties to Stakeholders</b>			
<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	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</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	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</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	<p>The Corporation's stakeholders may raise any queries to the Board of Directors through the <i>Contact</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/contact">https://www.macroasiacorp.com/contact</a>.</p> <p>The Corporation's stakeholders may also contact the Corporation's Investor Relations Officers, Ms. Gladys Lorraine S. Pastrana and Charmaine C. Pacleb through the contact details indicated below:  Tel number: (02) 8840 – 2001  Fax number: (02) 8840 – 1892  E-mail address:  <a href="mailto:gpsalamatin@macroasiacorp.com">gpsalamatin@macroasiacorp.com</a>/  <a href="mailto:ccpacleb@macroasicorp.om">ccpacleb@macroasicorp.om</a>/  <a href="mailto:info@macroasiacorp.com">info@macroasiacorp.com</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>Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a>.</p> <p>The Board shall make available, at the option of a stockholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner. It is important for the stockholders to be well-informed of the Corporation's processes and procedures when seeking to redress the violation of their rights. Implementing proper safeguards ensures suitable remedies for the infringement of stockholders' rights and prevents excessive litigation. The Corporation shall also establish Alternative Dispute Resolution (ADR) procedures.</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 sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	The Corporation did not seek any exemption from the application of a law, rule or regulation, especially with respect to corporate governance issues.	

2. Company respects intellectual property rights.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
<b>Optional: Principle 14</b>			
1. Company discloses its policies and practices that address customers' welfare	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> .	
<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 actively participate in the realization of the company's goals and in its governance.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> and Employee's Handbook (Annex "A").	
<b>Supplement to Recommendation 15.1</b>			
1. Company has a reward/compensation policy that accounts for the performance	Compliant	Please see the Corporation's Manual on Corporate Governance at	

of the company beyond short-term financial measures.		<a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> and Employee's Handbook (Annex "A").	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> and Employee's Handbook (Annex "A").	
3. Company has policies and practices on training and development of its employees.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> and Employee's Handbook (Annex "A").	
<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	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> and Employee's Handbook (Annex "A").	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> and Employee's Handbook (Annex "A").	
<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	Please see the Employee's Handbook of the Corporation (Annex "A").	
<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>Please see the Employee's Handbook of the Corporation (Annex "A").</p> <p>Please see the <i>Corporate Governance – Company Policies</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/companypolicies">https://www.macroasiacorp.com/companypolicies</a>.</p>	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	<p>Please see the Employee's Handbook of the Corporation (Annex "A").</p> <p>Please see the <i>Corporate Governance – Company Policies</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/companypolicies">https://www.macroasiacorp.com/companypolicies</a>.</p>	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	<p>Please see the Employee's Handbook of the Corporation (Annex "A").</p> <p>Please see the <i>Corporate Governance – Company Policies</i> section of the Corporation's website at <a href="https://www.macroasiacorp.com/companypolicies">https://www.macroasiacorp.com/companypolicies</a>.</p>	
<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.			

**Recommendation 16.1**

1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> and Annual Report at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf</a> .	
--	-----------	---	--

**Optional: Principle 16**

1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> and Annual Report at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf</a> .	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	Please see the Corporation's Manual on Corporate Governance at <a href="https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf">https://www.macroasiacorp.com/pdf/corporategovernance/MAC%20Manual%20on%20Corporate%20Governance%202017.pdf</a> and Annual Report at <a href="https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf">https://macroasiacorp.com/admin/uploadedDisclosures/MacroAsia%20Corporation_SEC%20Form%2017-A%202023.pdf</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 MAKATI CITY on MAY 29 2024, 2024.

**SIGNATURES**

  
DR. LUCIO C. TAN

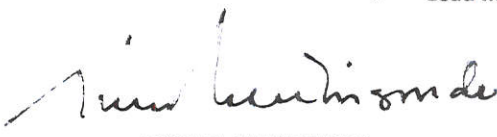
**Chairman of the Board and Chief Executive Officer**

  
EDUARDO LUIS T. LUY

**President and Chief Operating Officer**

  
RAMON PANCRACTIO D. DIZON

**Lead Independent Director**

  
DIWA C. GUINIGUNDO  
**Independent Director**

  
SAMUEL C. UY

**Independent Director**

  
ATTY. MARIVIC T. MOYA  
**Chief Compliance Officer**

  
ATTY. FLORENTINO M. HERRERA III  
**Corporate Secretary**

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ day of MAY 29 2024, 20\_\_\_\_, affiant(s) exhibiting to me their \_\_\_\_\_, as follows:

**NAME**

**Tax Identification #**

DR. LUCIO C. TAN  
EDUARDO LUIS T. LUY  
RAMON PANCRACTIO D. DIZON  
DIWA C. GUINIGUNDO  
SAMUEL C. UY  
ATTY. MARIVIC T. MOYA  
ATTY. FLORENTINO M. HERRERA III

101-914-722  
435-295-033  
102-085-577  
135-938-135  
105-313-197  
133-996-977  
106-098-926

**NOTARY PUBLIC**

  
**MA. ESMERALDA R. CUNANAN**

Notary Public for and in Makati City

Until December 31, 2025

Appt. No. M-013 (2024-2025) Makati City

Attorney's Roll No: 34562

MCLE Compliance No. VII-0004035/valid until 4-14-2027

PTR No. 10074031/1-2-2024/Makati City

IBP Lifetime Member No. 05413

G/F Dela Rosa Carpark I, Dela Rosa St  
Legaspi Village, Makati City

Doc No. 11  
Page No. 04  
Book No. XXVIII  
Series of 2024

## PREFACE

MACROASIA CORPORATION maintains a strong policy of equal employment opportunity for all employees and applicants for employment. We hire, train, promote, and compensate employees on the basis of personal competence and potential for advancement without regard for race, color, religion, sex, sexual orientation, national origin, marital status, disability or citizenship, as well as other classifications protected by applicable local laws.

Our equal employment opportunity philosophy applies to all aspects of employment with MACROASIA CORPORATION including recruiting, hiring, training, transfer, promotion, job benefits, pay, dismissal, educational assistance, and social and recreational activities.



# TABLE OF CONTENTS

## **Preface**

## **Guiding Principles**

- Mission
- Vision
- Motto
- Core Values

## **Employment**

- Types of Employment
- Categories of Employment
- Recruitment and Selection
- Pre-employment Requirements
- Conditions of Employment
- Performance Appraisal
- Benefits
- Thirteenth Month Pay
- Proper Office Decorum
- Health, Security and Safety
- Clients, Guest, Inquirers and Suppliers
- Severance of Employment
- Miscellaneous Provisions
- Offenses Against Company Properties
- Offenses Against Company Interest
- Offenses Against Fellow Employee and Authority
- Policy on Sexual Harassment
- Offenses Against Company Security Policy
- Offenses Against Public Morals or Public Policy
- Conflict of Interest of Policy
- Administrative Procedures
- Policy on Information Technology Security
- Disciplinary Sanctions
- Drug-Free Workplace Policy
- Data Privacy Policy on Website Use

# GUIDING PRINCIPLES

## Our Mission

*MacroAsia Corporation* - a holding company with a diverse business portfolio within the next decade, will achieve leadership position in the market it serves by being passionate and driven with values and goals that are aligned with the objectives of its shareholders.

Such passion and drive shall be anchored on a committed team of professionals who shall embody a strong stakeholder-focus, integrity, strategic thinking, empowering leadership, continual development and commitment to national growth and social responsibility.

We shall achieve our mission to increase shareholder value, ensure long-term profitability, develop world-class competencies, provide career opportunities and create synergies as we build mutually beneficial partnerships, alliances or joint ventures with those who share our philosophy and values.

## Our Vision

Within the first two decades of the 21st century, to be the globally competitive aviation support, logistics services provider and a natural resources development partner in the Philippines, with a full range of products and services for which we shall be acknowledged by our clients and other stakeholders for excellent customer service, pioneering technology, integrity, value-for-money and social responsibility, all made possible by self-driven, smart and world-class people.

## Motto

**We will passionately pursue our vision with:**

- Efficiency,
- Strategic Focus, and
- Character that models a world-class people.

## Core Values

Our way of life in MACROASIA is built on the fundamental ideal of service to all stakeholders, especially our customers. In doing so, we are guided by:

**Integrity** - We manage all parts of our business in a manner that builds value into the investment, employing ethical standards, demonstrating honesty and fairness in every action that we take, thus building value and confidence among all our business stakeholders.

**Teamwork** - We support and establish unified though diverse teams in our operating units. We seek to work together and establish synergies to meet our common goals.

**Respect** - We honor the rights and beliefs of our stakeholders – our employees, our customers, our shareowners, our suppliers and our community.

**Accountability** - We accept our individual and team responsibilities and we meet our commitments. We take responsibility for our performance in all of our decisions and actions.

**Responsible Citizenship** - We encourage a healthy and safe workplace for our people, commit ourselves to responsible governance as a corporation and as a partner of government, and seek to promote a competitive free enterprise system, excellent environmental compliance and enrichment of the communities where we operate.

# EMPLOYMENT

## TYPES OF EMPLOYMENT

To define the employment status a person assumes while under the employ of the Company.

Definition of terms:

1. **Regular or Permanent Employment** - When one has been engaged to perform a task necessary and desirable to the business undertakings of the Company, has passed the probationary period and becomes entitled to the granted rights, privileges and benefits.
2. **Probationary Employment** - When one has been engaged to perform a task necessary to the business undertakings of the Company on a trial basis for a period of six (6) months. The probationary period will help the Company determine the person's capacity to handle a position on a regular or permanent basis.
3. **Seasonal or Temporary Employment** - The work or service performed by the employee is for a definite period of time due to unusual increase in the business undertakings of the Company.
4. **Contractual, Project Employment, Fixed Period Employment** - When one has been engaged for a specific undertaking or project of the Company, the completion or termination of the contract is determined at the time of engagement.

