

# COVER SHEET

C S 2 0 1 2 1 0 3 1 4  
SEC Registration Number

C O A L A S I A H O L D I N G S ,  
I N C O R P O R T E D  
(Company's Full Name)

2 N D F L O O R J T K C C E N T R E , 2 1 5 5  
D O N C H I N O R O C E S , M A K A T I C I T Y  
(Business Address: No. Street/City/Town/Province)

RAMON GABRIEL K. CARASIG

Contact Person

632-0905

Company Telephone Number

1 2 3 1  
Month Day  
Fiscal Year

0 7 3 1  
Month Day  
Annual Meeting

S E C F O R M - I - A C G R  
Form Type

Secondary License Type, if applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Number of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be Accomplished by SEC Personnel

File Number

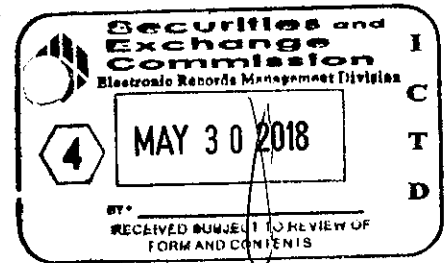
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**SEC FORM - I-ACGR**

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

1. For the fiscal year ended 31 December 2017
2. SEC Identification Number CS201210314
3. BIR Tax Identification No. 008-297-271-000
4. Exact name of issuer as specified in its charter

**COAL ASIA HOLDINGS, INCORPORATED**

5. Metro Manila, Philippines  
Province, Country or other jurisdiction of  
incorporation or organization
6.  (SEC Use Only)  
Industry Classification Code:
7. 2<sup>ND</sup> Floor JTKC Center, 2155 Don Chino Roces, Makati City 1231  
Address of principal office Postal Code
8. (02) 632-0905  
Issuer's telephone number, including area code
9. Not applicable  
Former name, former address, and former fiscal year, if changed since last report.

# **INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

**COMPLIANT/**

**NON-**

**COMPLIANT**

## **ADDITIONAL INFORMATION**

## **EXPLANATION**

### **The Board's Governance Responsibilities**

**Principle 1:** The company should be headed by a competent, working board to foster the long-term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long-term best interests of its shareholders and other stakeholders.

#### **Recommendation 1.1**

|                                                                                                                                                                                          |           |                                                                                                                                                                                                                                                                                                                                                                                                               |  |
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| 1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.                                          | COMPLIANT | Provide information or link/reference to a document containing information on the following:<br><br>1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors<br><br>Please refer to the Company's Website under 'Our Company':<br><a href="http://www.coodasicholdings.com/ourcompany.html">http://www.coodasicholdings.com/ourcompany.html</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 | 2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance<br><br>Please refer to the Revised Manual on Corporate Governance – Compliance System, Board of Directors:<br><a href="http://www.coodasicholdings.com/corporategovernance.html">http://www.coodasicholdings.com/corporategovernance.html</a>      |  |

#### **Recommendation 1.2**

1. Board is composed of a majority of non-executive directors.

COMPLIANT

Identify or provide link/reference to a document identifying the directors and the type of their directorships

| Name                     | Type of Directorship |
|--------------------------|----------------------|
| Harald R. Tomintz        | Non-Executive        |
| Johnson A. Sanhi, Jr.    | Executive            |
| Dexter Y. Tiu            | Executive            |
| Eric Y. Roxas            | Non-Executive        |
| Juan Kevin G. Belmonte   | Independent          |
| Aistides S. Armas        | Independent          |
| Arsenio M. Bartolome III | Independent          |

**Recommendation 1.3**

1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.

COMPLIANT

Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.

Please refer to Part VIII Training Process of the Revised Manual on Corporate Governance for the policy on the training of directors:  
<http://www.coodisidholdings.com/corporategovernance.html>

|                                                                       |               |                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                       |
|-----------------------------------------------------------------------|---------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2. Company has an orientation program for first time directors.       | COMPLIANT     | Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.<br><br>Mr. Bartolome was a first-time director for 2017. He was given an orientation to the business of the Company and was furnished copies of the Company's Articles of Incorporation, By-laws and other relevant documents. |                                                                                                                                                                                                                                                                       |
| 3. Company has relevant annual continuing training for all directors. | NON-COMPLIANT |                                                                                                                                                                                                                                                                                                                                                                                                                                                   | The Company has no annual in-house Corporate Governance training for its directors. However, the Company regularly informs the directors of the schedule of SEC accredited Corporate Governance Training programs and assists them in the reservation of their slots. |

**Recommendation 1.4**

|                                                                                                                                                                                                            |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
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| 1. Board has a policy on board diversity.                                                                                                                                                                  | COMPLIANT | <p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>The Corporate Governance Committee evaluates the nominees for election as directors to ensure that there is diversity of experience and backgrounds. This is part of the duty of the Nomination Committee when they pre-screen and shortlist the nominees for election as directors. Please refer to the Revised Manual on Corporate Governance – Compliance System, Board Committees. <a href="http://www.coalasholdings.com/corporategovernance.html">http://www.coalasholdings.com/corporategovernance.html</a></p> <p>Indicate gender composition of the board.</p> <p>The Board is composed of seven (7) male directors.</p> |  |
| <p><b>Optional: Recommendation 1.4</b></p> <p>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</p> |           | <p>Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity. Provide link or reference to a progress report in achieving its objectives.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |

# Recommendation 1.5

| 1. Board is assisted by a Corporate Secretary.                               | COMPLIANT           | Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.<br><br>Please refer to the Company's Website under 'Our Company'<br><a href="http://www.coodiasicholdings.com/ourcompany.html">http://www.coodiasicholdings.com/ourcompany.html</a><br><br>Functions are set in the Revised Manual on Corporate Governance -- Board Committees.<br>The Revised Manual on Corporate Governance is uploaded in the Company website.                                                                                |                                  |                  |         |                      |                        |                     |                                                                                                                                                        |                                  |  |
|------------------------------------------------------------------------------|---------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|------------------|---------|----------------------|------------------------|---------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|--|
| 2. Corporate Secretary is a separate individual from the Compliance Officer. | COMPLIANT           | <a href="http://www.coodiasicholdings.com/corporategovernance.html">http://www.coodiasicholdings.com/corporategovernance.html</a>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                  |                  |         |                      |                        |                     |                                                                                                                                                        |                                  |  |
| 3. Corporate Secretary is not a member of the Board of Directors.            | COMPLIANT           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                  |                  |         |                      |                        |                     |                                                                                                                                                        |                                  |  |
| 4. Corporate Secretary attends training/s on corporate governance.           | COMPLIANT           | <p>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <table border="1"> <thead> <tr> <th>Name</th><th>Date of Training</th><th>Program</th><th>Training Institution</th></tr> </thead> <tbody> <tr> <td>Atty. A. Boyani K. Tan</td><td>07/28/17<br/>4 hours</td><td>Annual Corporate Governance Training Program: Board in Crisis: When the Unexpected Happens and Related Party Transactions/ Guidelines in Handling RPTs</td><td>Institute of Corporate Directors</td></tr> </tbody> </table> | Name                             | Date of Training | Program | Training Institution | Atty. A. Boyani K. Tan | 07/28/17<br>4 hours | Annual Corporate Governance Training Program: Board in Crisis: When the Unexpected Happens and Related Party Transactions/ Guidelines in Handling RPTs | Institute of Corporate Directors |  |
| Name                                                                         | Date of Training    | Program                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Training Institution             |                  |         |                      |                        |                     |                                                                                                                                                        |                                  |  |
| Atty. A. Boyani K. Tan                                                       | 07/28/17<br>4 hours | Annual Corporate Governance Training Program: Board in Crisis: When the Unexpected Happens and Related Party Transactions/ Guidelines in Handling RPTs                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Institute of Corporate Directors |                  |         |                      |                        |                     |                                                                                                                                                        |                                  |  |

Optional: Recommendation 1.5

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| <p>1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.</p> |  |                                                                                                                                        |
|                                                                                                                              |  |                                                                                                                                        |
|                                                                                                                              |  | <p>Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting</p> |

**Recommendation 1.6**

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| 1. Board is assisted by a Compliance Officer.                                                                                               | COMPLIANT     | <p>Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.</p> <p>The Compliance Officer is the Investor Relations Officer and concurrently the Account Manager, and is not a member of the Board.</p> <p>Please refer to the Profile of the Compliance Officer <a href="http://www.codasiholdings.com/ourcompany.html">http://www.codasiholdings.com/ourcompany.html</a></p> <p>Functions are set in the Company's Revised Manual on Corporate Governance - Compliance System, <a href="http://www.codasiholdings.com/corporategovernance.html">http://www.codasiholdings.com/corporategovernance.html</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     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                           |
| 3. Compliance Officer is not a member of the board.                                                                                         | COMPLIANT     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                           |
| 4. Compliance Officer attends training/s on corporate governance.                                                                           | NON-COMPLIANT |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                           |
|                                                                                                                                             |               | Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | The Compliance Officer continuously updates herself on the latest issuances and rules of the SEC and PSE. |

**Principle 2:** The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

**Recommendation 2.1**

|                                                                                                                                  |           |                                                                                                                                                                                                                                                                                                                                                                                                               |  |
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| 1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company. | COMPLIANT | Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)<br><br>The Board conducts itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities to ensure a high standard of best practices for the Company, its stockholders and other stakeholders. |  |
| <b>Recommendation 2.2</b>                                                                                                        |           |                                                                                                                                                                                                                                                                                                                                                                                                               |  |
| 1. Board oversees the development, review and approval of the company's business objectives and strategy.                        | COMPLIANT | Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)<br><br>The Board reviews Management's proposal for the Company's business objectives and strategies, company policies and processes.                                                                                              |  |
| 2. Board oversees and monitors the implementation of the company's business objectives and strategy.                             | COMPLIANT | Indicate frequency of review of business objectives and strategy<br><br>The Board of Directors actively oversees the business and strategic plans of the Company, the business and objective strategies regularly.<br><br>Please refer to the Omnibus Secretary's Certificate integrally attached hereto as Annex "A".                                                                                        |  |
| <b>Supplement to Recommendation 2.2</b>                                                                                          |           |                                                                                                                                                                                                                                                                                                                                                                                                               |  |

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| 1. Board has a clearly defined and updated vision, mission and core values.                                                                                    | COMPLIANT | <p>Indicate or provide link/reference to a document containing the company's vision, mission and core values.</p> <p>Please refer to the Company's Vision, Mission and Core Values:<br/> <a href="http://www.coalasiacholdings.com/ourcompany.html">http://www.coalasiacholdings.com/ourcompany.html</a></p> <p>Indicate frequency of review of the vision, mission and core values.</p> <p>The Company periodically reviews the vision, mission and core values of the organization. The review, while not formally done, is incorporated during the Company's annual strategic planning for the coming year's plans and programs.</p> |  |
| 2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture. | COMPLIANT | <p>Provide information on or link/reference to a document containing information on the strategy execution process.</p> <p>The Board reviews Management's proposal for the Company's business objectives and strategies, company policies and processes.</p> <p>Please refer to the Omnibus Secretary's Certificate Integrally attached hereto as Annex "A".</p>                                                                                                                                                                                                                                                                        |  |
| <b>Recommendation 2.3</b>                                                                                                                                      |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |
| 1. Board is headed by a competent and qualified Chairperson.                                                                                                   | COMPLIANT | <p>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications</p> <p>Please refer to the Profile of the Chairman of the Board<br/> <a href="http://www.coalasiacholdings.com/ourcompany.html">http://www.coalasiacholdings.com/ourcompany.html</a></p>                                                                                                                                                                                                                                                                                                         |  |
| <b>Recommendation 2.4</b>                                                                                                                                      |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |

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| <p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p> | <p>COMPLIANT</p> | <p>Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation.</p> <p>The Company's senior officers work closely with the CEO/President and under the guidance of the Board of Directors to ensure that they are given ample training and experience in running the Company. This approach exposes the senior officers to the day-to-day demands of Company operations.</p> |  |
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| <p>2. Board adopts a policy on the retirement for directors and key officers.</p> | <p>NON-COMPLIANT</p> | <p>The Audit and Risk Committee is the process of drafting a formal and transparent procedure for developing a policy for executive remuneration and fixing the remuneration packages for corporate officers and directors, and provide oversight over remuneration of senior management and key personnel to ensure that compensation levels are consistent with the Corporation's culture, strategy, and environment. The Committee also determines the amount of remuneration of directors and officers. The Committee ensures that their remuneration is sufficient to attract and retain personnel.</p> <p>The Management is currently drafting a retirement plan to be presented to the Compensation Remuneration Committee.</p> |
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**Recommendation 2.5**

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| 1. Board aligns the remuneration of key officers and board members with long-term interests of the company. | COMPLIANT     | Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.                                                                                                                                                                                    |  |
| 2. Board adopts a policy specifying the relationship between remuneration and performance.                  | NON-COMPLIANT | Cool's directors do not receive regular compensation for their services as they are seconded from Titan Mining and Energy Corporation.                                                                                                                                                                                                                                                         |  |
| 3. Directors do not participate in discussions or deliberations involving his/her own remuneration.         | COMPLIANT     | There are no other arrangements for compensation either by way of payments for committee participation or special assignments other than reasonable per diems.<br><br>Although the Company does not have a formal or written policy on remuneration, the amount of remuneration and bonuses of the officers and employees are merit based and determined in accordance with their performance. |  |

**Optional: Recommendation 2.5**

|                                                                                                                                                                                                             |  |                                                                                                                                                                            |  |
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| 1. Board approves the remuneration of senior executives.                                                                                                                                                    |  | Provide proof of board approval.                                                                                                                                           |  |
| 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. |  | Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company. |  |

**Recommendation 2.6**

|                                                                                                                                                                        |               |                                                                                                                                                                                                                                                                                                       |                                                                              |
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| 1. Board has a formal and transparent board nomination and election policy.                                                                                            | COMPLIANT     | Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders. |                                                                              |
| 2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.                                                                  | COMPLIANT     | Please refer to the Revised Manual on Corporate Governance. –Compliance System, Board Committees, Nomination Committees<br><a href="http://www.coalasiacholdings.com/corporategovernance.html">http://www.coalasiacholdings.com/corporategovernance.html</a>                                          |                                                                              |
| 3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.                                                      | COMPLIANT     | Provide proof if minority shareholders have a right to nominate candidates to the board                                                                                                                                                                                                               |                                                                              |
| 4. Board nomination and election policy includes how the board shortlists candidates.                                                                                  | COMPLIANT     | Please refer to the Revised Manual on Corporate Governance – Shareholders' Rights and Protection of Minority Stockholders' Interests<br><a href="http://www.coalasiacholdings.com/corporategovernance.html">http://www.coalasiacholdings.com/corporategovernance.html</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. | NON-COMPLIANT | Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.                                                                                                                                                | The Company strictly follows the Company's Nomination and Election Policies. |

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.

Identify the professional search firm used or other external sources of candidates.

**Recommendation 2.7**

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| 1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions. | COMPLIANT     | <p>Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs</p> <p>The Company adopts a policy of full disclosure with regard to related party transactions. All terms and conditions of related party transactions are reported to the Board of Directors.</p> <p>Please refer to the Revised Manual on Corporate Governance – Compliance System, Board Committees, Related Party Transaction Committee<br/> <a href="http://www.coalasicholdings.com/corporategovernance.html">http://www.coalasicholdings.com/corporategovernance.html</a></p> |                                                                                                                                                                                                                                                   |
| 2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.                                                            | NON-COMPLIANT | <p>Identify transactions that were approved pursuant to the policy.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <p>RPTs reported in the annual report have been approved prior to the implementation of the RPT policy. Nevertheless, all RPTs are disclosed to all the stakeholders through the Company disclosures to ensure that they are at arm's length.</p> |

|                                                                                                                                                       |           |  |  |
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| <p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p> | COMPLIANT |  |  |
| <b>Supplement to Recommendations 2.7</b>                                                                                                              |           |  |  |

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| <p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered de minimis or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p> | <p>NON-COMPLIANT</p> | <p>Provide information on a materiality threshold for RPT disclosure and approval, if any.</p> <p>Provide information on RPT categories</p> | <p>Even though the threshold for disclosure and approval of RPTs has not been finalized by the Board, the Corporate Governance Committee take into account, among others, the following in evaluating RPTs:</p> <p>(1) The related party's relationship to the Company and interest in the transaction</p> <p>(2) The material facts of the proposed RPT, including the proposed aggregate value of such transaction</p> <p>(3) The benefit to the company of the proposed RPT</p> <p>(4) The availability of other sources of comparable products or services</p> <p>(5) An assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances.</p> |
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| <p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p> | <p>COMPLIANT</p> | <p>Provide information on voting system, if any.</p> <p>All shareholders are given the opportunity to vote at stockholders' meetings. It is the practice of the Corporation to disclose all its related-party transactions in its Annual Report, which in turn are approved by the shareholders. At the stockholders' meeting, all shareholders are given the chance to raise questions or concerns regarding the matters disclosed in the Annual Report. The shareholders' approval serves as the ratification of the related party transactions so disclosed.</p> |  |
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**Recommendation 2.8**

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| <p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p> | <p>COMPLIANT</p> | <p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>The appointment of competent, professional, honest and highly-motivated management officers is one of the functions of the Board of Directors enumerated in the Revised Manual on Corporate Governance – Board of Directors.</p> <p>Please refer to the website for the Revised Manual on Corporate Governance Part II-B: <a href="http://www.coalasisidholdings.com/corporategovernance.html">http://www.coalasisidholdings.com/corporategovernance.html</a></p> <p>Identify the Management team appointed</p> <p>Johnson A. Sanhi, Jr. - President</p> <p>Dexter Y. Tiu, -Treasurer</p> <p>A. Bayani K. Tan - Corporate Secretary</p> <p>Rolando Domingo – Chief Financial Officer (CFO)</p> <p>Enrique C. Payawal -Vice President -Exploration and Mining</p> <p>Gizella Greta D.J. Gonzales - Senior Geologist</p> <p>Rosanna T. Desiderio - Account Manager/Investor Relations/Compliance Officer</p> |  |
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| <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>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>The Company's senior officers work closely with the CEO/President and under the guidance of the Board of Directors to ensure that they are given ample training and experience in running the Company. This approach exposes the senior officers to the day-to-day demands of Company operations.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p>The Board periodically evaluates and monitors the implementation of its strategic policies, programs, business plans, operating budgets, including the Management's overall performance.</p> |  |
| <p><b>Recommendation 2.9</b></p> <p>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.</p>                           | <p>COMPLIANT</p> | <p>Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.</p> <p>The Board is tasked to establish minimum internal control mechanisms for monitoring and overseeing management performance and to monitor the implementation of its strategic policies and programs, including the overall performance of management. The Board periodically assesses performance of both management and personnel.</p> <p>Please refer to Revised Manual on Corporate Governance<br/> <a href="http://www.coalasidholdings.com/corporategovernance">http://www.coalasidholdings.com/corporategovernance</a></p>                                                                                    |  |

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| <p>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p> | COMPLIANT | <a href="#">.html</a>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  |
| <b>Recommendation 2.10</b>                                                                                                                                                               |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |
| <p>1. Board oversees that an appropriate internal control system is in place.</p>                                                                                                        | COMPLIANT | <p>Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |
| <p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>                       | COMPLIANT | <p>One of the functions of the Board is to establish minimum internal control mechanisms for monitoring and overseeing management performance;</p> <p>The Audit and Risk Committee monitors and evaluates the adequacy and effectiveness of the Company's internal control system, including financial reporting control and information technology security, and ensure the integrity of the financial reports and protection of the assets of the Company for the benefit of all stockholders and other stakeholders.</p> <p>Please refer to the Revised Manual on Corporate Governance – Compliance System – Board Committees – Audit and Risk Committee<br/> <a href="http://www.coalasischoldings.com/corporategovernance.html">http://www.coalasischoldings.com/corporategovernance.html</a></p> |  |

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| 3. Board approves the Internal Audit Charter. | NON-COMPLIANT | Provide reference or link to the company's Internal Audit Charter | The Corporate Governance Charter of the Company provides for the duties and responsibilities of the Internal Auditor. |
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#### Recommendation 2.11

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| 1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.             | COMPLIANT | Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.<br><br>Please refer to Revised Manual on Corporate Governance – Internal Auditor<br><a href="http://www.codasicholdings.com/corporategovernance.html">http://www.codasicholdings.com/corporategovernance.html</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 | Provide proof of effectiveness of risk management strategies, if any.<br><br>Risks and Risks Management Strategies are discussed in the Company's Annual Report. As of date, no instances disprove the effectiveness of the Risks Management Strategies and actions taken by the Company.<br><br>Please refer to the Company's Annual Report:<br>Please refer to the Company's website for the annual report: <a href="http://www.codasicholdings.com/secfilings.html">http://www.codasicholdings.com/secfilings.html</a> |  |

#### Recommendation 2.12

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| 1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role. | COMPLIANT | Provide link to the company's website where the Board Charter is disclosed.<br><br>Please refer to Charter of the Board of Directors<br><a href="http://www.codasicholdings.com/boardcommittees.htm">http://www.codasicholdings.com/boardcommittees.htm</a> |  |
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| 2. Board Charter serves as a guide to the directors in the performance of their functions. | COMPLIANT | 1 |  |
| 3. Board Charter is publicly available and posted on the company's website.                | COMPLIANT |   |  |

#### Additional Recommendation to Principle 2

|                                              |           |                                                                                                                                                                                                                                                                                                                   |  |
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| 1. Board has a clear insider trading policy. | COMPLIANT | Provide information on or link/reference to a document showing company's insider trading policy.<br><br>Please refer to the Company's Policies – Insider Trading Policy uploaded in the Company website:<br><a href="http://www.coalasholdings.com/policies.html">http://www.coalasholdings.com/policies.html</a> |  |
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#### Optional: Principle 2

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| 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. |  | Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any. |  |
| 2. Company discloses the types of decision requiring board of directors' approval.                                                                                              |  | Indicate the types of decision requiring board of directors' approval and where there are disclosed.                    |  |