## CATEGORIES OF EMPLOYMENT

To define the level of employment a person assumes during his employment with the company

Definition of Terms:

1. **Corporate Officers** - Are those appointed by the Board of Directors.
2. **Managerial Employees** - One who is vested with power or prerogative to lay down and execute management policies, to hire, transfer, suspend, lay-off, recall, discharge, assign or discipline employees.
3. **Supervisory** - Are those who effectively recommend Management actions if the exercise of such authority is not merely routinary or clerical in nature but requires the use of independent judgment.
4. **Confidential** – One who is trusted with confidential and delicate matters that concern the Company.
5. **Rank and File** - One who does not fall within any of the foregoing definitions.

## **RECRUITMENT AND SELECTION**

### **FILLING OF VACANCIES**

To provide the guidelines by which a department can request for the manpower they need to carry out their objectives, whether it be a new position, additional personnel or simply because a vacancy occurred due to resignation, retirement and termination.

The Company, depending on its organizational needs, may undertake the recruitment of highly qualified applicants for immediate appointment.

1. When a vacancy occurs, the Department head accomplishes the Personnel Requisition Form (PRF).
2. The PRF is forwarded to HRD for evaluation and processing based on the organizational structure of the Company.
3. If the manpower request is within the approved plantilla, the PRF will be forwarded to the Vice President for Human Resources for approval. Likewise, the request must have the endorsement of the Chief Finance Officer for budgetary purposes.
4. Should there be merit in the hiring of additional manpower, HRD will proceed with the hiring process.
5. The VP for HR is the final approving authority of the PRF.
6. No hiring of any kind shall be made without as approved PRF no matter how urgent the vacancy is.
7. Upon approval of the PRF, HRD shall prepare the Employment Agreement stating the employment status and the specific remuneration of the employee.
8. The employee will be given a copy after signing the "Conforme" space, and another copy is retained by HRD for the 201 File. Accounting Department shall be given a copy of the employee's info sheet informing them of the name and remuneration of the newly hired.

### **PRE-EMPLOYMENT REQUIREMENTS**

Before one can become an employee of the Company, the following requirements should be complied with and accomplished:

1. ID pictures
2. Photocopy of SSS ID, E1 or E4
3. Photocopy of Philhealth ID or MDR (Member Data Record)
4. Photocopy of TIN ID or BIR Form 1902
5. Photocopy of Pagibig ID
6. Photocopy of Birth Certificate
7. Photocopy of Marriage Contract
8. Photocopy of the birth certificate/s of dependents

9. Certificate of Employment from previous employer/s
10. Clearance from previous employer/s
11. Photocopy of Transcript of Record and Diploma
12. Original Copy of NBI Clearance
13. BIR Form 2316 (latest)

## **CONDITIONS OF EMPLOYMENT**

Every organization has certain guidelines which are developed to reflect good business practices. In establishing any rules of conduct, the company has no intention of restricting the personal rights of any individual. Rather, we wish to define the guidelines that protect the rights of all employees and to secure maximum understanding and cooperation. Hence, all employees are expected to be on time and alert when scheduled to be at work, careful and conscientious in the performance of their duties, thoughtful and considerate of other people, courteous and helpful, both when dealing with customers and with their co-employees.

## **IDENTIFICATION CARD**

All employees are provided with a photographed identification card for purposes of proper identification and facilitation of transaction between the company and himself. This card should be worn at all times upon entering and while inside company premises, regardless of rank, position and status. The same should be surrendered to HRD upon cessation or termination of employment from the Company.

## **WORKING HOURS**

The Company shall observe the compressed work week flexible work arrangement wherein the normal workweek is reduced to less than six (6) days but the total number of work-hours of 48 hours per week shall remain. The normal workday is increased to more than eight hours but not to exceed twelve hours, without corresponding overtime premium. (source: DOLE – Guidelines on the Adoption of Flexible Work Arrangements)

For employees of certain Departments requiring continuous service, no regular workdays and no regular rest days can be scheduled. The Department Head concerned shall determine and schedule the weekly rest day of his staff which shall be not less than twenty-four (24) consecutive hours after every six (6) consecutive normal work days.

An employee however may be required to work on a rest day:

1. In case of actual or impending emergencies caused by serious accident, fire, flood, typhoon, earthquake, epidemic or other disaster or calamity to prevent loss of life and property, imminent danger to public safety;
2. In cases of urgent work to be performed on the machinery, equipment, or installation, to avoid serious loss which the Company would otherwise suffer;
3. In the event of abnormal pressure of work due to special circumstances, where the Company cannot ordinarily be expected to resort to other measures;

4. To prevent loss or damage to perishable goods;
5. Where the nature of the work requires continuous operations and the stoppage of work may result in irreparable injury or loss to the Company;
6. Under other circumstances analogous or similar to any of the foregoing.

Consequently, employees will be advised by the Department Head concerned of their working days and rest days at least five (5) days in advance of their schedule. HRD shall be furnished the same.

Absences and tardiness are counter-productive and highly discouraged since it disrupts the smooth operation of the Company. Habitual absences and tardiness will be counted against the employee's efficiency and will be an impediment to his growth with the Company. Absences and tardiness from work are only excusable if due to emergency and very important reasons subject to approval of employee's Department Head. The latter shall report to HRD all their employee's absences and tardiness and shall regularly review the attendance records of all employees under their supervision and call the attention of those with frequent tardiness and unjustified absences. Habitual unexcused and frequent unauthorized absences and tardiness shall be subject to disciplinary sanctions after due process in accordance with Company Rules and Regulations.

## **OVERTIME WORK**

Work may be performed beyond the normal working hours per day subject to the following conditions:

1. The Department Head determines the need for an employee to render overtime work. He informs the employee of such needs. The employee concerned in turn must accomplish an Overtime Authorization Form (OAF) to be duly signed and approved by the Department Head.
2. OAF should be accomplished before the actual overtime work. A copy is forwarded to HRD and Admin Department for their information. This is to assure that only authorized personnel are inside Company premises after regular working time.
3. After the overtime work, the form is forwarded to the Accounting Department for computation and payment.
4. No overtime work shall be compensated without the approved OAF.

## **ATTENDANCE AND PUNCTUALITY**

The following shall be observed:

1. When a bundy clock is provided, all employees using it shall register the time they report for work in the morning and leave the Company for the day.

2. The employee must sign the timecard at the end of the month prior to submission to certify the validity of the working time registered thereon.
3. Employees who are unable to reach the place of work on time on account of "Official Business" shall file an Official Business Form (OBF) duly signed by the Department Head. OBF shall be forwarded to HRD upon submission of validated timesheet.
4. Any handwritten/typewritten entry on the card should be initialed/approved by the Department Head concerned or any designated officer with the minimum rank of Supervisor or its equivalent position.
5. All employees should be at their work stations promptly at the start of their official working hours and the Department Heads should see to it that the employees under their supervision are in their respective working stations at the beginning of their approved working schedules.
6. No employee should leave his department during office hours. If an employee, for legitimate or justified cause, has to leave the Company premises during office hours, whether for official trip or personal purpose, prior permission and approval of his Department Head or designated officer should be secured. The employee shall submit an undertime form to HRD.
7. Time cards shall be kept in the racks provided for them at all times. Any case of missing attendance records should be immediately reported to the HRD giving all circumstances surrounding the loss.
8. All supervising officers shall report to the HRD three (3) days before payday about employees who are absent during the period.

## **TARDINESS AND ABSENCES**

<b>Offense</b>	<b>Corrective Action</b>				
	<b>1<sup>st</sup></b>	<b>2<sup>nd</sup></b>	<b>3<sup>rd</sup></b>	<b>4<sup>th</sup></b>	<b>5<sup>th</sup></b>
1. Habitual absenteeism (3 absences due to trivial reasons within a 30-day period.)	WW	5	7	D	
2. Absent without official leave or permission. A "No Work- No Pay" shall be applied on AWOL days.  One day is equivalent to one (1) offense	WW	5	D		
3. Habitual tardiness (reporting late at work four (4) times within a thirty (30) day period).	WW	3	15	30	D
4. AWOL with insubordination insisting on going on leave without pay after request for such leave has been denied	WW	15	30	D	



## HOLIDAYS

Unless otherwise modified by law, order or proclamation, the following regular holidays and special days shall be observed:

A. Regular Holidays

New Year's Day	January 1
Maundy Thursday	Movable Date
Good Friday	Movable Date
Araw ng Kagitingan	April 9
Labor Day	May 1
Independence Day	June 12
National Heroes Day	Last Monday of August
Bonifacio Day	November 30
Christmas Day	December 25
Rizal Day	December 30

B. Special (Non-Working Days)

Chinese New Year	February 16
EDSA People Power Revolution Anniversary	February 25
Black Saturday	Movable Date
Ninoy Aquino Day	August 21
All Saints Day	November 1
Last Day of the Year	December 31
Additional special (non-working) days	November 2
	December 24

## TIME RECORD AND TIME KEEPING

In maintaining accurate time records for the computation of hours worked and salaries due every employee, the following shall be observed:

1. All time cards and records are official Company documents that register employee's attendance. All entries therein are official records. Every employee should therefore ensure that his entries are true and correct.
2. HRD will monitor employee's time-in/time-out time through the bundy clock while Department Heads will monitor the times the employee actually reported at workplace.
3. The employee must sign his time card and record at the end of the payroll period.
4. Should there be any entries that need correction; the time card should be brought personally by the employee to HRD who has the sole authority to make revisions after proper verification has been done. HRD will initial required changes.
5. Only persons authorized by HRD will make adjustments to the bundy clock.

## **COMPENSATION**

Cut-off of computation of wages and salaries earned by the employees is every 10th and 25th of the month. Salaries and wages will be paid out through an accredited Bank's Automated Teller Machine (ATM) on or before the 15th and 30th of each month.

Checking and summarizing of time card entries are done by HRD and forwarded to Accounting Department for computation. Any discrepancies or questionable entries are subject to verification and investigation prior to computation.

The computation shall reflect the number of hours, days paid, together with the legal deductions (SSS, Philhealth, Pag-Ibig, Withholding Tax) and total take home pay. No other deduction can be made without the employee's written authority.

Compensation for rest day, Sunday or holiday work:

1. Where an employee is made or permitted to work on his scheduled rest day, he shall be paid an additional compensation of thirty (30%) percent of his regular wage. An employee shall be entitled to such additional compensation for work performed on Sunday only when it is his established rest day.
2. When the nature of the work of the employee is such that he has no regular workdays and no regular rest days can be scheduled, he shall be paid an additional compensation of thirty (30%) percent of his regular wage for work performed on Sundays and holidays.
3. Work performed on any special holiday shall be paid an additional compensation of thirty (30%) percent of the regular wage of the employee. Where such holiday work falls on the employee's scheduled rest day, he shall be entitled to an additional compensation of fifty (50%) percent of his regular wage.

## **NIGHT SHIFT DIFFERENTIAL**

Every employee shall be paid a night shift differential of ten (10%) percent of his regular wage for each hour of work performed between ten (10) o'clock in the evening and six (6) o'clock in the morning.

## **OVERTIME PAY**

Work may be performed beyond eight (8) hours a day provided that the employee is paid for the overtime work, an additional compensation equivalent to his regular wage plus twenty-five (25%) percent thereof. Work performed beyond eight hours on a holiday or rest day shall be paid an additional compensation equivalent to the rate of the first eight hours on a holiday or rest day plus thirty (30%) hereof.

In cases where Flexible working hours is implemented, overtime pay shall be applied to the hours in excess of the regular scheduled working hours.

In no case however that the employee shall be required to work without payment of overtime pay beyond forty eight (48) hours per week.

## **UNDERTIME WORK**

Undertime work on any particular day shall not be offset by overtime work on any other day. Permission given to the employee to go on leave on some other day of the week shall not exempt the Company from paying the additional compensation required under the Labor Code.

Computation of additional compensation shall include the cash wage only, without deduction on account of facilities provided by the Company.

## **TRANSFER AND PROMOTIONS**

It shall be the policy of the company to promote from within the ranks, qualified and deserving employees whenever vacancies occur or new positions are created. Transfer is also done so that employees will be placed in jobs where their talents could best be utilized.

Promotion means movement of an employee from a position of a lower level to one of higher level involving more difficult or increased responsibilities and carrying a higher pay, higher status and offering better privileges. Promotion can be made within the same department or from one department to the other. Promotions are based on merit, performance, ability, efficiency, leadership, quality, attitude and attendance. Everything being equal, seniority shall be the determining factor.

Transfer means the movement of the employee from one job to another requiring approximately the same degree of skills, duties and responsibilities, with no change in status and pays or of the same pay level.

Promotion/Transfer within and between departments:

1. The Department Head forwards PRF to HRD.
2. HRD posts the vacancy in the Company Bulletin Board.
3. Interested employee accomplishes promotion or transfer form and request approval of Supervisor or Department Head.
4. The form is forwarded to HRD who will conduct preliminary interview, checking of employee's previous work performance, and scheduling of testing.
5. HRD evaluates results and records of employee. If qualified, the employee is referred to the Requisitioning Department for interview.
6. A Notice of Personnel Action (NPA) will be prepared by HRD and a copy is given to the employee and the Accounting department.
7. If the employee passed, then a confirmation to his new position or promotion is announced and the necessary and applicable salary adjustment is effected.

8. The VP for HR is the final approving authority of Transfer and Promotion.

## **TRAINING AND DEVELOPMENT**

The Company is committed to provide further training and education to all its employees for the development of their fundamental knowledge and skills in the job they are performing and to create opportunities for advancement.

HRD will regularly conduct Training Need Evaluation to determine what training an employee needs. This is done in coordination with the employee's Supervisor or Department Head. Thereafter, the employee shall be required to submit an after-training report within three (3) working days from the last day of training, all training materials obtained therefrom and re-echo the learning experience to other concerned employees who may need such knowledge and skills.

Actual time spent for the training is considered working time. The company shoulders transportation and accommodation expenses. However, while on training, employee cannot claim overtime pay. All receipts are to be submitted to HRD immediately after the training for review and endorsement to Accounting Department.

Employees given opportunity to attend trainings will sign the required Training Contract, stating his agreement not to resign from his job Company within the training period as specified in the Training contract.

## **PERFORMANCE APPRAISAL**

Performance Appraisal is defined as the method of gathering data, statistics and feedback through observation made by the appraiser on the employee's efficiency in performing his duties and responsibilities during a given period of time based on pre-determined criteria and standards.

Criteria or standards in measuring one's performance:

Rating Scale:

- 5 Outstanding
- 4 Very Satisfactory
- 3 Satisfactory
- 2 Unsatisfactory
- 1 Poor

- I. Technical Proficiency
  - a. Quality
  - b. Timeliness
  - c. Eligibility
- II. Behavioral Dimensions
  - a. Punctuality / Attendance
  - b. Efficiency / Cost Effectiveness
  - c. Courtesy & Service Orientation

- d. Initiative
- e. Interpersonal Relations & Teamwork
- f. StressTolerance
- g. Integrity
- h. Leadership (for supervisors/managers)
- i. Stress Tolerance (for supervisors/managers)

Performance appraisal shall serve as basis for promotion, merit increase, demotion, transfer, lay-off, discharge, identification of training needs and management development programs, facilitate organizational diagnosis and development, and as a tool to Performance Management.

Performance of regular employees shall be conducted every semester or twice within the calendar year by the immediate supervisor; whereas those of non-regular employees shall be three times: (1) before the end of the first (1<sup>st</sup>) month, (2) before the end of the third (3<sup>rd</sup>) month, (3) before the end of the fifth (5<sup>th</sup>) month.

The minimum requirement for the retention of an employee are:

- an over-all rating of “satisfactory” or “higher”
- no “poor” rating
- good attendance record
- good attitude towards work and co-employees
- aptitude for future advancement and promotion

For non-regular employees, the evaluation should reflect whether the employee is qualified for regularization or for termination.

## **BENEFITS**

### **Uniforms**

Uniforms when required are issued to employees at no cost. An employee is required to take good care of the uniforms and maintain them in good condition.

The prescribed uniform must be worn at all times while at work and while inside the work area. Refusal or failure to wear the prescribed uniform shall be subject to disciplinary sanction under the Company Rules and Regulations.

### **Medical Benefits**

As a regular employee, they are enrolled as a Member of the Group Medical Insurance Plan under the Company’s health maintenance provider.

*Such other benefits may be granted depending on the Company’s financial capability.*

## **LEAVES**

### **Vacation Leave**

To provide employees respite from their daily work schedule, to recharge their vigor and enthusiasm, as well as to allow them to attend to personal matters, the Company shall grant an annual fifteen (15) day vacation leave to all employees after completing one (1) year of service.

Vacation leaves are scheduled by the Department Head or Supervisor of the employee to avoid hampering Company operations. Two weeks prior to taking his vacation leave, the employee must accomplish a vacation leave form, obtain department approval and submit the same to HRD for recording, control, processing. HRD will forward the leave form to Accounting for final processing and payment.

Unused vacation leaves in excess of thirty (30) days at the end of the calendar year shall be forfeited, unless otherwise justified and the excess carry-over is approved by the VP for HR. All leaves shall be taken in one continuous time. Leave credits are not applicable when the employee is under disciplinary action.

### **Sick Leave**

To give an employee the time to recuperate from any illness or injury, the Company shall grant an annual fifteen (15) day sick leave to all employees after completing one (1) year of service.

Sick leave shall be filed by the employee immediately upon return from sickness. The form shall be duly signed by the Department Head, after which the form is submitted to the HRD for recording, control, and processing. HRD will certify whether it is leave with or without pay before forwarding to Accounting for payment.

If the employee cannot report for work, he should inform HRD within the first (2) hours from the start of his official working time.

Absences due to sickness of more than two (2) days must be supported by a medical certificate from the employee's own doctor stating the diagnosis and when the employee is fit to work. Nobody shall be admitted back to work without a "Fit to Work" order from the physician.

Calling the office if an employee is sick does not mean approval of his absence. It shall only serve as a notification. Approval is granted only after proper notification has been made that the absence is valid.

No sick leave shall be granted in any of the following circumstances:

1. Sickness/injury by intoxication, use of prohibited drugs and or self-inflicted sickness or injury;
2. Injuries suffered in brawls, melee, riots, civil disorders, strikes, etc., except in cases not attributable to the fault of the employee;
3. All other injuries and illnesses caused by unlawful acts or brought about by vicious or immoral habits of the employee; and

4. When the employee is subjected to disciplinary sanction.

The Company provided Sick Leave Benefit is non-convertible to cash. If the benefit is already exhausted, the employee can also avail of his sickness benefit as provided for by the SSS.

### **Emergency Leave**

An absence is considered emergency when the employee has no time or chance to comply with the formalities of filing a vacation leave due to unanticipated circumstances such as sudden death, birth, sickness of an immediate member of the family and such other calamities like fire, flood or any circumstances that may mean the loss of life or limb or damage to a person requiring the employee's personal attention.

Immediate family member shall include:

1. If married, Spouse, children, parents, and parents-in-law
2. If single, Parents, unmarried brothers and sisters

An Emergency leave shall be charged to accrued Vacation leave. Thus, the employee must comply with all the requirements for Vacation leave as soon as the employee returns back to work. Otherwise, he shall be considered as AWOL subject to disciplinary sanction under the Company Rules and Regulations.

If the employee's leave credits have been exhausted, the rule of "no work-no pay" applies.

### **Maternity Leave**

Every female employee is entitled to maternity leave of sixty (60) days in case of normal delivery, abortion or miscarriage, or seventy-eight (78) days in case of caesarian section delivery.

### **Paternity Leave**

All married male employees shall be entitled to a Paternity Leave of seven (7) days with full pay for the first four (4) deliveries of the legitimate spouse with whom he is cohabiting.

Conditions for entitlement:

1. He is employed at the time of delivery of the child;
2. He has notified the Company of the pregnancy of his wife and her expected date of delivery;
3. His wife has given birth, suffers a miscarriage or an abortion.

***Paternity Leave is not convertible to cash.***

## **THIRTEENTH MONTH PAY**

All employees shall receive their thirteenth (13<sup>th</sup>) month pay not later than December 24th of every year.