**Principle 3:** Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

#### Recommendation 3.1

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| 1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.                                                                                        | COMPLIANT | Provide information or link/reference to a document containing information on all the board committees established by the company.<br><br>Please refer to the Revised Manual on Corporate Governance – Compliance System, Board Committees <a href="http://www.coalasicholdings.com/corporategovernance.html">http://www.coalasicholdings.com/corporategovernance.html</a>                                                                                                                                                                                                                                                                                                                                                                                              |  |
| <b>Recommendation 3.2</b>                                                                                                                                                                                                                |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |
| 1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations. | COMPLIANT | Provide information or link/reference to a document containing information on the Audit Committee, including its functions.<br><br>Please refer to the Manual on Corporate Governance – Compliance System, Board Committees, Audit Committee <a href="http://www.coalasicholdings.com/corporategovernance.html">http://www.coalasicholdings.com/corporategovernance.html</a><br><br>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.<br><br>Please refer to the Manual on Corporate Governance – Compliance System, Board Committees, Audit Committee <a href="http://www.coalasicholdings.com/corporategovernance.html">http://www.coalasicholdings.com/corporategovernance.html</a> |  |

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| 2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent. | COMPLIANT | Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.<br><br>The Audit and Risk Committee is composed of three non-executive directors, the majority of whom, including the Chairman, are independent.<br><br>Please refer to the Omnibus Secretary's Certificate integrally attached hereto as Annex "A". |  |
| 3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.           | COMPLIANT | Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.<br><br>Please refer to the Company's Website under 'Our Company':<br><a href="http://www.coalasisaholdings.com/ourcompany.html">http://www.coalasisaholdings.com/ourcompany.html</a>                                                                  |  |
| 4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.                                                             | COMPLIANT | Provide information or link/reference to a document containing information on the Chairman of the Audit Committee<br><br>Please refer to the Company's Website under 'Our Company':<br><a href="http://www.coalasisaholdings.com/ourcompany.html">http://www.coalasisaholdings.com/ourcompany.html</a>                                                                                                                          |  |

#### Supplement to Recommendation 3.2

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| 1. Audit Committee approves all non-audit services conducted by the external auditor.                                           | COMPLIANT | Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.<br><br>There are no non-audit services conducted by the external auditor for the Company.                                                                                                                                                                                                                                                                                                                                                               |  |
| 2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present. | COMPLIANT | Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.<br><br>Prior the release of the Company's Financial Statements, the audit and risk committee discusses with the external auditor the Company's financial status, reviews and approves Interim and Annual Financial Statements and reviews the disposition of the recommendations in the External Auditor's Management Letter. The Audit and Risk Committee also performs oversight functions over the latter |  |
| <b>Optional: Recommendation 3.2</b>                                                                                             |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |
| 1. Audit Committee meet at least four times during the year.                                                                    |           | Indicate the number of Audit Committee meetings during the year and provide proof                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |

2. Audit Committee approves the appointment and removal of the internal auditor.

Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.

**Recommendation 3.3**

|                                                                                                                                                                                                                                                          |                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |
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| <p>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.</p> | <p>COMPLIANT</p> | <p>Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions</p> <p>Please refer to the Manual on Corporate Governance – Compliance System, Board Committees, Corporate Governance Committee<br/> <a href="http://www.coalasholdings.com/corporategovernance.html">http://www.coalasholdings.com/corporategovernance.html</a></p> <p>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</p> <p>The Corporate Governance Committee is responsible to set in place a system for the assessment of the performance of the Board. Pursuant to this duty, the Committee shall provide the criteria and process to determine the performance of the Board, the individual directors, committees and Management. Such system should allow for a feedback mechanism from the shareholders. The Manual also enumerates the qualifications and disqualifications of directors.</p> |  |
| <p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>                                                                                                                             | <p>COMPLIANT</p> | <p>Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.</p> <p>All of the members of the Corporate Governance Committee are Independent Directors.</p> <p>Please refer to the Omnibus Secretary's Certificate Integrally attached hereto as Annex "A".</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |

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| 3. Chairman of the Corporate Governance Committee is an independent director.                                                                                                                                      | COMPLIANT     | Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.<br><br>The Chairman of the Corporate Governance Committee is an Independent Director.<br><br>Please refer to the Omnibus Secretary's Certificate Integrally attached hereto as Annex "A".                             |                                                                                                                                                                                                                                                   |
| <b>Optional: Recommendation 3.3.</b>                                                                                                                                                                               |               |                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                   |
| 1. Corporate Governance Committee meets at least twice during the year.                                                                                                                                            |               | Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                   |
| <b>Recommendation 3.4</b>                                                                                                                                                                                          |               |                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                   |
| 1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness. | NON-COMPLIANT | Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions                                                                                                                                                                                                        | Taking into consideration the size of the Company and the functions of the Board Risk Oversight Committee, the Board of Directors decided to merge the functions of the Board Risk Oversight Committee with the functions of the Audit Committee. |
| 2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.                                                                                       | COMPLIANT     | Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship<br><br>All of the members of the Audit and Risk Committee are Independent Directors.<br><br>Please refer to the Omnibus Secretary's Certificate Integrally attached hereto as Annex "A". |                                                                                                                                                                                                                                                   |

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| 3. The Chairman of the BROOC is not the Chairman of the Board or of any other committee.                                                                  | NON-COMPLIANT | Provide information or link/reference to a document containing information on the Chairman of the BROOC<br><br>The Chairman of the Audit and Risk Committee is not the Chairman of the Board not a chairman of the other committees of the Company.<br><br>Please refer to the Omnibus Secretary's Certificate Integrally attached hereto as Annex "A".                                                                                                                                                                                                  |                                                                                                                                                                                                                                                       |
| 4. At least one member of the BROOC has relevant thorough knowledge and experience on risk and risk management.                                           | NON-COMPLIANT | Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROOC.<br><br>Mr. Armas was previously the President of UCPB Leasing and Financing Corporation. He has 40 years of experience in banking and financing. He previously held executive positions in Citibank, BA Finance Corporation, UCPB Savings Bank, and United Coconut Planters Bank. He earned his Bachelor of Arts degree and Bachelor of Science degree in Commerce from the De La Salle University. |                                                                                                                                                                                                                                                       |
| <b>Recommendation 3.5</b>                                                                                                                                 |               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                       |
| 1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company. | NON-COMPLIANT | Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.                                                                                                                                                                                                                                                                                                                                                                                                   | Taking into consideration the size of the Company and the functions of the Related Party Transactions Committee has been merged with the functions of the Audit and Risk Committee because the Company rarely enters into related party transactions. |
| 2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.                        | NON-COMPLIANT | Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                       |

**Recommendation 3.6**

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| 1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information. | COMPLIANT | Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.                           |  |
| 2. Committee Charters provide standards for evaluating the performance of the Committees.                                                                                                                  | COMPLIANT | Please refer to the Board Committee Charters <a href="http://www.coalasholdings.com/boardcommittees.htm">http://www.coalasholdings.com/boardcommittees.htm</a>                                                                                      |  |
| 3. Committee Charters were fully disclosed on the company's website.                                                                                                                                       | COMPLIANT | Provide link to company's website where the Committee Charters are disclosed.<br><br>Please refer to the Board Committee Charters <a href="http://www.coalasholdings.com/boardcommittees.htm">http://www.coalasholdings.com/boardcommittees.htm</a> |  |

**Principle 4:** To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

**Recommendation 4.1**

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| 1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission. | COMPLIANT | Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.<br><br>Please refer to the Board Committee Charters <a href="http://www.codasiaholdings.com/boardcommittees.htm">http://www.codasiaholdings.com/boardcommittees.htm</a><br><br>Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.<br><br>All of the members of the Board attended all Board Meetings.<br><br>Please see the Omnibus Secretary's Certificate integrally attached hereto as Annex "A". |  |
| 2. The directors review meeting materials for all Board and Committee meetings.                                                                                                                                                   | COMPLIANT | It is the policy of the Company that the Board of Directors and Committee members are furnished a copy of the materials at least seven (7) days before the meeting.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |
| 3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.                                                                                                     | COMPLIANT | Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors<br><br>In the Board and Committee meetings, the directors are participative and ask the necessary questions or seek clarifications and explanations on the matters discussed therein.<br><br>Please see the Omnibus Secretary's Certificate integrally attached hereto as Annex "A".                                                                                                                                                                                                                                                      |  |

#### Recommendation 4.2

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| <p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p> | <p>COMPLIANT</p> | <p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>It is the Company's policy that the non-executive directors of the Board may concurrently serve as directors of a maximum of five (5) publicly-listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p> <p>Please refer to the Manual on Corporate Governance – Compliance System, Board of Directors<br/> <a href="http://www.coalasidholdings.com/corporategovernance.html">http://www.coalasidholdings.com/corporategovernance.html</a></p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies.</p> <p>Please refer to the Company's Website under 'Our Company'<br/> <a href="http://www.coalasidholdings.com/ourcompany.html">http://www.coalasidholdings.com/ourcompany.html</a></p> |  |
| <p><b>Recommendation 4.3</b></p> <p>1. The directors notify the company's board before accepting a directorship in another company.</p>                                                                                                                               | <p>COMPLIANT</p> | <p>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</p> <p>None of the members of the Board of Directors have notified the Company.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |

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| 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.                                                               |  | Indicate the number of board meetings during the year and provide proof |  |
| 4. Company requires a minimum quorum of at least 2/3 for board decisions.                                                    |  | Indicate the required minimum quorum for board decisions                |  |

**Principle 5:** The board should endeavor to exercise an objective and independent judgment on all corporate affairs

**Recommendation 5.1**

|                                                                                                                                |           |                                                                                                                                                                                                                                                                                                                                 |  |
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| 1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher. | COMPLIANT | <p>Provide information or link/reference to a document containing information on the number of independent directors in the board</p> <p>Three out of the seven members of the Company's Board of Directors are Independent.</p> <p>Please see the Omnibus Secretary's Certificate integrally attached hereto as Annex "A".</p> |  |
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**Recommendation 5.2**

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.

COMPLIANT

Provide information or link/reference to a document containing information on the qualifications of the independent directors.

Please refer to the Company's Website under 'Our Company'  
<http://www.coalasidholdings.com/ourcompany.html>

**Supplement to Recommendation 5.2**

1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.

COMPLIANT

Provide link/reference to a document containing information that directors are not constrained to vote independently.

Please refer to the Corporation's Bylaws, specifically Article III Section 5. Additional Requirements for Independent Directors:  
<http://www.coalasidholdings.com/ourcompany.html>

**Recommendation 5.3**

1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).

COMPLIANT

Provide information or link/reference to a document showing the years IDs have served as such.

Juan Kevin Belmonte and Aristides S. Armas have been independent directors of the Company since 2012. Arsenio M Bartolome III has been an Independent Director of the Company since 2017.

Please refer to the Omnibus Secretary's Certificate integrally attached hereto as Annex "A"

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| 2. The company bars an independent director from serving in such capacity after the term limit of nine years.                                                                                                                     | COMPLIANT | Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director.<br><br>An independent director shall have a maximum cumulative term of nine (9) years, after which he is perpetually barred as such unless the Board provides meritorious justification, and the shareholders approve it during their annual meeting. At the end of the term of the independent director, he may qualify for nomination as a non-independent director.<br><br>Please refer to the Revised Manual on Corporate Governance – Compliance System, Board of Directors <a href="http://www.coalasholdings.com/corporategovernance.html">http://www.coalasholdings.com/corporategovernance.html</a> |  |
| 3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting. | COMPLIANT | Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.<br><br>All Independent Directors have served for less than nine years.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |
| <b>Recommendation 5.4</b>                                                                                                                                                                                                         |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |
| 1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.                                                                                                                           | COMPLIANT | Identify the company's Chairman of the Board and Chief Executive Officer<br><br>The Chairman of the Board is Mr. Harald R. Tomintz while the Chief Executive Officer is Mr. Johnson A. Sanhi Jr.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  |

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| <p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>                                       | COMPLIANT     | <p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <p>Please refer to the Manual on Corporate Governance – Compliance System – Chief Executive Officer.<br/> <a href="http://www.codalasiaholdings.com/corporategovernance.html">http://www.codalasiaholdings.com/corporategovernance.html</a></p> <p>Identify the relationship of Chairman and CEO.</p> <p>The CEO, being the President of the Company, reports to the Chairman and the Board of Directors significant matters such as the performance of the Company.</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> | NON-COMPLIANT | <p>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</p> <p>Indicate if Chairman is independent.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                               | <p>In its organizational meeting, the Company shall endeavor to appoint a lead independent director.</p> |

**Recommendation 5.6**

|                                                                                                                                                  |           |                                                                                                                                                                                                                                               |  |
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| 1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction. | COMPLIANT | Provide proof of abstention, if this was the case.<br><br>There were no significant transactions discussed during Board meetings in which any director had material interest. Consequently, no abstention occurred during the period covered. |  |
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**Recommendation 5.7**

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| 1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present. | NON-COMPLIANT | Provide proof and details of said meeting, if any.<br><br>Provide information on the frequency and attendees of meetings. | The Company does not have an Internal Audit Head. |
| 2. The meetings are chaired by the lead independent director.                                                                                                                                  | NON-COMPLIANT |                                                                                                                           |                                                   |

**Optional Principle 5**

|                                                                              |           |                                                                                                                                      |  |
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| 1. None of the directors is a former CEO of the company in the past 2 years. | COMPLIANT | Provide name/s of company CEO for the past 2 years<br><br>Johnson A. Sanhi, Jr. has been the Company's CEO for the past three years. |  |
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**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 | Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees | To ensure transparency, the Board reports to the stockholders during the Annual Stockholders' Meeting the performance of the Company.       |
| 2. The Chairman conducts a self-assessment of his performance.                  | NON-COMPLIANT |                                                                                                                          | The Company's performance is a good indication, not only of the performance of Management, but also the performance of the Company's Board. |
| 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 | Identify the external facilitator and provide proof of use of an external facilitator.                                   |                                                                                                                                             |

**Recommendation 6.2**

|                                                                                                                                                                                                                                                 |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |
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| 1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.                                                                              | COMPLIANT | Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders.<br><br>The Manual on Corporate Governance serves as the minimum criteria in determining the performance of the Board, individual directors and committees.<br><br>The Corporate Governance Committee determines the criteria and process to evaluate the performance of the Board, the individual directors, committees and Management. Such system should allow for a feedback mechanism from the shareholders. |  |
| 2. The system allows for a feedback mechanism from the shareholders.                                                                                                                                                                            | COMPLIANT | Please refer to the Manual on Corporate Governance – Compliance System – Board of Directors – Corporate and Governance Committee.<br><a href="http://www.codasidholdings.com/corporategovernance.html">http://www.codasidholdings.com/corporategovernance.html</a>                                                                                                                                                                                                                                                                                                                                                                                        |  |
| <b>Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.</b>                                                                                                 |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |
| <b>Recommendation 7.1</b>                                                                                                                                                                                                                       |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |
| 1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company. | COMPLIANT | Provide information on or link/reference to the company's Code of Business Conduct and Ethics.<br><br>Please refer to Code of Business Conduct <a href="http://www.codasidholdings.com/businessconduct.html">http://www.codasidholdings.com/businessconduct.html</a>                                                                                                                                                                                                                                                                                                                                                                                      |  |

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| 2. The Code is properly disseminated to the Board, senior management and employees.                                                                | COMPLIANT | Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.<br><br>The directors, members of senior management and employees were furnished copies of the Company's Code of Ethics upon their assumption of their respective positions in the Company. It is also the Company's practice to issue company-wide memos if there are any amendments to the Code.<br><br>The Code is publicly available in the Company's website.<br>Reference: Please refer to Code of Business Conduct <a href="http://www.coalasiasholdings.com/businessconduct.html">http://www.coalasiasholdings.com/businessconduct.html</a> |  |
| 3. The Code is disclosed and made available to the public through the company website.                                                             | COMPLIANT | Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.<br><br>Please refer to Code of Business Conduct <a href="http://www.coalasiasholdings.com/businessconduct.html">http://www.coalasiasholdings.com/businessconduct.html</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 | Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery<br><br>The Company desires to strengthen its integrity and the fight against corruption and related offences. The Code of Business Conduct and Ethics sets forth the conditions and procedures for investigations of allegations of corruption, fraud and misconduct.<br><br>Reference: Code of Business Conduct and Ethics <a href="http://www.coalasiasholdings.com/businessconduct.html">http://www.coalasiasholdings.com/businessconduct.html</a>                                                               |  |

## Recommendation 7.2

|                                                                                                                                     |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |
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| 1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics. | COMPLIANT | <p>Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.</p> <p>The Company has uploaded the Code of Business Conduct in its website, for the easy reference of its Directors, Officers and Employees. Please refer to <a href="http://www.coalasidholdings.com/businessconduct.html">http://www.coalasidholdings.com/businessconduct.html</a>.</p> <p>There were no reported violations of the Code of Business Conduct in 2017.</p> <p>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</p> |  |
| 2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.               | COMPLIANT | <p>All directors, officers and employees are mandated to report any violation of the Company's Code of Business Conduct to the Human Resources Department Head, Compliance Officer or to any member of the Audit and Risk Committee.</p>                                                                                                                                                                                                                                                                                                                                                                                                     |  |

#### Disclosure and Transparency

**Principle 8:** The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

#### Recommendation 8.1

| 1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.                                                                   | COMPLIANT       | Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders<br><br>Please refer to the Revised Manual on Corporate Governance – Reportorial or Disclosure System of Corporate Governance Policies<br><a href="http://www.codasiaholdings.com/corporategovernance.html">http://www.codasiaholdings.com/corporategovernance.html</a>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |                 |             |                    |             |     |                  |  |  |         |            |    |         |            |    |         |            |    |                                                                                          |
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| <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. | NON-COMPLIANT   | Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.<br><br>The annual and quarterly reports are published within ninety (90) days and forty-five (45) days, respectively, from the end of the reporting period.<br><table><thead><tr><th></th><th>Publishing Date</th><th>No. of Days</th></tr></thead><tbody><tr><td>2017 Annual Report</td><td>16 Apr 2018</td><td>106</td></tr><tr><td>Quarterly Report</td><td></td><td></td></tr><tr><td>1st Qtr</td><td>9 May 2017</td><td>39</td></tr><tr><td>2nd Qtr</td><td>9 Aug 2017</td><td>40</td></tr><tr><td>3rd Qtr</td><td>9 Nov 2017</td><td>40</td></tr></tbody></table><br>Reference: Company Disclosures<br><a href="http://edge.pse.com.ph/companyDisclosures/form.do?company_id=637">http://edge.pse.com.ph/companyDisclosures/form.do?company_id=637</a> |  | Publishing Date | No. of Days | 2017 Annual Report | 16 Apr 2018 | 106 | Quarterly Report |  |  | 1st Qtr | 9 May 2017 | 39 | 2nd Qtr | 9 Aug 2017 | 40 | 3rd Qtr | 9 Nov 2017 | 40 | The Company is compliant with the regulations of the Securities and Exchange Commission. |
|                                                                                                                                                                                                                                                                                                                                                        | Publishing Date | No. of Days                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  |                 |             |                    |             |     |                  |  |  |         |            |    |         |            |    |         |            |    |                                                                                          |
| 2017 Annual Report                                                                                                                                                                                                                                                                                                                                     | 16 Apr 2018     | 106                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |                 |             |                    |             |     |                  |  |  |         |            |    |         |            |    |         |            |    |                                                                                          |
| Quarterly Report                                                                                                                                                                                                                                                                                                                                       |                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |                 |             |                    |             |     |                  |  |  |         |            |    |         |            |    |         |            |    |                                                                                          |
| 1st Qtr                                                                                                                                                                                                                                                                                                                                                | 9 May 2017      | 39                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |                 |             |                    |             |     |                  |  |  |         |            |    |         |            |    |         |            |    |                                                                                          |
| 2nd Qtr                                                                                                                                                                                                                                                                                                                                                | 9 Aug 2017      | 40                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |                 |             |                    |             |     |                  |  |  |         |            |    |         |            |    |         |            |    |                                                                                          |
| 3rd Qtr                                                                                                                                                                                                                                                                                                                                                | 9 Nov 2017      | 40                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |                 |             |                    |             |     |                  |  |  |         |            |    |         |            |    |         |            |    |                                                                                          |

**Supplement to Recommendations 8.1**

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| 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. | NON-COMPLIANT | <p>Provide link or reference to the company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"> <li>1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders;</li> <li>2. cross-holdings among company affiliates; and</li> <li>3. any imbalances between the controlling shareholders' voting power and overall equity position in the company.</li> </ol> | The Company is compliant with regulations of the Securities and Exchange Commission and Philippine Stock Exchange as to the disclosures of its annual and quarterly financial reports. |
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## Recommendation 8.2

|                                                                                                                                                    |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |
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| 1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days. | COMPLIANT | <p>Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.</p> <p>All directors and officers shall disclose/report to the Company any dealings in its shares within three (3) business days.</p> <p>Please refer to the Revised Manual on Corporate Governance – Reportorial or Disclosure Systems of Corporate Governance Policies<br/> <a href="http://www.coalasholdings.com/corporategovernance.html">http://www.coalasholdings.com/corporategovernance.html</a></p> <p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p> <p>The Company's Directors and Officers did not have any dealings in the Company's shares.</p> |  |
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| 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 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |
| <b>Supplement to Recommendation 8.2</b>                                                                                                                                                                                                                                         |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |
| 1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program). | COMPLIANT | Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.<br><br>Reference: Top 100 Stockholders:<br><a href="http://www.codasicholdings.com/otherdisclosures.html">http://www.codasicholdings.com/otherdisclosures.html</a><br><br>Provide link or reference to the company's Conglomerate Map.<br><br>Please refer to the Company's Conglomerate Map<br><a href="http://www.codasicholdings.com/ourcompany.html">http://www.codasicholdings.com/ourcompany.html</a>                                                                                                                                                                                                                          |  |
| <b>Recommendation 8.3</b>                                                                                                                                                                                                                                                       |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |
| 1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.                                                    | COMPLIANT | Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.<br><br>Please refer to the profiles of the Members of the Board of Directors<br><a href="http://www.codasicholdings.com/ourcompany.html">http://www.codasicholdings.com/ourcompany.html</a> ,<br><br>shareholders' list<br><a href="http://www.codasicholdings.com/otherdisclosures.html">http://www.codasicholdings.com/otherdisclosures.html</a> ,<br><br>and Public Ownership Report<br><a href="http://www.codasicholdings.com/otherdisclosures.html">http://www.codasicholdings.com/otherdisclosures.html</a> , |  |

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| <p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p> | COMPLIANT | <p>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>Please refer to the Key Officers' profile<br/> <a href="http://www.coalasidholdings.com/ourcompany.html">http://www.coalasidholdings.com/ourcompany.html</a><br/> and the Public Ownership Report<br/> <a href="http://www.coalasidholdings.com/otherdisclosures.html">http://www.coalasidholdings.com/otherdisclosures.html</a>.</p>                                                                                                                                                                                      |  |
| <p><b>Recommendation 8.4</b></p> <p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>                                     | COMPLIANT | <p>Disclose or provide link/reference to the company policy and practice for setting board remuneration</p> <p>Under the By-Laws of the Company, by resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the Company during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of the stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.</p> |  |