“All employees” include all rank and file employees regardless of the amount of basic salary that they receive in a month, designation, employment status, method by which their wages are paid, provided that they have worked for at least one (1) month during a calendar year.

The minimum 13th Month Pay required by law shall not be less than 1/12 of the “Total Basic Salary” earned by an employee within a calendar year.

“Total Basic Salary” shall include all remuneration or earnings paid by the employer for services rendered but does not include allowances and monetary benefits which are not considered or integrated as part of the regular or basic salary, such as the cash equivalent of unused vacation and sick leave credits, overtime, premium, night differential and holiday pay, and cost of living allowances.

An employee who has resigned or whose services were terminated at anytime before the time of payment of the 13th Month Pay is entitled to this monetary benefit in proportion to the length of time he worked during the year, reckoned during the calendar year up to the time of his separation from the service.

## **PROPER OFFICE DECORUM**

MACROASIA has an excellent reputation for conducting its business activities with integrity, fairness, and in accordance with the highest ethical standards. All its employees shall enjoy the benefits of that reputation and are obligated to uphold it in every business activity.

## **EMPLOYEE CONDUCT**

All employees are required to observe the following guidelines while working and while inside Company premises:

1. Give due respect, courtesy and politeness not only to the Company Officers but to co-workers as well.
2. While on duty, avoid unnecessary conversation with one another. Sleeping and reading materials not related to one's work is prohibited during working hours;
3. Do not run. Avoid engaging in jokes, horseplaying, or entering into arguments with co-employees as well as other forms of disturbing actions and mannerism. Avoid indecent movements and posture. Always project a businesslike and professional image;
4. Be fast and alert, never slopping, lazy or tired;
5. Always wear a pleasant smile and project a pleasant facial expression. It creates goodwill and makes you approachable. Never frown or make faces;
6. Vulgar and profane languages should be avoided;
7. Do not cause or create intrigues among and between co-employees;
8. Strictly observe break periods. Extended break periods will not be tolerated



9. Absolutely no drinking or taking of intoxicating liquor or prohibited drugs while inside Company premises and while on duty. Any employee caught will be subjected to disciplinary sanction as stated in the Company Rules and Regulations;
10. Never enter any restricted areas unless authorized;
11. Maintain an orderly work place. Desk should be aligned evenly with no clutter on tabletops. Refrain from sitting on tabletops. Smoking, eating and drinking are not allowed in the workplace. Important papers and documents that are not needed should be kept in their proper filing cabinets or drawers.

## OFFICE ATTIRE

All employees are strictly bound by the following guidelines in the wearing of proper business attire while reporting for work:

1. Attire should be decent, free from visible holes, stains and unsightly markings;
2. A neat and clean appearance should be maintained, free from any body odor;
3. Hair should be simple and neatly styled;
4. Nails and hands should be trimmed and free from dirt;
5. Shoes should always be well polished. Wearing of sandals, slippers, rubber shoes and the likes are strictly prohibited;
6. Female employees should refrain from wearing round-neck t-shirts, “sexy”, haltered, sleeveless, hanging shirts or blouses, walking shorts, denim or maong jeans, micro and mini skirts;
7. Male employees likewise must refrain from wearing round-neck t-shirts, shorts, jogging pants, denim and maong jeans. Long or short sleeved polo shirt is advisable;
8. Employees required to use uniforms should wear them at all times while on duty.

## Against Office Decorum

Offense	Corrective Action				
	1 <sup>st</sup>	2 <sup>nd</sup>	3 <sup>rd</sup>	4 <sup>th</sup>	5 <sup>th</sup>
1. Engaging in unprofessional conduct/display, horseplay, littering, boisterous discussion, laughter, shouting, howling and similar disturbing, disruptive activities.	VW	WW	7	15	D
2. Other misconduct or misdemeanor within company premises including socials and similar activities.	WW	3	7	15	D
3. Failure/neglect to wear the required office attire/uniform while on duty.	WW	5	7	15	D
4. Smoking in non-smoking designated areas.	3	7	15	D	
5. Gambling or holding of unauthorized game during office hours or at anytime within company premise.	D				
6. Sleeping in work area and/or company premises.	VW	WW	7	15	D

## **HEALTH, SECURITY AND SAFETY**

### **SECURITY AND SAFETY REGULATIONS**

In the implementation of Security and Safety Regulations, all employees are enjoined to:

1. Subject themselves to routinary inspection. Employees should undergo frisking and inspection of their bags, attache' cases, packages and other belongings before leaving Company premises;
2. Use only entrances and exits that have been authorized and designated by Management;
3. Leave Company premises after the scheduled working time except when on overtime work. No one shall be allowed to loiter around, or go from one department to another where he is not authorized;
4. Report all areas that have unsafe conditions and security risk problems. This would include all accidents and injuries that have been incurred within the Company premises;
5. Observe and be conscious of safety sign, which must not be removed or defaced;
6. Refrain from selling products inside Company premises specially during working hours;
7. Observe non-smoking areas.
8. Keep aisle and all passageways clear of unnecessary objects;
9. Wear the required uniforms, safety and hygienic gadgets while on duty;
10. Switch off or unplug lights and electrically operated machines or equipment when not in use. It is the responsibility of the person nearest to the light switch and to the air-conditioning unit to turn it off after office hours before leaving the office;

Resigned or terminated employees shall not be allowed to enter Company premises without prior permission from HRD.

On Company records:

1. Company records should be kept in proper places away from the general public. It must always be filed properly and made available for official Company use and reference.
2. No employee may destroy, mutilate or throw away Company records without proper authorization from Management.
3. Reproduction of Company records is prohibited unless authorized by Management. Employees are also prohibited from passing on to any person or firm transactions, and other information relating to the business of the Company.

4. Company records, files or documents should not be brought out of the office unless authorized by Management.
5. Tampering, alteration, cancellation of any rubber stamp impression on any document shall be a cause for disciplinary action under the Company Rules and Regulations.
6. In cases where an outsider desires information, the same should have approval of Management.
7. An employee who intends to give papers, documents, or any item to another employee must use a Document Transmittal Form for proper documentation of deliveries and acknowledgments.
8. All Secretaries should make sure that the rooms of their respective Department Heads are properly closed and locked at the end of every working day.
9. No one is allowed to hold duplicate keys to any room except the Admin Department.

#### **Against Health and Sanitation**

<b>Offense</b>	<b>Corrective Action</b>				
	<b>1<sup>st</sup></b>	<b>2<sup>nd</sup></b>	<b>3<sup>rd</sup></b>	<b>4<sup>th</sup></b>	<b>5<sup>th</sup></b>
1. Failure to immediately report to proper authorities the treatment of any industrial accident no matter how minor.	WW	3	15	30	D
2. Refusal to submit to physical check-up, x-rays, etc.	WW	3	15	30	D
3. Failure to notify office of any communicable/contagious illness that may or may not be detrimental of company business and/or co-employee.	WW	5	7	D	

#### **Against Security and Safety**

<b>Offense</b>	<b>Corrective Action</b>				
	<b>1<sup>st</sup></b>	<b>2<sup>nd</sup></b>	<b>3<sup>rd</sup></b>	<b>4<sup>th</sup></b>	<b>5<sup>th</sup></b>
1. Reckless driving within Company premises using private or personal vehicle. Similarly recklessly driving company vehicle in or outside the premises.  *Employee may be required to pay the cost of loss/damage.	WW	5	7	D	
2. Refusal to wear safety devices and accessories provided for by the Company.	WW	5	7	D	

3. Unauthorized entry to restricted/secured areas, including entry within the premises while not on duty.	WW	7	15	D	
4. Reporting for work intoxicated or under the influence or prohibited drugs, drinking alcohol or taking prohibited drugs within company premises.	D				
5. Carrying/possession of all types of deadly weapon, explosives or objects that may cause injury or damage to person or property.	D				
6. Refusal to be inspected or searched before entering and leaving the premises.	D				

## **CLIENTS, GUESTS, INQUIRERS AND SUPPLIERS**

Proper attitude and conduct shall be observed in dealing with clients, guests, inquirers and suppliers. Hereunder are the guidelines to be followed:

1. The Company depends on its clients and should not be the other way around. Everyone is expected to give clients, guests, inquirers and suppliers utmost courtesy and respect;
2. Clients, guests, inquirers and suppliers should be attended to promptly. Never argue or quarrel with them. Should there be any matter that cannot be resolved, the matter should be referred to the concerned Supervisor or Department Head.
3. Personal visitors are discouraged specially during working hours except for emergency or urgent cases. The meeting should take no longer than fifteen (15) minutes. Otherwise, the personal visitor should wait at the reception area until the employee is off-duty.
4. Bringing of children during regular work time is strictly prohibited.
5. Under no circumstances shall the Company allow vendors, peddlers, and solicitors to enter, roam around or go about the office premises. Employees are expected to immediately inform HRD of the presence of any unauthorized persons in the area.

## **SEVERANCE OF EMPLOYMENT**

### **RESIGNATION**

Procedures to be undertaken by resigning employee:

1. An employee who wishes to resign must give a thirty (30) day written notice addressed to the Company through HRD, who in turn will submit it to the employee's Department Head;

2. The Department Head will take note of the date of resignation and forward the resignation letter to HRD for processing and approval
3. A "Clearance Form" is prepared by HRD and given to the employee who will personally process and require necessary signatures;
4. It shall be the duty of the resigning employee to turn-over all his pending work assignments to his Department Head, Supervisor or to other designated employee who shall assume the position for his clearance to be signed. This also includes the turning over of all machinery, equipment, office tools, and files assigned to him for use to the Property Custodian.
5. Once the clearance is completed and all pending work has been turned over, the form is returned to HRD for computation of benefits like earned sick and vacation leaves, leave balances, other monetary dues and accountabilities;
6. HRD will forward the Clearance Form to Accounting for final payment of all monetary dues to the employees;
7. The employee must sign the "Quit Claim and Waiver Form" after all monetary dues are given to him.
8. The employee must also surrender his Company issued I.D., HMO card and employee handbook before HRD issues the Certificate of Employment.