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| <p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p> | <p>COMPLIANT</p>     | <p>Disclose or provide link/reference to the company policy and practice for determining executive remuneration</p> <p>The Board of Directors aligns the remuneration of key officers and board members with the long-term interest of the Company. In determining compensation, the Board shall ensure that remuneration is commensurate to the responsibilities of the relevant officer and that the pay-out schedule is sensitive to risk outcomes over a multi-year horizon.</p> <p>Please refer to the Revised Manual on Corporate Governance – Reportorial or Disclosure Systems of Corporate Governance Policies<br/> <a href="http://www.codlasidholdings.com/corporategovernance.html">http://www.codlasidholdings.com/corporategovernance.html</a></p> |                                                                                            |
| <p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>                                    | <p>NON-COMPLIANT</p> | <p>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <p>The Company discloses the remuneration of the top executives on an aggregate basis.</p> |

**Recommendation 8.5**

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| 1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance. | COMPLIANT     | <p>Disclose or provide reference/link to company's RPT policies</p> <p>Please refer to the Related Party Transactions Policy <a href="http://www.coalasholdings.com/policies.html">http://www.coalasholdings.com/policies.html</a></p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p>No instance requiring the above.</p>                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                              |
| 2. Company discloses material or significant RPTs reviewed and approved during the year.                                                                                        | NON-COMPLIANT | <p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> <li>1. name of the related counterparty;</li> <li>2. relationship with the party;</li> <li>3. transaction date;</li> <li>4. type/nature of transaction;</li> <li>5. amount or contract price;</li> <li>6. terms of the transaction;</li> <li>7. rationale for entering into the transaction;</li> <li>8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and</li> <li>9. other terms and conditions</li> </ol> | <p>The Company adopts a policy of full disclosure with regard to related party transactions whereby all terms and conditions are disclosed. The aggregate ending balances of Related Party Transactions are disclosed in the Annual Report.</p> <p>While not all information enumerated in the previous column is disclosed, all required information is contained in the Annual Report.</p> |

**Supplement to Recommendation 8.5**

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| <p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>                                                                                                                                                                                                                      | COMPLIANT | <p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p>To avoid potential conflict of interest or an appearance thereof, Directors are required to disclose in writing to Management any personal interest or possible gain in a transaction involving the Company.</p> <p>Reference: Conflicts of Interest Policy<br/> <a href="http://www.coodasidholdings.com/policies.html">http://www.coodasidholdings.com/policies.html</a></p> |  |
| <p><b>Optional : Recommendation 8.5</b></p> <p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p>                                                                                                                                                                           |           | <p>Provide link or reference where this is disclosed, if any</p>                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |
| <p><b>Recommendation 8.6</b></p> <p>1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.</p> | COMPLIANT | <p>Provide link or reference where this is disclosed</p> <p>The Company did not acquire or dispose any significant asset that could adversely affect the viability or the interest of its shareholders and other stakeholders.</p>                                                                                                                                                                                                                                                                      |  |

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| 2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets. | COMPLIANT | Identify independent party appointed to evaluate the fairness of the transaction price<br><br>The Company did not acquire or dispose any significant asset that could adversely affect the viability or the interest of its shareholders and other stakeholders.<br><br>Disclose the rules and procedures for evaluating the fairness of the transaction price, if any. |  |
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**Supplement to Recommendation 8.6**

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| 1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company. | COMPLIANT | Provide link or reference where these are disclosed.<br><br>No shareholder agreements, voting trust agreements, confidentiality agreements and such other agreements that may impact on control, ownership and strategic direction of the Company were disclosed to the Company. |  |
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**Recommendation 8.7**

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| 1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG). | COMPLIANT | Provide link to the company's website where the Manual on Corporate Governance is posted.<br><br>Please refer to the Company's website where the Revised Manual on Corporate Governance is uploaded. |  |
| 2. Company's MCG is submitted to the SEC and PSE.                                                                              | COMPLIANT | <a href="http://www.codalasidholdings.com/corporategovernance.html">http://www.codalasidholdings.com/corporategovernance.html</a>                                                                    |  |
| 3. Company's MCG is posted on its company website.                                                                             | COMPLIANT |                                                                                                                                                                                                      |  |

**Supplement to Recommendation 8.7**

|                                                                                                                                                                                                                 |           |                                                                                                                                                                                                                                                                                                                                                                                   |  |
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| 1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.                                                                                             | COMPLIANT | Provide proof of submission.<br><br>Revised Manual on Corporate Governance was submitted to the SEC on May 31, 2017.<br><br>Please see refer to:<br><a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=64c5a2c8270a468b3318251c9257320d#sthash.M1RJ7EZQ.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=64c5a2c8270a468b3318251c9257320d#sthash.M1RJ7EZQ.dpbs</a> . |  |
| <b>Optional: Principle 8</b>                                                                                                                                                                                    |           |                                                                                                                                                                                                                                                                                                                                                                                   |  |
| 1. Does the company's Annual Report disclose the following information:                                                                                                                                         |           | Provide link or reference to the company's Annual Report containing the said information.                                                                                                                                                                                                                                                                                         |  |
| a. Corporate Objectives                                                                                                                                                                                         |           |                                                                                                                                                                                                                                                                                                                                                                                   |  |
| b. Financial performance indicators                                                                                                                                                                             |           |                                                                                                                                                                                                                                                                                                                                                                                   |  |
| c. Non-financial performance indicators                                                                                                                                                                         |           |                                                                                                                                                                                                                                                                                                                                                                                   |  |
| d. Dividend Policy                                                                                                                                                                                              |           |                                                                                                                                                                                                                                                                                                                                                                                   |  |
| e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors                                   |           |                                                                                                                                                                                                                                                                                                                                                                                   |  |
| f. Attendance details of each director in all directors meetings held during the year                                                                                                                           |           |                                                                                                                                                                                                                                                                                                                                                                                   |  |
| g. Total remuneration of each member of the board of directors                                                                                                                                                  |           |                                                                                                                                                                                                                                                                                                                                                                                   |  |
| 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. |           | Provide link or reference to where this is contained in the Annual Report                                                                                                                                                                                                                                                                                                         |  |

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| 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.                  |           | Provide link or reference to where this is contained in the Annual Report                                                                                                                                                                                                                                                                                                                                                                                     |  |
| 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.                                           |           | Provide link or reference to where this is contained in the Annual Report                                                                                                                                                                                                                                                                                                                                                                                     |  |
| 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). company discloses in the Annual Report              |           | Provide link or reference to where these are contained in the Annual Report                                                                                                                                                                                                                                                                                                                                                                                   |  |
| <b>Principle 9:</b> The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality. |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |
| <b>Recommendation 9.1</b>                                                                                                                                                                                                                  |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |
| 1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.                                                                                         | COMPLIANT | Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.<br><br>Please refer to the Revised Manual on Corporate Governance –Part II – Board Committees – Audit Committee<br><a href="http://www.codasicholdings.com/corporategovernance.html">http://www.codasicholdings.com/corporategovernance.html</a> |  |

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| 2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.    | COMPLIANT | Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.<br><br>The re-appointment of Reyes Tacandong and Co. was approved by 80% of the stockholders in the Annual Stockholders' Meeting on August 01, 2017.<br><br>Please refer to the minutes of the Company's Annual Stockholders' Meeting:<br><a href="http://www.coalasidholdings.com/files/ASM_2017.pdf">http://www.coalasidholdings.com/files/ASM_2017.pdf</a> |  |
| 3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures. | COMPLIANT | Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.<br><br>There was no change of external auditor from the previous year.                                                                                                                                                                                                                                                                                      |  |

#### Supplement to Recommendation 9.1

|                                                                              |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
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| 1. Company has a policy of rotating the lead audit partner every five years. | COMPLIANT | Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years.<br><br>It is the Company's policy that its External Auditor should be rotated or changed every five (5) years or earlier, or the signing partner of the external auditing firm assigned to the Company, should be changed with the same frequency.<br><br>Please refer to the Revised Manual on Corporate Governance – Compliance System, Board of Directors.<br><a href="http://www.coalasidholdings.com/corporategovernance.html">http://www.coalasidholdings.com/corporategovernance.html</a> |  |
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#### Recommendation 9.2

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| <p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <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 | Provide link/reference to the company's Audit Committee Charter<br><br>Please refer to the Audit Committee Charter<br><a href="http://www.codasicholdings.com/boardcommittees.htm">http://www.codasicholdings.com/boardcommittees.htm</a> |  |
| <p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>                                                                                                                                                                                                                                                                                                                                                        | COMPLIANT | Provide link/reference to the company's Audit Committee Charter<br><br>Please refer to the Audit Committee Charter<br><a href="http://www.codasicholdings.com/boardcommittees.htm">http://www.codasicholdings.com/boardcommittees.htm</a> |  |
| <b>Supplement to Recommendations 9.2</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |           |                                                                                                                                                                                                                                           |  |
| <p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>                                                                                                                                                                                                                                                                                                                     | COMPLIANT | Provide link/reference to the company's Audit Committee Charter<br><br>Please refer to the Audit Committee Charter<br><a href="http://www.codasicholdings.com/boardcommittees.htm">http://www.codasicholdings.com/boardcommittees.htm</a> |  |
| <p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                  | COMPLIANT | Provide link/reference to the company's Audit Committee Charter<br><br>Please refer to the Audit Committee Charter<br><a href="http://www.codasicholdings.com/boardcommittees.htm">http://www.codasicholdings.com/boardcommittees.htm</a> |  |

**Recommendation 9.3**

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| 1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.                                                    | COMPLIANT | Disclose the nature of non-audit services performed by the external auditor, if any.<br><br>There are no non-audit services conducted by the external auditor for the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |
| 2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity. | COMPLIANT | Provide link or reference to guidelines or policies on non-audit services.<br><br>It is the responsibility of the Audit Committee to assess the integrity and independence of the external auditor, taking into consideration the relevant Philippine professional and regulatory requirements. The committee shall also review and monitor the external auditor's suitability and effectiveness.<br><br>Please refer to the Revised Manual on Corporate Governance submitted to SEC on May 31, 2017 <a href="http://www.coodasidholdings.com/corporategovernance.html">http://www.coodasidholdings.com/corporategovernance.html</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 | Provide information on audit and non-audit fees paid.<br><br>There are no non-audit services conducted by the external auditor for the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |

**Additional Recommendation to Principle 9**

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| <p>1. Company's external auditor is duly accredited by the SEC under Group A category.</p>                                                                                                 | <p>COMPLIANT</p> | <p>Provide information on company's external auditor, such as:</p> <ol style="list-style-type: none"> <li>1. Name of the audit engagement partner:<br/>Emmanuel V. Clarino</li> <li>2. Accreditation number: SEC Accreditation No. 1021-AR-2 Group A</li> <li>3. Expiry date of accreditation: May 27, 2020; and</li> <li>4. Name, address, contact number of the audit firm.<br/>Reyes Tacandong &amp; Co.<br/>Citibank Tower 8741 Paseo de Roxas, Makati City 1226 Philippines<br/>Phone: +632 982 9100; Fax: +632 982 9111</li> </ol>      |  |
| <p>2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).</p> | <p>COMPLIANT</p> | <p>Provide information on the following:</p> <ol style="list-style-type: none"> <li>1. Date it was subjected to SOAR inspection, if subjected – Not yet subject to SOAR;</li> <li>2. Name of the Audit firm – Reyes Tacandong &amp; Co.; and</li> <li>3. Members of the engagement team inspected by the SEC– Not yet subject to SOAR.</li> </ol> <p>While not yet subjected to SOAR, Reyes Tacandong &amp; Co. is willing to be subjected to the SOAR program. It is the company's understanding is set for implementation in July 2018.</p> |  |