## **RETIREMENT**

The Company has an established and approved Retirement Policy which shall form part of this Handbook.

An employee who reaches the age of sixty-five (65) and has served the Company for at least five (5) years of continuous service is entitled to Retirement Benefits. Compulsory retirement is when the employee reaches sixty-five (65) years of age or twenty (20) years in service. Both the age and length of service are mandatory before the employee can avail of any retirement benefits.

A retiring employee should give a written notice of his intention to retire from the service, stating the date of his last day of service. This is given to his Department Head for notation. The Department Head shall instruct the employee to turnover all pending assignments to the person who will assume his position. The retirement letter is forwarded to HRD who shall initiate the clearance procedure. HRD shall endorse the application for Retirement to the Retirement Board. All benefits due to the employee shall be paid on his last working day and/or upon completion of his clearance. HRD's computation of Retirement benefits will be based on Labor laws.

## **TERMINATION OF EMPLOYMENT**

The Company may terminate an employment for any of the following reasons:

1. Serious misconduct or willful disobedience by the employee of the lawful orders of the Company or any of its officers in connection with his work;
2. Gross and habitual neglect by the employee of his duties;
3. Fraud or willful breach by the employee of the trust reposed in him by the Company or any of its officers;
4. Commission of a crime or offense by the employee against the Company or the person of his superiors.
5. Failure of the employee to qualify in accordance with the standard of the Company as earlier set forth in the criteria for Performance Appraisal.
6. Other causes analogous to the foregoing

## **MISCELLANEOUS PROVISIONS**

### **SUGGESTIONS**

Management has adopted an “open door policy” whereby positive suggestions will be entertained by the Department Head, Assistant Department Head or other senior officers. Suggestions that tend to improve the quality of work, increase productivity, or to create better conditions of employment are most welcome. If an employee is hesitant to bring his suggestion to the attention of his officers, the suggestions may be sent directly to the HRD.

### **COUNSELLING**

There may come a time when problems or misunderstanding may arise between the employees in connection with the discharge of their duties. If this has already affected the quality of their work, it is suggested that the same be brought to the attention of either the Department Head concerned or the HRD. Either one will be happy to assist the employee.

On problems relating to employment, personnel policies, house rules and regulations, HRD shall assist, advise and serve the employees. It is advisable, however, that the same be discussed first with the Department Head of the employee concerned.

## **CODE OF CONDUCT AND DISCIPLINE**

In order to achieve the objectives of MACROASIA in furthering the goals of effective and efficient servicing as well as to instill and sustain within the employee a sense of duty and a commitment to the virtue of honesty, integrity and responsibility, it is necessary to create norms of conduct that will regulate our behavior while within the company premises and/or while in the

performance of our duties. Discipline is a necessary step towards the achievement of these corporate goals. Ultimately, however, it is our desire that a time will come when this Code of Conduct and Discipline will be rendered superfluous by the total reconditioning of our minds and attitudes to our highest corporate goals. This Code intends to cover all employees, regardless of rank and position. Hereunder are the guidelines for a just and indiscriminate enforcement of this Code's provisions.

### ***Summary Procedures:***

In order to ensure fair play and speedy resolution of administrative cases, company investigations shall be expeditiously conducted without reference to strict technical rules of procedure as applied in judicial proceedings. Findings of administrative investigations, on the other hand, shall be based on such relevant evidence as a reasonable mind might accept as adequate to support a conclusion.

## **PENALTIES**

Disciplinary actions or penalties, when found warranted by the evidence, shall be imposed immediately or as soon as possible after the offense. Only one penalty shall be imposed for each offense. Moreover, if an administrative charge, proceeding from one incident or a single set of facts and circumstances, results in a finding that two or more offenses defined herein have been committed, the corresponding penalties for each offense shall be cumulated and one penalty shall be finally imposed that shall measure the gravity of all the offenses put together.

An employee's record of offenses shall be cumulative. The penalty for an offense shall be determined on the basis of his past record of offenses of any nature, or the absence thereof. The more habitual an offender has been, the greater shall the penalty be for the latest offense. Habitual offenders or recidivists have no place in MACROASIA. On the other hand, due regard shall be given to the length of time between commissions of individual offenses to determine whether the employee's conduct may indicate occasional lapses (which may require sterner disciplinary action) or a pattern of incorrigibility.

### **Right to Hearing and Defense**

An employee charged with an offense shall be afforded ample opportunity to be heard, but he shall not be allowed to unduly delay the administrative proceedings and the final resolution of the case.

### **Responsibility of Officials**

Every official shall ensure the maintenance of discipline within his area of responsibility and the observance by the personnel subordinate to him of the highest standards of competence, professionalism, courtesy, punctuality, attendance, effective and efficient performance of jobs and assignments, honesty, integrity, probity, teamwork and cooperation, and all the other behavioral traits expected of a member of MACROASIA family. He shall see to it that all his subordinates are aware of and shall be able to comply with all the provisions of this Code and all the other policies, rules, regulations, and guidelines promulgated by the company. Each superior or supervisor shall be strictly accountable for the proper discipline and job performance

of all subordinates under him. Correspondingly, each superior or supervisor shall be given sufficient authority and power to effectively discharge the foregoing responsibilities.

### **Responsibility of Employees**

Every employee shall be provided with a copy of rules and regulations herein embodied and shall be duly informed of any amendments or supplements thereto. It is the duty and responsibility of every employee to inform and make himself familiar with each and every rule, including amendments and supplements thereto. Ignorance of or unfamiliarity with the provisions herein contained shall not excuse anyone from compliance herewith.

### **Non-exclusivity**

The norms and conduct stated herein does not contain the entirety of the rules and regulations of the Company. Every employee is bound to comply with all the applicable rules, regulations, policies, procedures, and standards, including standards of quality, productivity, and behavior, as issued and promulgated by the Company through its duly authorized officials. Any violations thereof shall be punishable with a penalty to be determined by the gravity and / or frequency of the offense.

### **OFFENSES AGAINST COMPANY PROPERTIES**

The company recognizes that every employee has the innate capacity to be honest and to be straightforward in his business dealings and official transactions. Acts of dishonesty are thus abhorred. In order to correct all forms of deviation from this standard norm of behavior, the company reserves the right to file criminal/civil suits against the erring employee concerned. Every employee is expected to take good care of all company properties, equipment, vehicles, buildings, etc. In all cases of dishonesty and vandalism, restitution will be demanded in addition to whatever penalty is meted out.

#### **Against Company Property**

Offense	Corrective Action				
	1 <sup>st</sup>	2 <sup>nd</sup>	3 <sup>rd</sup>	4 <sup>th</sup>	5 <sup>th</sup>
1. Unauthorized possession and use of materials, equipment, product, facilities and other property whether owned by, leased to or deposited with the company regardless of the condition or value of such property.	WW	15	D		
2. Substituting or attempting to substitute company and/or client's materials and equipment with malicious intent.	30	D			



<p>3. Negligently or willfully causing or contributing damage to company property (building, tools, equipment, vehicle, materials, etc. as well as the property of company officials and co-employees).</p> <p>*Employee may be required to pay cost of loss or damage.</p>	WW	5	15	D	
4. Falsifying and/or destroying company records or documents.	D				
<p>5. Stealing/concealing company or client's property.</p> <p>*Without prejudice in filing legal actions.</p>	D				
6. Withholding, malversing or misuse of company funds even if such funds are returned.	D				
7. Unintentional taking/carrying-out of company and client's property or equipment outside the company premises.	5	7	15	D	
<p>8. Unintentional loss/destruction/damage of carrying assigned job/task.</p> <p>*Employee may be required to pay cost of loss or damage.</p>	WW	5	7	D	
<p>9. Failure of the employee/user to immediately report any damage or loss of company property to designated authority.</p> <p>*Employee may be required to pay cost of loss or damage.</p>	WW	5	7	D	
10. Unauthorized possession and use of company/clients property, premises, time and material for other purposes and benefit.	WW	15	D		
11. Vandalism and/or unauthorized posting of and removal of notices, memos and signage.	WW	5	D		
12. Willful destruction/loss or damage of company property such as but not limited to files, tools, equipment and premises or willfully permits a co-employee to lose destroy or damage the same.	D				

## OFFENSES AGAINST COMPANY INTEREST

Efficiency and effectivity in operation are part of the goals set by the company towards a world class corporation. Consequently, it is expected that the employees will not tolerate wastage of company resources, and disruption of work. For the protection and preservation of the good name and reputation of the company, employees are expected to conduct their official business transactions in a straightforward manner. A reprehensible conduct will result in the destruction of the good image of the company, hence, the company reserves the right to prosecute in court any employee whom it feels is deliberately working against company interest.

It is the desire of management to avoid work interruptions and ensure that the work is accomplished without delay. Employees are vital to the company. Therefore, all leaves with or without pay should be applied for in advance.

Tardiness is defined as reporting for work later than the start of the employee's regular work shift.