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

**Recommendation 10.1**

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| <p>1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.</p> | <p>COMPLIANT</p> | <p>Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.</p> <p>It is Company practice to disclose all key risks and risk-mitigating measures in its Annual Report, including those issues underpinning sustainability. The Company's risk involving the Mining Business, Risks related to Environmental Protection, Safe Mining Operations, and Social and Economic Development is included in the Company's Annual Report.</p> <p>Please refer to the Company's website for the annual report: <a href="http://www.coalasholdings.com/secfilings.html">http://www.coalasholdings.com/secfilings.html</a></p> |  |
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| 2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues. | NON-COMPLIANT | Provide link to Sustainability Report, if any. Disclose the standards used. | The Company's risk involving the Mining Business, Risks related to Environmental Protection, Safe Mining Operations, and Social and Economic Development is included in the Company's Annual Report.<br><br>Please refer to the Company's website for the annual report: <a href="http://www.coalasisaholdings.com/secfilings.html">http://www.coalasisaholdings.com/secfilings.html</a> |
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**Principle 11:** The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

**Recommendation 11.1**

|                                                                                                                                                                                                                 |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |
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| 1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors. | COMPLIANT | Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.).<br>Provide links, if any.<br><br>The existing official website is a cost-efficient channel of communication. Please refer to the Company Website: <a href="http://www.coalasisaholdings.com/index.html">http://www.coalasisaholdings.com/index.html</a><br><br>Company disclosures are also at the PSE Edge. <a href="http://edge.pse.com.ph/companyDisclosures/form.do?cmpry_id=637">http://edge.pse.com.ph/companyDisclosures/form.do?cmpry_id=637</a> |  |
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**Supplemental to Principle 11**

|                                                                              |           |                                                                                                                                                                                                                                                                                                                                                                  |  |
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| 1. Company has a website disclosing up-to-date information on the following: | COMPLIANT | Provide link to company website.                                                                                                                                                                                                                                                                                                                                 |  |
| a. Financial statements/reports (latest quarterly)                           | COMPLIANT | Please refer to Company's Website – Company Disclosures<br><a href="http://www.coalasiaholdings.com/index.html">http://www.coalasiaholdings.com/index.html</a><br>and/ or Company Disclosures at the PSE Edge<br><a href="http://edge.pse.com.ph/companyDisclosures/form.do?company_id=637">http://edge.pse.com.ph/companyDisclosures/form.do?company_id=637</a> |  |
| b. Materials provided in briefings to analysts and media                     | COMPLIANT |                                                                                                                                                                                                                                                                                                                                                                  |  |
| c. Downloadable annual report                                                | COMPLIANT |                                                                                                                                                                                                                                                                                                                                                                  |  |
| d. Notice of ASM and/or SSM                                                  | COMPLIANT |                                                                                                                                                                                                                                                                                                                                                                  |  |
| e. Minutes of ASM and/or SSM                                                 | COMPLIANT |                                                                                                                                                                                                                                                                                                                                                                  |  |
| f. Company's Articles of Incorporation and By-Laws                           | COMPLIANT |                                                                                                                                                                                                                                                                                                                                                                  |  |
| <b>Additional Recommendation to Principle 11</b>                             |           |                                                                                                                                                                                                                                                                                                                                                                  |  |
| 1. Company complies with SEC-prescribed website template.                    | COMPLIANT | Please refer to Company Website<br><a href="http://www.coalasiaholdings.com/index.html">http://www.coalasiaholdings.com/index.html</a>                                                                                                                                                                                                                           |  |

**Internal Control System and Risk Management Framework**

**Principle 12:** To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.

**Recommendation 12.1**

|                                                                                                         |                      |                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                               |
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| <p>1. Company has an adequate and effective internal control system in the conduct of its business.</p> | <p>NON-COMPLIANT</p> | <p>List quality service programs for the internal audit functions.<br/>Internal Audit provides full audit, general audit, spot audit, situational audit and follow-up audit.<br/><br/>Indicate frequency of review of the internal control system.<br/>Review of the internal control system is done annually.</p> | <p>Because of the limited operations of the Company, the Board does not deem necessary to employ an Internal Auditor to perform Internal Audit functions. The Audit and Risk Committee is responsible for management oversight and risk recognition and assessment.<br/><br/>When the circumstances of the Company have changed, the Board shall consider appointing one.</p> |
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| 2. Company has an adequate and effective enterprise risk management framework in the conduct of its business. | COMPLIANT | <p>Identify international framework used for Enterprise Risk Management</p> <p>Please refer to the Enterprise Risk Management Policy <a href="http://www.codasicholdings.com/riskmanagement.html">http://www.codasicholdings.com/riskmanagement.html</a></p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> <li>1. Company's risk management procedures and processes</li> <li>2. Key risks the company is currently facing</li> <li>3. How the company manages the key risks</li> </ol> <p>Key risks are disclosed in the Company's Annual Report <a href="http://www.codasicholdings.com/secfilings.html">http://www.codasicholdings.com/secfilings.html</a></p> <p>Indicate frequency of review of the enterprise risk management framework.</p> <p>The Audit and Risk Committee annually reviews the Company's approaches to risk management and recommends to the Board the changes or improvements to key elements of its processes and procedures. After submission of the Committee's recommendation, the Board then reviews the risk management system.</p> |  |
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**Supplement to Recommendations 12.1**

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| <p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p> | <p>COMPLIANT</p> | <p>Provide information on or link/reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p> <p>The Company's Compliance System shall ensure that the corporate principles and best practices shall at all times be maintained for the attainment of the corporate goals and objectives. It also ensures that the Company is compliant with the Philippine law and relevant regulations of SEC and PSE.</p> <p>Please refer to Part II and Part VI of the Company's Revised Manual on Corporate Governance: <a href="http://www.coalasisidholdings.com/corporategovernance.html">http://www.coalasisidholdings.com/corporategovernance.html</a></p> <p>Indicate frequency of review.</p> <p>The Corporation's enterprise-wide compliance program is done annually.</p> |  |
| <p><b>Optional: Recommendation 12.1</b></p> <p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>                                                                      |                  | <p>Provide information on IT governance process.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |
| <p><b>Recommendation 12.2</b></p>                                                                                                                                                                                                                                                                                     |                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  |

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| <p>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.</p> | <p>NON-COMPLIANT</p> | <p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p> | <p>Due to the limited operations of the Company, the independent audit function of the Company is performed by the Audit and Risk Committee. The Committee can provide independent and objective advices since majority of its members are independent directors.</p> |
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### Recommendation 12.3

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| 1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.                                                                                                                                       | NON-COMPLIANT | Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities. | Given that the Company is a holding corporation and its limited operations, the Board does not deem it necessary to appoint a Chief Audit Executive at this time.                                                                |
| 2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.                                                 | NON-COMPLIANT |                                                                                                                                               | The Audit and Risk Committee currently oversees the internal audit function.                                                                                                                                                     |
| 3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity. | NON-COMPLIANT | Identify qualified independent executive or senior management personnel, if applicable.                                                       | Please refer to the Revised Manual on Corporate Governance – Board Committees – Internal Auditor <a href="http://www.codlasidholdings.com/corporategovernance.html">http://www.codlasidholdings.com/corporategovernance.html</a> |

### Recommendation 12.4

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| <p>1. Company has a separate risk management function to identify, assess and monitor key risk exposures.</p> | <p>NON-COMPLIANT</p> | <p>Provide information on company's risk management function.</p> | <p>Given the limited operations of the Company, the Board does not deem it necessary to appoint a Risk Management Officer at this time. The functions of a Risk Management Officer are currently performed by the Audit and Risk Committee. The Committee annually reviews the Company's approaches to risk management and recommends to the Board the changes or improvements to key elements of its processes and procedures.</p> |
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**Supplement to Recommendation 12.4**

| 1. Company seeks external technical support in risk management when such competence is not available internally. | COMPLIANT | Identify source of external technical support, if any.<br><br>The Company already has competent employees and does not need an external support in risk management. |  |
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## Recommendation 12.5

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| <p>1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).</p> | <p>NON-COMPLIANT</p> | <p>Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.</p> | <p>Taking into consideration the current size of the Company, the Board does not deem it necessary to have a separate Board Risk and Oversight Committee at this time.</p> <p>Moreover, because of the limited operations of the Company, the Board also does not deem it necessary to appoint a Chief Risk Officer at this time.</p> <p>The functions of the Board and Risk Oversight Committee and the Chief Risk Officer are currently performed by the Audit and Risk Committee.</p> |
| <p>2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.</p>                                                                 | <p>NON-COMPLIANT</p> |                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |

# Additional Recommendation to Principle 12

| 1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively. | NON-COMPLIANT | Provide link to CEO and CAE's attestation | Given that the Company is a holding corporation and its limited operations, the Board does not deem it necessary to appoint a Chief Audit Executive at this time.<br><br>The Audit and Risk Committee currently oversees the internal audit function.<br><br>Please refer to the Revised Manual on Corporate Governance – Compliance System – Board Committees – Internal Auditor <a href="http://www.codalasiaholdings.com/corporategovernance.html">http://www.codalasiaholdings.com/corporategovernance.html</a> |
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### Cultivating a Synergic Relationship with Shareholders

**Principle 13:** The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

#### Recommendation 13.1

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| 1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance. | COMPLIANT | Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.<br><br>Please refer to Part IV Shareholders' Rights and Protection of Minority Stockholders' Interest of the Revised Manual on Corporate Governance<br><a href="http://www.codlasiaholdings.com/corporategovernance.html">http://www.codlasiaholdings.com/corporategovernance.html</a> |  |
| 2. Board ensures that basic shareholder rights are disclosed on the company's website.              | COMPLIANT | Provide link to company's website<br><br>Please refer to Part IV Shareholder's Rights and Protection of Minority Stockholders' Interest of the Revised Manual on Corporate Governance which is uploaded in the Company Website:<br><a href="http://www.codlasiaholdings.com/corporategovernance.html">http://www.codlasiaholdings.com/corporategovernance.html</a>                                         |  |
| <b>Supplement to Recommendation 13.1</b>                                                            |           |                                                                                                                                                                                                                                                                                                                                                                                                            |  |
| Company's common share has one vote for one share.                                                  | COMPLIANT | Please refer to the Company's By-laws<br><a href="http://www.codlasiaholdings.com/ourcompany.html">http://www.codlasiaholdings.com/ourcompany.html</a>                                                                                                                                                                                                                                                     |  |