### Against Company Interest

Offense	Corrective Action				
	1 <sup>st</sup>	2 <sup>nd</sup>	3 <sup>rd</sup>	4 <sup>th</sup>	5 <sup>th</sup>
1. Attending to personal matters such as collecting debts and selling merchandise within company premises during office hours.	VW	WW	3	15	D
2. Creating and/or causing intrigues, making false inaccurate, misleading, fictitious or malicious statements that affects the company's reputation, profitability, efficiency, stability and good standing, ridiculing, insulting, embarrassing or mocking the Company by word/letter of action provided it does not constitute a constructive criticism meant to correct deficiencies and improving company operations and that the criticism are expressed solely within company premises and before appropriate company officials.	WW	D			
3. Divulging company and trade secrets, confidential information about the operations of the Company and Personal Information of employees without proper consent and approval.	D				
4. Advance release of information belonging or pertaining to the company in advance of the authorized release date.	15	30	D		

5. Concealment of defective work which directly results in damage or prejudice to the Company.	D				
6. Abandonment of post/work or exchanging assignment, post shift schedule without proper authorization from designated superior.	WW	5	7	D	
7. Malingering or feigning sickness to stop, delay, slow down or avoid assigned task/work similarly influencing, intimidating or threatening other employees to do the same.	3	15	D		
8. Offering soliciting or receiving anything of value to perform any act/activity prejudicial to the Company.	D				
9. Accepting directly or indirectly any sum of money, offer, promises or gift in consideration of an act connected with the discharge of the employee's official duty.	D				
10. Unauthorized solicitation /accepting directly money or anything of value from suppliers, creditors or parties doing business with the Company in exchange for a favor, decision or service that may or maybe not be detrimental to the Company.	D				
11. Misrepresenting/unauthorized use of Company name to obtain personal benefit.	D				
12. Forging and falsifying company documents/records. Presenting fraudulent documents or for gain, profit or advantages.	D				
13. Breach of confidentiality or revealing company trade secrets plans, operations, finances, inventories and similar classified matters of information.	D				
14. Competing or engaging in any activity which is directly competing with the Company's business or a part of its operations.	D				

## OFFENSES AGAINST FELLOW EMPLOYEE AND AUTHORITY

The company recognizes the innate dignity of every human being. Therefore, any behavior that tends to lower or mock personal dignity will be abated at its inception. Fighting of any kind will not be tolerated inside company premises, especially if the same was instigated by or participated in by a group, or with the use of firearms or any weapon, or while under the influence of liquor or prohibited drugs.

### Against Fellow Employee/Authority

Offense	Corrective Action				
	1 <sup>st</sup>	2 <sup>nd</sup>	3 <sup>rd</sup>	4 <sup>th</sup>	5 <sup>th</sup>
1. Making false and malicious accusations (libel) against co-workers or fellow employees.	3	15	D		
2. Performing acts/functions beyond authority detrimental to co-employees or Company.	3	7	D		
3. Provoking a fight, inflicting injury, intimidating, threatening, insulting, and harassing a co-employee for any reason at anytime within the Company premises.	7	15	D		
4. Discourtesy and disrespectful acts towards superior, company visitors, representative or fellow employee.	7	15	D		
5. Insubordination – neglect/refusal to comply, obey and cooperate a legitimate work-related instruction/order from superior.	7	15	D		
6. Abuse of authority to gain profit or advantage against an employee directly or indirectly under his/her supervision.	15	D			
7. Sexual harassment	MDB deliberation bound by the Sexual Harassment Law				
8. Divulging Personal Information of employees without proper consent and approval.	D				

## **POLICY ON SEXUAL HARASSMENT**

**Policy Statement:** MAC has an obligation to provide an environment for all employees which is free from sexual harassment. MAC shall make every reasonable effort to ensure that no employee is subject to sexual harassment. Any violations to this policy shall be dealt with accordingly.

**Definition:** Unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of sexual nature constitutes sexual harassment when:

- (a) the sexual favor is made as a condition of an individual's employment (this includes the hiring, re-hiring, continued employment);
- (b) submission to or rejection of such conduct by an individual is used as a basis for or a factor in employment decision affecting the individual (this includes compensation, terms, conditions, promotions or privileges);
- (c) it would impair employee's rights or privileges under existing labor laws;
- (d) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creates an intimidating, hostile or offensive work environment.

**Liability:** This act can be committed by an employer, employee, manager, supervisor, agent of the employee or any other person who, having authority, influence or moral ascendancy over another in a work environment regardless whether the sexual favor is accepted by the object of said Act.

A person who directs or induces another to commit any act of sexual harassment or who cooperates in the commission thereof without which it would not have been committed shall also be held liable.

**Procedure:**

- A. Any employee of MAC who feels that she/he is being subjected to sexual harassment should feel free to communicate clearly to the offender that the behavior is not welcome and should also report the behavior to the offender's department head. If employee cannot seek help from the department head, employee can submit a written request for assistance to HRD .
- B. If on a departmental level, the problem is not resolved, the matter will be elevated by HRD to a sub-committee of the MAC Disciplinary Board who will hear the complaint. There will be a minimum of three (3) members which will be composed of 1 manager, 1 supervisor and 1 rank and file employee. A gender mix is required. The facts of each incident will determine the response to each complaint. Both the complaint and investigation must be documented as thoroughly as possible.

- C. Information disclosed during a complaint will be held in confidence and will be disclosed only on a need-to-know basis in order to investigate and resolve the complaint.
- D. Anyone who receives a complaint of sexual harassment from an employee must contact HRD. For Department Managers, they are to coordinate with HRD during complaint process. Allegations of sexual harassment will be investigated promptly, fairly and completely. Documentation is a requirement.
- E. No retaliatory or intimidating action directed toward an individual making a complaint under this policy will be tolerated. Any retaliatory actions will result in discipline up to and including dismissal.

## **OFFENSES AGAINST SUPERIORS**

Every employee will be guaranteed the right to protect himself against any abusive conduct of his superiors. However, no disrespect or harm towards the latter will be tolerated. Employees are expected to obey lawful orders/instructions regarding their work in order to maintain the workflow and promote harmony and good order, all of which are essential to the efficiency of operations and the realization of the corporate objectives of the company.

## **OFFENSES AGAINST COMPANY SECURITY POLICY**

The company constantly strives to provide for all of its employees a peaceful and orderly workplace, the employees are encouraged to abide by company rules adopted for this purpose. In order to properly identify all employees and ensure that outsiders are not free to roam around the company premises, all employees are required to wear an identification card at all times while inside the company premises.

To maintain security and order within the company premises and among its employees, the company prohibits any employee from bringing deadly weapons inside company premises.

## **OFFENSES AGAINST PUBLIC MORALS OR PUBLIC POLICY**

Gambling, taking bets or any game of chance inside company premises are counter-productive and sow strain in the working relationships. On the other hand, the use of alcohol and prohibited drugs in the work place, and reporting for work under the influence of liquor/drugs are considered not only hazardous to one's health but of the welfare of his co-worker and the company as well.

## **CONFLICT OF INTEREST POLICY**

It is the obligation of every employee to declare and divulge in writing his own involvement in any conflict of interest with the company. The very existence of a conflict-of-interests situation

is not in itself a punishable offense. However, failure, whether deliberate or through neglect, to divulge the same to the company shall be punishable under this code.

After an employee makes such a declaration, the company shall determine whether or not the actual or potential conflict-of-interest poses any danger to the company. If so, the company shall take measures to protect itself from any harmful effects of such conflict. Such measures shall include, but shall not be limited, to transferring the employee to another position whereby the conflict shall cease to exist, or requiring the employee to divest himself of all his interests which are in conflict with the company.

For purposes of this Code, a conflict-of-interests shall be deemed to exist where, in general, an official or other employee has or acquires a financial or other interest of a personal nature in any business enterprise or transaction in which he may be called upon to act (e.g. approval, recommend action, make study) in a manner detrimental to the interest of MAC by reason of his personal involvement in such business enterprise or transaction. Such personal interest is not confined to the personal involvement of the officer or employee himself but may also arise directly or indirectly as a result of the officer's or employee's family or close personal relationship. "Family relationship" shall include the spouse or relatives by consanguinity to the third degree or by affinity to the second degree. "Close personal relationship" shall include close personal friendship or professional employment by the officer or employee giving rise to or assuring free access to such officer or employee.

#### **Against Conflict of Interest**

<b>Offense</b>	<b>Corrective Action</b>				
	<b>1<sup>st</sup></b>	<b>2<sup>nd</sup></b>	<b>3<sup>rd</sup></b>	<b>4<sup>th</sup></b>	<b>5<sup>th</sup></b>
1. Investment or other pecuniary or materials interest, directorship, officership, partnership, employment, consultancy, distributorship or agency or sub-agency in (a) supplier company (b) contractor (c) sub-contractor (d) customer (e) competitor (f) creditor (g) any other company or enterprise that does business or seeks to do business with MACROASIA.	15	D			
2. Borrowing money or property from otherwise incurring any debt to any of the companies or enterprise enumerated in number 1 above.	15	D			

#### **ADMINISTRATIVE PROCEDURES**

1. Any behavior or acts committed by an employee which the Company may have reasons to believe are in violation of Company rules and regulations will be reflected in the Incident Report prepared by the immediate supervisor or by the reporting party.

2. If the reporting party is not the direct Supervisor of the employee, he should submit the form to the Supervisor of the concerned employee. It is the responsibility of the Supervisor to discuss with the concerned employee the reported violation or incident.
3. The concerned employee must acknowledge receipt of the Incident Report and explain within forty-eight (48) hours in writing the reason for such act.
4. The Supervisor, after evaluating the written explanation of the employee will make his recommendations and forward the same to HRD.
5. HRD will evaluate the case and determine if further investigation is necessary.
6. HRD will render the final decision within five (5) days from conclusion of the investigation. HRD will advise the employee in writing of its decision.
7. The decision of the HRD can be appealed in writing by the employee to the General Manager who will render his/her decision in writing within five (5) calendars days from receipt of the written appeal.
8. No decision on a case can be made by any Company Official without going through these procedures.
9. All investigation proceedings will be recorded in writing at all times and will form part of the case record.
10. The Incident Report will be filed in the employee's 201 File.

#### **Against Department Procedures**

Offense	Corrective Action				
	1 <sup>st</sup>	2 <sup>nd</sup>	3 <sup>rd</sup>	4 <sup>th</sup>	5 <sup>th</sup>
1. Failure to comply with Quality & Hygiene standards.	WW	7	15	D	
2. Failure to comply with established Department Operating Procedure.	WW	7	15	30	D
3. Ignoring verbal and written announcement and posted notices, memos and similar information dissemination tools.	WW	7	15	30	D
4. Committing illegal acts on the time card 4.1. Refusal/willful neglect to time in/out. 4.2. Instructing somebody or punching time card of co-employee. 4.3. Destroying own/co-employee's time	WW	D			



card. 4.4. Taking/concealing other employee's time card. 4.5. Altering/tampering own or other employee's time card.					
5. Reporting for work intoxicated or under the influence of prohibited drugs; drinking alcohol or taking prohibited drugs within the Company premises	D				

## Policy on Information Technology Security

To enable an employee to perform his / her job, an access is provided to the Company's network infrastructure and a corresponding electronic mail (email) account is given. It is expected that these are to be used as a tool for business purposes only using strict professional standards.

The company is committed to provide management direction and support for Information Security in accordance with business requirements and relevant laws and regulations, to preserve Confidentiality, Integrity and Availability of all its information assets.

## Against Information Technology Security

Offense	Corrective Action				
	1 <sup>st</sup>	2 <sup>nd</sup>	3 <sup>rd</sup>	4 <sup>th</sup>	5 <sup>th</sup>
1. Trespassing on the rights of any person or company protected by copyright, trade secret, patent or other intellectual property, or similar laws or regulations, including, but not limited to, the digitization and distribution of photographs from magazines, books, or other copyrighted sources, copying of copyrighted music and installation or distribution of "pirated" or other software products that are not appropriately licensed for use by the Company	D				
2. Physical abuse causing damage or theft of equipment, wiring, software or data;	D				
3. Attempting to degrade the performance or crash the company's computer system or corrupt it any other way intentionally;	D				

4. Circumventing user authentication or security of any host, network or account.	D				
5. Attempting to disguise the identity of the account or machine being used or the nature of the work that the user is doing such as but not limited to IP spoofing;	D				
6. Using any of Company's computers or any asset within the Company's network to make unauthorized entry into any other computer or network, whether inside the Company or remotely;	D				
7. Using any program/script/command, or sending messages of any kind, with the intent to interfere with, or disable, a user's terminal session, via any means, locally or via the Internet	D				
8. Engaging in any activities that may result in damage to computer, software, or information, such as, eating, drinking and smoking in non designated areas;	WW	15	D		
9. Vandalizing or willfully damaging IT equipment and resources;	D				
10. Using company asset for personal gain / benefit i.e., downloading of non-work related items, storing of personal items;	WW	7	15	D	
11. Playing any form of computer games using equipment	WW	7	15	D	
12. Downloading, viewing, and storing of any text, images or material of pornographic, racist or extreme political nature, or which incites violence, hatred or any illegal activity using company resources;	WW	7	15	D	
13. Transmitting or downloading confidential, political, obscene, threatening or harassing	WW	7	15	D	

materials through the Company's internet access;					
14. Using Company's computing asset to actively engage in obtaining or transmitting material that is in violation of sexual harassment or hostile workplace laws in the user's local jurisdiction;	WW	D			
15. Downloading, installation, copying or use of unlicensed software in Company-owned computers (including but not limited to desktops, laptops, servers).	WW	15	D		
16. Disposal of outdated / superseded manuals, storage devices, and the like into a garbage bin; these should be thoroughly erased to remove any information that could be used by an outsider to penetrate the company's computer systems;	WW	15	D		
17. Use of log-in credentials and passwords not authorized;	D				
18. Sharing of log-in credentials and passwords to others including household members when working from home	WW	15	30	D	
19. Use of PC or laptop with an active session but different log-in credentials without consent of the logged user;	WW	15	D		
20. Sending unsolicited email messages, including the sending of "junk mail" or other advertising material to individuals who did not specifically request such material (email spam) using MacroAsia's account.	WW	15	D		
21. Unauthorized use, or forging, of email header information;	D				
22. Creating or forwarding "chain letters" and investment fraud like "Ponzi" and "Pyramid";	WW	7	15	30	D

23. Sending, distributing or replying to mail bombs, whether malicious or otherwise). Mail bombing is understood as causing individuals to receive large amounts of unrequested email by any means;	WW	7	15	30	D
24. "Non-job related" solicitations are not permitted using the Company's email system	WW	15	D		
25. Social computing by employees, whether using the Company's network, shall also be subject to the terms and restrictions. Limited and occasional use of systems to engage in social computing is acceptable, provided that it is done in a professional and responsible manner and does not otherwise violate Acceptable Use Policy, is not detrimental to the Company's best interests, and does not interfere with an employee's regular work duties.  Employees shall not engage in any social computing that may harm or tarnish the image, reputation and or goodwill of the Company and co-employees	WW	15	30	D	
26. Misusing the telephone system, the voice-mail system, computer systems, the computer network, or other systems on the network. This shall include, but is not limited to: breaking into, halting, slowing down, or breaching security of any of these systems.	D				
27. Port scanning or security scanning unless prior approval from the head of IT Head is made.	WW	15	D		
28. Executing any form of network monitoring which will intercept data not intended for the employee's host, unless this activity is a part of the employee's normal job/duty.	WW	15	D		
29. Interfering with or denying service to any user other than the employee's host (for example, denial of service attack);	D				

30. Use of Proxy Sites and Software to bypass Company Firewall	WW	15	D		
31. Other acts or omissions violating the company's approved IT Security Policies and other analogous unethical business conduct.	WW	15	D		

## DISCIPLINARY SANCTIONS

**Warning** – Verbal reprimand

Written Warning – A written notice / admonition reminding / advising an employee that repetition of the same offense shall be dealt with more severely. This places an employee under observation.

**Suspension** – Employee is not allowed to work for a number of days as provided for by the applicable violated rules and regulation. Vacation and Sick leave credits cannot be applied during the period of suspension.

**Dismissal** – Termination of employment for violation or repeated violation of the rules and regulations and any of the just causes as provided for by law. This means that the employee loses his employment status and all rights and privileges accorded to him as an employee.



## HR POLICIES AND PROCEDURES

### DRUG-FREE WORKPLACE POLICY

**Purpose and Scope:** To ensure that all MAC employees are healthy and in good physical condition in attending to their responsibilities, MAC strengthened the Drug-Free Workplace Policy by setting proper guidelines and procedure on drug-testing.

This is part of the Company's response to the government's call for support in the implementation of the Republic Act No. 9165, otherwise known as the Comprehensive Dangerous Drugs Act of 2002.

#### Confidentiality

This policy protects employees and their privacy to the fullest extent of law. Only authorized people may know the results and have access to them. If the drug testing screening result is found to be positive, the submitted sample will be sent for confirmatory testing to the Department of Health (DOH) accredited clinics for validation. Test results may be used in any court case, arbitration, or administrative hearing. These results will not be used against the employee in any criminal prosecution. If the employee is referred to a treatment / rehabilitation center, the drug test results will be disclosed to the patient's medical personnel.

#### Advocacy, Education and Guidelines

MAC undertakes to increase the awareness and education of its employees on the adverse effects of dangerous drugs through continuous advocacy, education, and training programs/activities.

As an advocacy campaign, any MAC employee who **voluntarily** discloses his/her dependency on prohibited drugs to MAC **before** the drug testing activity, such dependence being the **first** and upon undertaking that there would be **no further use** of such prohibited drugs, shall be assisted by the company in management of treatment and rehabilitation, and shall not suffer the administrative penalty.

All MAC employees and service providers are required to undergo an orientation/education program. The program shall include the following topics:

- Salient features of R.A. 9165
- Adverse effects of alcohol abuse and/or misuse of dangerous drugs on the person, workplace, family and the community
- Preventive measures against drug and alcohol abuse
- Steps to take when intervention is needed, as well as available services for treatment and rehabilitation.

To encourage all employees to lead a healthy lifestyle while at work and at home, MAC undertakes to conduct the following activities as possible:

- Lifestyle assessment programs on health nutrition, weight management, stress management, alcohol abuse, smoking cessation, and other indicators of risk diseases;
- Health wellness screenings (e.g. blood pressure and heart rate, cholesterol test, blood glucose, etc.)
- Sports, recreational and fun-game activities
- Other activities promoting health and wellness.



## **Drug Testing Guidelines and Procedures**

### **Eligible Employees**

All regular and probationary employees must submit to drug test in accordance with Republic Act No. 9165, otherwise known as the Comprehensive Dangerous Drugs Act of 2002. Current employees must undergo testing every Annual Physical Medical Examination (APME).

### **Drug Testing Procedure**

MAC requires all its regular and probationary employees to undergo the unannounced random drug test in compliance with rules and regulations.

Random drug test requires two (2) testing methods, the screening test which will determine the positive result as well as the type of drug used. All screened positive shall be subjected to a confirmatory drug test.

A screen test is a "rapid test performed to establish potential/presumptive positive result." The confirmatory test is an "analytical test using a device, tool or equipment with a different chemical or physical principle that is more specific which will validate and confirm the result of the screening test."

R.A. 9165 specifically requires that the random drug test should only be done with an authorized drug testing center by DOH to safeguard the quality of test results.

### **Cost**

MAC will pay the cost of any drug test it requires. Should an employee request a retest after receiving positive results, the employee will shoulder the cost of the examination which will be conducted at MAC accredited testing clinics.

### **Disciplinary Action**

If the DOH accredited clinics' personnel determine that the positive tests were not erroneous, the following disciplinary actions shall be imposed:

1. Probationary Employees – A Notice of Termination will be given to them by the HRD a day before the effective date of such termination.
2. Regular Employees – The following procedures shall be implemented:

HRD will give a written notice informing him/her about the positive test result of drug test with a copy given to the respective Department Head. Possible termination of employment may follow as a result of the alleged offense after due process has been observed.

### **Drug and Alcohol Use at Workplace**

MAC will not tolerate any use of non-prescribed drugs or alcohol during working hours. If the employee comes to work under the influence of drugs or alcohol within or outside the company's premises, the employee will be dismissed from employment as stated in MAC's Employee Handbook.

### **Illegal Use of Drug is a Just Cause for Termination**

Possession and use of illegal drug is a serious misconduct. As defined by the Philippine Labor Code, serious misconduct is "the transgression of some establishment and definite rule of action, a forbidden act, a dereliction of duty, willful in character and implies wrongful intent and not mere error in judgment". For serious misconduct to warrant dismissal, it must (1) be serious, (2) relate to the performance of one's duty, and (3) show that the employee has become unfit to continue working for the employer.