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| 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>Provide information on all classes of shares, including their voting rights if any.</p> <p>There is only one class of share- Common. All shareholders have equal rights.</p> <p>Please refer to the Company's By-laws<br/> <a href="http://www.codalsidholdings.com/ourcompany.html">http://www.codalsidholdings.com/ourcompany.html</a></p>                                                                                                     |  |
| 3. Board has an effective, secure, and efficient voting system.                                                                                                                                    | COMPLIANT | <p>Provide link to voting procedure. Indicate if voting is by poll or show of hands.</p> <p>The By-Laws of the Company allows other methods of voting other than through ballot. In practice, the same is done by the raising of hands or via viva voce.</p> <p>Please refer to the Company's By-laws<br/> <a href="http://www.codalsidholdings.com/ourcompany.html">http://www.codalsidholdings.com/ourcompany.html</a></p>                        |  |
| 4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders. | COMPLIANT | <p>Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any.</p> <p>All shareholders, including minority shareholders, have the right to elect, remove and replace directors. They also have the right to vote on certain corporate acts, as provided under the Corporation Code. With the use of cumulative voting, minority shareholders may vote together to secure a seat in the Board.</p> |  |

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| <p>5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p> | <p>COMPLIANT</p> | <p>Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)</p> <p>Special meetings may be called by the Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock.</p> <p>Please refer to the Corporation's By-Laws. <a href="http://www.coalasicholdings.com/ourcompany.html">http://www.coalasicholdings.com/ourcompany.html</a></p> <p>As of date, there has been no call for a shareholders' meeting initiated by a stockholder.</p> |  |
| <p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>                                                     | <p>COMPLIANT</p> | <p>Provide information or link/reference to the policies on treatment of minority shareholders</p> <p>Please refer to Part IV Shareholders' Rights and Protection of Minority Stockholders' Interest of the Revised Manual on Corporate Governance</p> <p><a href="http://www.coalasicholdings.com/corporategovernance.html">http://www.coalasicholdings.com/corporategovernance.html</a></p>                                                                                                                                                                        |  |

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| <p>7. Company has a transparent and specific dividend policy.</p>                                                                                                   | <p>COMPLIANT</p> | <p>Provide information on or link/reference to the company's dividend Policy.</p> <p>The Company is compelled to declare dividends when its retained earnings shall be in excess of 100% of its paid up capital.</p> <p>Please refer to Part IV Shareholders' Rights and Protection of Minority Stockholders' Interest of the Revised Manual on Corporate Governance<br/> <a href="http://www.codlasidholdings.com/corporategovernance.html">http://www.codlasidholdings.com/corporategovernance.html</a></p> <p>Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration.</p> <p>The Company has not declared dividends since incorporation.</p> <p>Please refer to the Company's Annual Report<br/> <a href="http://www.codlasidholdings.com/secfilings.html">http://www.codlasidholdings.com/secfilings.html</a></p> |  |
| <p><b>Optional: Recommendation 13.1</b></p> <p>1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.</p> |                  | <p>Identify the independent party that counted/validated the votes at the ASW, if any.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |
| <p><b>Recommendation 13.2</b></p>                                                                                                                                   |                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |

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| <p>1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.</p> | COMPLIANT | <p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out.</p> <p>Date of Annual Stockholders' Meeting: 1 August 2017<br/>Date of sending out notice: 4 July 2017 (28 days before the meeting)<br/>Date of sending Agenda: 4 July 2017 (28 days before the meeting)</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>The Agenda did not include approval or changes to remuneration. No changes in remuneration.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)<br/><a href="http://www.codalstockholdings.com/secfilings.html">http://www.codalstockholdings.com/secfilings.html</a></p> <p>Please refer to Company Disclosures – SEC Filings<br/><a href="http://www.codalstockholdings.com/secfilings.html">http://www.codalstockholdings.com/secfilings.html</a></p> <p>and/or at the PSE Edge Company Disclosures<br/><a href="http://edge.pse.com.ph/companyDisclosures/form.do?company_id=637">http://edge.pse.com.ph/companyDisclosures/form.do?company_id=637</a></p> |  |
| <p><b>Supplemental to Recommendation 13.2</b></p> <p>1. Company's Notice of Annual Stockholders' Meeting contains the following information:</p>                                                            | COMPLIANT | <p>Provide link or reference to the company's notice of Annual Shareholders' Meeting</p> <p>Please refer to Company Disclosures – Notice of Annual or Special Stockholders' Meeting<br/><a href="http://www.codalstockholdings.com/noticestockholdersmeetings.html">http://www.codalstockholdings.com/noticestockholdersmeetings.html</a></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |

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| a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies) | COMPLIANT | Please refer to the Company's Definitive 20-IS which was attached to the Notice of Annual Stockholders' Meeting.<br>Reference: Company website: Company Disclosures – SEC Filing<br><a href="http://www.coalasisidholdings.com/secfilings.html">http://www.coalasisidholdings.com/secfilings.html</a>                                                                         |  |
| b. Auditors seeking appointment/re-appointment                                                                                                        | COMPLIANT | Please refer to the Company's Definitive 20-IS which was attached to the Notice of Annual Stockholders' Meeting.<br>Reference: Company website: Company Disclosures – SEC Filing<br><a href="http://www.coalasisidholdings.com/secfilings.html">http://www.coalasisidholdings.com/secfilings.html</a>                                                                         |  |
| c. Proxy documents                                                                                                                                    | COMPLIANT | Please refer to the Company's Definitive 20-IS which was attached to the Notice of Annual Stockholders' Meeting.<br>Reference: Company website: Company Disclosures – SEC Filing<br><a href="http://www.coalasisidholdings.com/secfilings.html">http://www.coalasisidholdings.com/secfilings.html</a>                                                                         |  |
| <b>Optional: Recommendation 13.2</b>                                                                                                                  |           |                                                                                                                                                                                                                                                                                                                                                                               |  |
| 1. Company provides rationale for the agenda items for the annual stockholders meeting                                                                | COMPLIANT | Provide link or reference to the rationale for the agenda items.<br><br>Please refer to the Company's Definitive 20-IS which was attached to the Notice of Annual Stockholders' Meeting.<br>Reference: Company website: Company Disclosures – SEC Filing<br><a href="http://www.coalasisidholdings.com/secfilings.html">http://www.coalasisidholdings.com/secfilings.html</a> |  |
| <b>Recommendation 13.3</b>                                                                                                                            |           |                                                                                                                                                                                                                                                                                                                                                                               |  |

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| <p>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.</p> | <p>COMPLIANT</p> | <p>Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p> <p>Questions and answers during the Annual Stockholders' Meeting are duly minuted. Please refer to the Minutes of the Annual Stockholders' Meeting. Please refer to the link below:</p> <p><a href="http://www.coalastaholdings.com/minutesstockholdersmeetings.html">http://www.coalastaholdings.com/minutesstockholdersmeetings.html</a></p> |  |
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2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.

COMPLIANT

Provide link to minutes of meeting in the company website.

Result of Annual Stockholders' Meeting was made available on August 2, 2017.

Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.

The following directors were re-elected to the Board during the Company's 2017 Annual Stockholders' Meeting held on August 1, 2017:

|                          | No. of Votes Received |
|--------------------------|-----------------------|
| Harold R. Tomintz        | 3,200,337,438         |
| Johnson A. Sanhi Jr.     | 3,200,337,438         |
| Dexter Y. Tiu            | 3,200,337,438         |
| Eric Y. Roxas            | 3,200,337,438         |
| Juan Kevin G. Belmonte   | 3,200,337,438         |
| Aristides S. Armas       | 3,200,337,438         |
| Arsenio M. Bartolome III | 3,200,337,438         |

Indicate also if the voting on resolutions was by poll.

The voting for the directors was conducted via viva voce. The results of the elections were as follows: Considering that there were as many nominees as there were seats to be filled, and upon the confirmation of the inspectors appointed by the Board that there was no indication of dissent among the stockholders, the Chairman requested the Corporate Secretary to cast all votes for the nominees.

Include whether there was opportunity to ask question and the answers given, if any

Several shareholders asked the Board questions.

Please refer to the Minutes of the Annual Stockholders' Meeting.  
<http://www.coalasidholdings.com/minutesstockholdersmeetings.html>

**Supplement to Recommendation 13.3**

1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.

COMPLIANT

Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting

Representatives of Reyes Tacandong & Co, the Company's External Auditor and RCBC Stock and Transfer Department, the Company's Stock and Transfer Agent were present during the Annual Stockholders' Meeting held on August 1, 2017.

**Recommendation 13.4**

1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.

COMPLIANT

Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes

The Board has the obligation to establish and maintain an alternative dispute resolution system in the Company that can amicably settle conflicts or differences between the Company and its stockholders, and the Company and third parties, including regulatory authorities.

Please refer to Part II-B Board of Directors of the Revised Manual on Corporate Governance <http://www.coalasholdings.com/corporategovernance.html>

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| <p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p>                                              | <p>COMPLIANT</p> | <p>Provide link/reference to where it is found in the Manual on Corporate Governance</p> <p>The Board is responsible for formulating a clear policy on communicating or relating with the Company's stakeholders through an effective investor relations program. The Board is also responsible for establishing an alternative dispute resolution in the Company that can amicably settle conflicts or differences between the Company and its stockholders, the Company and third parties.</p> <p>Please refer to Part II-B Board of Directors of the Revised Manual on Corporate Governance<br/> <a href="http://www.codalasiholdings.com/corporategovernance.html">http://www.codalasiholdings.com/corporategovernance.html</a></p> |  |
| <p><b>Recommendation 13.5</b></p> <p>1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.</p> | <p>COMPLIANT</p> | <p>Disclose the contact details of the officer/office responsible for investor relations, such as:</p> <ol style="list-style-type: none"> <li>1. Name of the person</li> <li>2. Telephone number</li> <li>3. Fax Number</li> <li>4. Email address</li> </ol> <p>Rosanna Desiderio<br/> (632)8138892<br/> rosanna.desiderio@titannining.com</p> <p>Reference: Please refer to Investor Relations in the Company Website:<br/> <a href="http://www.codalasiholdings.com/investorrelations.html">http://www.codalasiholdings.com/investorrelations.html</a></p>                                                                                                                                                                            |  |

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| 2. IRO is present at every shareholder's meeting.                                                                                                | COMPLIANT     | Indicate if the IRO was present during the ASM.<br><br>The IRO is present during the Annual Shareholders' Meeting held on August 1, 2017.                                                                                                                                                                                                                                          |                                                                                                                               |
| <b>Supplemental Recommendations to Principle 13</b>                                                                                              |               |                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                               |
| 1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group | COMPLIANT     | Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.<br><br>There were no anti-takeover measures or similar devices that was proposed or implemented during the year.                                                                                                                                                           |                                                                                                                               |
| 2. Company has at least thirty percent (30%) public float to increase liquidity in the market.                                                   | NON-COMPLIANT | Indicate the company's public float.<br><br>The Corporation's public float as of December 31, 2017 is 19.99%. 80% of the Company's shares are still under lock up.                                                                                                                                                                                                                 | The Company is well above the current requirement of the Securities Exchange Commission and Philippine Stock Exchange of 10%. |
| <b>Optional: Principle 13</b>                                                                                                                    |               |                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                               |
| 1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting               | COMPLIANT     | Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM.<br><br>Please refer to Part IV, Section A, Right to Active Participation of the Revised Manual on Corporate Governance:<br><br><a href="http://www.coodasiacholdings.com/corporategovernance.html">http://www.coodasiacholdings.com/corporategovernance.html</a> |                                                                                                                               |

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| 2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting. | NON-COMPLIANT | Disclose the process and procedure for secure electronic voting in absentia, if any. | The Company recognizes the right of its stockholders to vote in person or by proxy. |
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#### Duties to Stakeholders