### Guidelines on Rehabilitation for Voluntary Submission

Voluntary submission of the employee for his/her drug dependency may be requested prior to any random drug tests conducted. Upon voluntary submission of the employee for his/her drug dependency, the following actions are to be taken:

- A. Once the official confirmatory result is received, the subject employee will be summoned to discuss with him his/her confirmatory result. A written notice will be given informing employee about positive confirmatory test result of drug test. HRD will inform the respective Department Head about the said result. The HRD will send a letter (a consent signed by the employee) to a DOH accredited clinic to keep the urine sample in its freezer for safekeeping (1 year).
- I. A notice from the HRD shall be made to ask the employee to undergo forced leave for drug rehabilitation for initially thirty (30) days and/or depending on the recommendation of a psychiatrist. Sick leave credits will be also consumed if vacation leave credits are not sufficient for the thirty 30-day required leave.
- II. Drug rehabilitation of an employee will not be shouldered by the company.
- III. The employee is expected to recover and signify interest in overcoming the drug dependency. The employee will secure a medical certificate from their psychiatrist that indicates the said person has undergone drug rehabilitation.
- IV. After thirty (30) days of recuperation, implicated person will be assisted by the HRD to undergo a re-test on drug screening at any DOH-accredited clinic. If the drug retest results to negative findings for substance use, the employee may report to work. However, he/she shall be monitored and will be subjected to three (3) random drug tests as determined by the management.
- V. If DOH-accredited clinic confirmatory result confirms that the employee is indeed positive for drug usage for the second time, a termination notice shall immediately be given to the employee.
- VI. Waiting time for DOH accredited clinics confirmatory result is 3-4 weeks.

For HR Manual Copy only  
Approved by:

  
**JOSEPH T. CHUA**  
President & COO

  
**ATTY. MARIVIC T. MOYA**  
VP-HR, Legal & External Relations

Date Approved:

24 OCTOBER 2014





## **DATA PRIVACY POLICY ON WEBSITE USE**

MacroAsia Corporation's Privacy Statement describes how we collect, hold, and use information about individual persons who visit this website.

By using this website, you consent to the collection and use of information as set forth in this privacy policy. You also acknowledge that MacroAsia Corporation may periodically change, modify, add or remove or otherwise update this privacy policy at its discretion, without prior notification. However, we will always handle your Personal Information in accordance with the Privacy Policy that was in effect at the time of collection. It is our intention to post changes to our privacy policy on this page so that you are fully informed concerning the types of information we are gathering, how we use it, and under what circumstances it may be disclosed.

Our Privacy Policy is located on our homepage and is also available on any page where Personal Data are requested. At such data collection points, further explanation may be provided, where appropriate, as to the purposes for which the data will be used.

## **1. Pledge on privacy**

The term "Personal Data" as used in this Privacy Policy refers to information such as your name, birth date, gender, e-mail address, mailing address, or telephone/mobile number that can be used to identify you. Generally, we will only process your Personal Data as described in this Privacy Policy. However, we reserve the right to conduct additional processing to the extent permitted or required by law, or in support of any legal or criminal investigation.

The next sections explain how and when we collect Personal Data from you.

## **2. Intended use of Personal Data**

To view our website does not require any form of registration. You are allowed to visit our site without telling us who you are. However, some portions may require you to provide us with Personal Data. In these situations, if you choose to withhold any Personal Data requested by us, it may not be possible for us to respond to your query.

We may collect and use Personal Data to provide you with services, or respond to your query, or to communicate with you, or for other purposes which are evident from the circumstances.

## **3. Non-disclosure of Personal Data**

We will not sell, share, or otherwise distribute your Personal Data to third parties except as provided in this Privacy Policy. We may disclose your Personal Data to other subsidiaries and/or affiliates that agree to treat it in accordance with this Privacy Policy. Personal Data may also be transferred to third parties who act for or on our behalf, for further processing in accordance with the purpose(s) for which the data were originally collected or may otherwise be lawfully processed, such as recruitment or evaluating the usefulness of this website, data management or technical support. These third parties have contracted with us to only use Personal Data for the agreed purpose, and not to sell or disclose your Personal Information to third parties except as may be required by law, as permitted by us or as stated in this Privacy Policy.

Personal Data may likewise be disclosed to a third party if we are required to do so because of an applicable law, court order, or governmental regulation, or if such disclosure is otherwise necessary in support of any criminal or other legal investigation or proceeding here or abroad.

#### **4. Right of access, correction and objection**

Whenever we process Personal Data, we take reasonable steps to ensure that your Personal Data is kept accurate and up-to date for the purposes for which it was collected. We will provide you with the ability to object to the processing of your Personal Data if such processing is not reasonably required for a legitimate business purpose as described in this policy or our compliance with law. If you wish to contact us regarding our use of your Personal Data or object to the processing of your Personal Data, please email us at [info@macroasiacorp.com](mailto:info@macroasiacorp.com). If you contact us, please note the name of the website where you provided the information, as well as the specific information you would like us to correct, update or delete plus a proper identification of you. Requests to delete personal data will be subject to any applicable legal and ethical reporting or document filing or retention obligations imposed on us.

#### **5. Security and confidentiality**

To ensure the security and confidentiality of Personal Data that we collect online, we use data networks protected, *inter alia*, by industry standard firewall and password protection. In the course of handling your Personal Data, we take measures reasonably designed to protect that information from loss, misuse, unauthorized access, disclosure, alteration or destruction.

#### **6. Data transfer abroad**

MacroAsia Corporation is a company based in the Philippines and operates only within the jurisdictional boundaries of the Philippines. As such no Personal Data will be transferred outside the Philippines.

#### **7. "Cookies" and internet tags**

We may collect and process information about your visit to this website, such as the pages you visit, the website you came from, and some of the searches you perform. Such information is used by us to help improve the contents of the site and to compile aggregate statistics about individuals using our site for internal, market research purposes. In doing this, we may install "cookies" that collect the domain name of the user, your internet service provider, your operating system, and the date and time of access. A "cookie" is a small piece of information which is sent to your browser and stored on your computer's hard drive. Cookies do not damage your computer. You can set your browser to notify you when you receive a "cookie," this will enable you to decide if you want to accept it or not. If you do not want us to install cookies, please email us at [info@macroasiacorp.com](mailto:info@macroasiacorp.com). We would like to

inform you, however, that if you do not accept you may not be able to use all functionality of your browser software.

Occasionally, we may use internet tags (also known as action tags, single-pixel GIFs, clear GIFs, invisible GIFs and 1-by-1 GIFs) and cookies at this site and may deploy these tags/cookies through a third-party advertising partner or a web analytical service partner which may be located and store the respective information (including your IP-address) in a foreign country. These tags/cookies are placed on both online advertisements that bring users to this site and on different pages of this site. We use this technology to measure the visitors' responses to our sites and the effectiveness of our advertising campaigns (including how many times a page is opened and which information is consulted) as well as to evaluate your use of this website. The third-party partner or the web analytical service partner may be able to collect data about visitors to our and other sites because of these internet tags/cookies, may compose reports regarding the website's activity for us and may provide further services which are related to the use of the website and the internet. They may provide such information to other parties if there is a legal requirement that they do so, or if they hire the other parties to process information on their behalf.

## **8. Google Analytics**

We may use Google Analytics to rationalize our portfolio of websites by (i) optimizing traffic to and between corporate websites, and (ii) integrating and optimizing web pages where appropriate. "Google Analytics" is a service offered by Google Inc. ("Google") that generates detailed statistics about a website's traffic and traffic sources and measures conversions and sales. Google Analytics uses "cookies" stored on your computer to help analyze how users use our website.

The information generated by the cookies about your use of our website, including your IP address, will be anonymized by use of the appropriate settings and transmitted to Google servers in the United States. For more information on how IP anonymization works please see <https://support.google.com/analytics/answer/2763052>

On behalf of us, Google may use the information generated by the cookies for the purpose of evaluating the use of our website, compiling reports on website activity providing us with these reports for analytical purposes. They may transfer this information to third parties in case of a statutory obligation or if a third party processes data on behalf of Google. Under no circumstances that Google will combine or associate your IP address with other data stored at Google.

You may prevent or stop the installation and storage of cookies on your browser settings by downloading and installing the free Opt-out Browser Add-on available at <https://tools.google.com/dlpage/gaoptout?hl=en>. We inform you that in such case you will not be able to wholly use all functions of our website.

By using our website you consent to the processing of any personal data Google will collect on you in the way and for the purpose as described above.

## **9. Personal information and children**

Most of the contents available on this site are intended for persons 18 years of age and older. We will not knowingly collect, use or disclose Personal Data from a minor under the age of 18, without obtaining prior consent from a person with parental responsibility (e.g., a parent or guardian) through direct off-line contact. We will provide the parent with (i) notice of the specific types of personal data being collected from the minor, and (ii) the opportunity to object to any further collection, use, or storage of such information. We abide by laws designed to protect children.

## **10. Disclosing data for other reasons**

In certain circumstances, the Data Protection Act allows personal data to be disclosed to law enforcements without the consent of the data subject. The contents available on this site are intended for persons 18 years of age and older. We will not knowingly collect, use or disclose Personal Data from a minor under the age of 18, without obtaining prior consent from a person with parental responsibility (e.g., a parent or guardian)

## **11. Links to other sites**

MacroAsia Corporation's Privacy Policy applies only to this website, and not to websites owned by third parties. We may provide links to other websites which we believe may be of interest to our visitors. We aim to ensure that such websites are of the highest standard. However, due to the nature of the internet, we cannot guarantee the privacy standards of websites to which we link, or be responsible for the contents of sites other than our website. This Privacy Policy is not intended to be applicable to any linked, non-Novartis site.

### Summary of Material Related Party Transactions

For the year 2023

Parties		Relationship of the Parties	Nature of Transaction	Amount (in Php millions)	% over Total Asset (Consolidated AFS 2022)	Terms and Conditions
MacroAsia Airport Services Corporation	Philippine Airlines	Affiliated Companies	Ground and cargo handling services	2,644	23%	The revenue is related to the ground and cargo handling services rendered with 30 days payment term from the receipt of invoice.
MacroAsia SATS Inflight Services Corporation	Philippine Airlines	Affiliated Companies	Catering services	1,521	13.2%	The revenue is related to the catering services rendered with 30 days payment term from the receipt of invoice.