**Principle 14:** The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

#### Recommendation 14.1

|                                                                                                                                                             |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  |
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| 1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability. | COMPLIANT | Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.<br><br>Other than the shareholders, the Company's stakeholders are its customers, employees, suppliers, financiers, the government and its employees.<br>Please refer to Part II Compliance System – Board of Directors for the Company's rule on the fair treatment and protection of its stakeholders and communication with the stakeholders.<br><a href="http://www.codasicholdings.com/corporategovernance.html">http://www.codasicholdings.com/corporategovernance.html</a> |  |
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#### Recommendation 14.2

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| <p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p> | <p>COMPLIANT</p> | <p>Identify policies and programs for the protection and fair treatment of company's stakeholders</p> <p>The Company's policy on the protection and fair treatment of its stakeholders, especially the minority stockholders' interest is discussed in the Revised Manual on Corporate Governance.</p> <p>Please refer to Manual on Corporate Governance – Part IV Shareholders' Rights and Protection of Minority Stockholders' Interest uploaded in the Company's website:</p> <p><a href="http://www.coalasiaholdings.com/corporategovernance.html">http://www.coalasiaholdings.com/corporategovernance.html</a></p> |  |
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**Recommendation 14.3**

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| <p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>                                                 | <p>COMPLIANT</p> | <p>Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.</p> <p>1. Rosanna Desiderio<br/>2. (632)8138892<br/>3. rosanna.desiderio@titamining.com</p> <p>Provide information on whistleblowing policy, practices and procedures for stakeholders</p> <p>The Company ensures that the stakeholders can effectively communicate or relate to them and obtain redress for any violations of their rights through an effective investor relations program. Please refer to the company website on how the stakeholders can contact the Company:<br/><a href="http://www.codelasidholdings.com/investorrelations.html">http://www.codelasidholdings.com/investorrelations.html</a></p> <p>You may also refer to Part II, Section B Board of Directors of the Revised Manual on Corporate Governance:<br/><a href="http://www.codelasidholdings.com/corporategovernance.html">http://www.codelasidholdings.com/corporategovernance.html</a></p> |  |
| <p><b>Supplement to Recommendation 14.3</b></p> <p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p> | <p>COMPLIANT</p> | <p>Provide information on the alternative dispute resolution system established by the company.</p> <p>Conflicts are usually resolved through mediation between the parties. A mediator will be selected by the parties to facilitate communication and negotiation and to assist them in reaching a voluntary agreement regarding the issue involved. Failing such an amicable settlement, the Company would suggest that the issue be settled by arbitration in a neutral forum and preferable in accordance with the UNCITRAL rules.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |

#### Additional Recommendations to Principle 14

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| 1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation. | COMPLIANT | Disclose any requests for exemption by the company and the reason for the request.<br><br>There was no request for exemption by the Company.                                   |  |
| 2. Company respects intellectual property rights.                                                                                                                                                                                                                                                                                                   | COMPLIANT | Provide specific instances, if any.<br><br>There are no instances that the company needed to use a trademark and/or tradename other than their own tradename and/or trademark. |  |

#### Optional: Principle 14

|                                                                                 |           |                                                                                                                                                                                                                                                                                                                                                                                         |  |
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| 1. Company discloses its policies and practices that address customers' welfare | COMPLIANT | Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.<br><br>The Company works closely with clients to ensure their satisfaction with the quality of the coal they source from the Company. The Company also works closely with the community and local leaders of its mine sites to improve the area. |  |
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| 2. Company discloses its policies and practices that address supplier/contractor selection procedures. | COMPLIANT | Identify policies, programs and practices that address supplier/contractor selection procedures, or provide link/reference to a document containing the same.<br><br>The Company ensures that any supplier or contractor engaged for services related to the mines have the financial and technical expertise and sufficient professional experience to carry out the service. |  |
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**Principle 15:** A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goods and participate in its corporate governance processes.

**Recommendation 15.1**

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| 1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance. | COMPLIANT | Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.<br><br>The Company provides orientation and training programs to its employees at the beginning of each project. |  |
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**Supplement to Recommendation 15.1**

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| 1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures. | NON-COMPLIANT | Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders. | The Company takes into consideration both Company performance and individual performance of employees in determining bonus and incentives. |
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| 2. Company has policies and practices on health, safety and welfare of its employees.                                                        | COMPLIANT | Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.<br><br>The Company adopted the policies required under its Coal Operating Contracts, which contain guidelines on safety rules on underground and surface mine operations, health and sanitation facilities, etc.             |  |
| 3. Company has policies and practices on training and development of its employees.                                                          | COMPLIANT | Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended.<br><br>At the beginning of each project, the Company conducts training programs to its employees. Employee training is also conducted in instances required by government regulatory bodies.             |  |
| <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 | Identify or provide link/reference to the company's policies, programs and practices on anti-corruption<br><br>Please refer to the Company's Code of Business Conduct: <a href="http://www.codalasholdings.com/businessconduct.html">http://www.codalasholdings.com/businessconduct.html</a>                                                                             |  |
| 2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.  | COMPLIANT | Identify how the board disseminated the policy and program to employees across the organization.<br><br>Upon promulgation of the Company's policies, the Company issued a company-wide memo. Policies are made available in the Company's website. <a href="http://www.codalasholdings.com/businessconduct.html">http://www.codalasholdings.com/businessconduct.html</a> |  |

**Supplement to Recommendation 15.2**

|                                                                                                                                                            |                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |
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| <p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p> | <p>COMPLIANT</p> | <p>Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices.</p> <p>Employees are encouraged to promptly report concerns about any illegal and unethical behavior. Reports can be made anonymously to the Company's Compliance Officer, Human Resource Department Head, or to any member of the Audit Committee. To enable the Company to verify and act on the report, employees are encouraged to make reports that contain as much information as possible, including the person involved, any witnesses, location of any other information that would assist in investigating the concerns, and any supporting documentation. All reports received are forwarded to the Risk and Audit Committee that will make the preliminary assessment of the issues raised. The Risk and Audit Committee will then determine whether there is justification for an investigation and how it should be handled, should one be necessary</p> <p>Prompt and appropriate corrective action will be taken in response to any finding of illegal and unethical behavior. If after the investigation, the Risk and Audit Committee concludes that disciplinary measures are necessary, it will recommend such measures to the Board of Directors.</p> <p>Include any finding of violations of the company policy.</p> <p>No violations reported to date.</p> |  |
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**Recommendation 15.3**

|                                                                                                                                                                                                     |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation           | COMPLIANT | <p>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees.</p> <p>Please refer to the Whistleblowing Policy <a href="http://www.coaliscidholdings.com/policies.html">http://www.coaliscidholdings.com/policies.html</a></p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.</p> <p>Please refer to the Whistle blowing Policy. <a href="http://www.coaliscidholdings.com/policies.html">http://www.coaliscidholdings.com/policies.html</a></p> <p>Provide contact details to report any illegal or unethical behavior.</p> <p>1. Rosanna Desiderio<br/>2. (632)8138892<br/>3. <a href="mailto:rosanna.desiderio@titcrmining.com">rosanna.desiderio@titcrmining.com</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 | Whenever a report is made to the Compliance Officer, to the Human Resource Department Head, or to any member of the Audit Committee, anonymity and confidentiality consistent with conducting a thorough and fair investigation are prioritized. Since the Company values people who identify issues that need to be addressed, any form of retaliation is proscribed.                                                                                                                                                                                                                                                                                                                                                                                               |  |
| 3. Board supervises and ensures the enforcement of the whistleblowing framework.                                                                                                                    | COMPLIANT | <p>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <p>The Board has already approved a whistleblowing policy and a framework allowing</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |

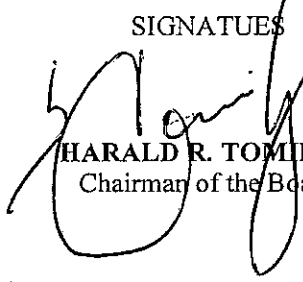
**Principle 16:** The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

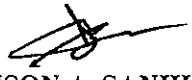
**Recommendation 16.1**

|                                                                                                                                                                                                                                                                               |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <p>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.</p> | COMPLIANT | <p>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</p> <p>The Company works closely with the community and the local government leaders of its mine sites to improve the area. In 2017, the Company conducted an Adopt an Estero/Waterbody program and an area development program (barangay road maintenance). The Company also aims to provide employment in the communities where its mine sites are located. The Company also listens to any concerns that the community has in relation to its mine sites.</p> |  |
| <p><b>Optional: Principle 16</b></p> <p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p> <p>2. Company exerts effort to interact positively with the communities in which it operates</p>      |           | <p>Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.</p> <p>Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.</p>                                                                                                                                                                                                                                                                  |  |

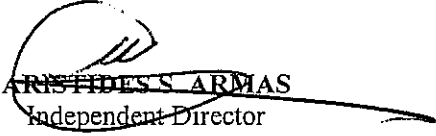
Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of PASIG CITY on 15 MAY 2018 2018.

SIGNATURES

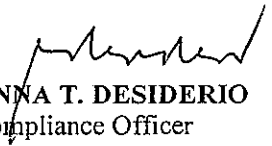
  
**HARALD R. TOMINTZ**  
 Chairman of the Board

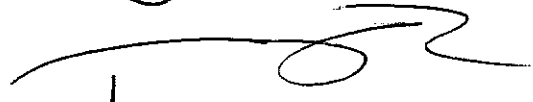
  
**JOHNSON A. SANHI, JR.**  
 President

  
**JUAN KEVIN G. BELMONTE**  
 Independent Director

  
**ARISTIDES S. ARMAS**  
 Independent Director

  
**ARSENIO M. BARTOLOME III**  
 Independent Director

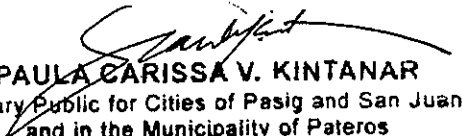
  
**ROSANNA T. DESIDERIO**  
 Compliance Officer

  
**A. BAYANI K. TAN**  
 Corporate Secretary

SUBSCRIBED AND SWORN to before me this 15 MAY 2018 day of \_\_\_\_\_ 2018, affiant(s) exhibiting to me their competent evidences of identity:

| Name                     | Competent Evidence of Identity | Date and Place Issued |
|--------------------------|--------------------------------|-----------------------|
| Harald R. Tomintz        | TIN 123 - 069 - 283            |                       |
| Johnson A. Sanhi, Jr.    | TIN 105 - 108 - 140            |                       |
| Juan Kevin G. Belmonte   | TIN 102 - 081 - 718            |                       |
| Aristides S. Armas       | TIN 105 - 502 - 254            |                       |
| Arsenio M. Bartolome III | TIN 110 - 179 - 356            |                       |
| Rosanna T. Desiderio     | TIN 111 - 575 - 187            |                       |
| A. Bayani K. Tan         | TIN 102 - 054 - 041            |                       |

Doc. No. 452;  
 Page No. 92;  
 Book No. 17;  
 Series of 2018.

  
**PAULA CARISSA V. KINTANAR**  
 Notary Public for Cities of Pasig and San Juan  
 and in the Municipality of Pateros  
 Appointment No. 184 (2017-2018)  
 Commission Expires on December 31, 2018  
 2704 East Tower, PSE Centre, Exchange Road,  
 Ortigas Center, 1605 Pasig City  
 PTR No. 2705649 / 01.09.2018 / Mandaluyod  
 IBP No. 020585 / 01.03.2018 / RSM  
 Roll of Attorneys No 66236  
 Admitted to the Bar on 22 June 2018