

## SECURITIES AND EXCHANGE COMMISSION

### SEC FORM - I-ACGR

#### INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended  
Dec 31, 2019
2. SEC Identification Number  
PW538
3. BIR Tax Identification Number  
000-225-442
4. Exact name of issuer as specified in its charter  
FAR EASTERN UNIVERSITY, INC.
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
Nicanor Reyes St., Sampaloc, Manila  
Postal Code  
1015
8. Issuer's telephone number, including area code  
02-88494000
9. Former name, former address, and former fiscal year, if changed since last report  
-

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



# Far Eastern University, Incorporated

## FEU

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

### Description of the Disclosure

Submitting FEU's 2019 Integrated Annual Corporate Governance Report (I-ACGR), in accordance with the SEC Memorandum Circular No. 15, Series of 2017.

### Filed on behalf by:

Name	MA. CRISTINA TALAMPAS
Designation	ADMINISTRATION MANAGER



# FAR EASTERN UNIVERSITY



30 July 2020

Securities and Exchange Commission  
Secretariat Building, PICC Complex  
Roxas Boulevard, Pasay City

Attention: Ms. Rachel Esther J. Guntang - Remalante  
Director  
*Corporate Governance and Finance Department*

Nicanor Reyes Street  
Sampaloc, Manila  
P.O. Box 609 Philippines 1015  
(632) 725 5621  
[www.feu.edu.ph](http://www.feu.edu.ph)

Dear Ma'am:

In compliance with SEC Memorandum Circular No. 15, Series of 2017, we are submitting herewith the 2019 Integrated Annual Corporate Governance Report (I-ACGR) of the Far Eastern University, Incorporated.

The report is signed by the following required signatories:

Mr. Aurelio R. Montinola	Chairman of the Board and Chief Executive Officer
Dr. Michael M. Alba	President and Chief Operating Officer
Dr. Edilberto C. de Jesus	Lead Independent Director
Ms. Sherisa P. Nuesa	Independent Director
Mr. Jose T. Sio	Independent Director
Atty. Anthony Raymond A. Goquingco	Acting Corporate Secretary

At present, the position Compliance Officer is vacant due to the demise of the former incumbent; in which related disclosure was filed on 30 March 2020. We request that this information will be noted in your assessment of our report.

Thank you.

Very truly yours,

Far Eastern University, Incorporated

By:

  
Atty. Anthony Raymond A. Goquingco  
*Acting Corporate Secretary*



## SEC FORM - I-ACGR

### INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the year - 2019
2. SEC Identification Number - PW-538
3. BIR Tax Identification No. - 000-225-442
4. THE FAR EASTERN UNIVERSITY, INCORPORATED, doing business under the name and style FAR EASTERN UNIVERSITY  
Exact name of issuer as specified in its charter
5. Metro Manila, Philippines  
Province, Country or other jurisdiction of incorporation or organization
6.  (SEC Use Only)  
Industry Classification Code:
7. Nicanor Reyes Street, Sampaloc, Manila  
Address of principal office
- 1015  
Postal Code
8. 02-88494000  
Issuer's telephone number, including area code
9. No change as to name, address and fiscal year since last report.  
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Principle 1:</b> The company should be headed by a competent, working board to foster the long-term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long-term best interests of its shareholders and other stakeholders.			
<b>Recommendation 1.1</b>			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	Please see <b>Board of Trustees' profile</b> in the 2019 Definitive Information Statement (SEC form 20 IS), <b>pages 5-8</b> in the link below:  <a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=10">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=10</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	Qualifications and disqualifications of the Board of Trustees as provided in FEU's Amended By-Laws.  Please see Amended By-Laws, <b>Section XXIX - Nomination Committee, pages 7-9</b> in the link below:  <a href="https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=9">https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=9</a>	
<b>Recommendation 1.2</b>			
1. Board is composed of a majority of non-executive directors.	Compliant	The 9-man/woman Board of Trustees of FEU was composed of three (3) non-executive trustees, three (3) executive trustees and three (3) non-executive independent trustees.  The members of the Board of Trustees are as follows:  Non-Executive Trustees: 1. Dr. Lourdes R. Montinola <sup>1</sup> 2. Ms. Angelina P. Jose <sup>2</sup>	-

		<p>3. Dr. Paulino Y. Tan <sup>2</sup></p> <p><sup>1</sup> Designated as Chair Emeritus, an honorary title with no executive function.  <sup>2</sup> No executive function.</p> <p>Executive Trustees:</p> <ol style="list-style-type: none"> <li>1. Mr. Aurelio R. Montinola III, Chairman of the Board &amp; CEO</li> <li>2. Dr. Michael M. Alba, President &amp; COO</li> <li>3. Mr. Antonio R. Montinola, Director for Sports Development</li> </ol> <p>Non-Executive Independent Trustees:</p> <ol style="list-style-type: none"> <li>1. Dr. Edilberto C. De Jesus</li> <li>2. Mr. Jose T. Sio</li> <li>3. Ms. Sherisa P. Nuesa</li> </ol> <p>Please see link below (<b>Board of Trustees</b>):</p> <p><a href="https://investors.feu.edu.ph/">https://investors.feu.edu.ph/</a></p>	
<b>Recommendation 1.3</b>			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>FEU's Manual on Corporate Governance, duly approved by its Board of Trustees and posted on the university website, states that the university shall provide all trustees with relevant training and continuing education program.</p> <p>Please see Manual on Corporate Governance, <b>page 5</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=5">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=5</a></p>	

		<p>The continuing education program for all Trustees is similarly highlighted in the Board Charter.</p> <p>Please see the Board Charter, <b>Item no. 13, page 3</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Board.pdf#page=3">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Board.pdf#page=3</a></p>	
2. Company has an orientation program for first time directors.	Compliant	<p>FEU has an orientation program for its first time Trustees. However, it did not have a first time Trustee in 2019.</p> <p>Please see Manual on Corporate Governance, <b>Section III – Item A no. 2, page 1</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=5">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=5</a></p>	
3. Company has relevant annual continuing training for all directors.	Compliant	<p>The FEU Institute of Accounts, Business and Finance (IABF), in cooperation with the Institute of Corporate Directors (ICD), organized an in-house annual continuing training for all FEU Trustees and key officers on 22 February 2019, entitled: <b>“A Special International Lecture on Family Business Governance and Stewardship”</b>, facilitated by Mr. Ong Boon Hwee, CEO of Stewardship Asia Centre, Singapore. Lecture was held in FEU Makati.</p> <p>As part of the University’s continuing training program for all its Trustees, below is the list continuing education/training seminars and conferences in 2019, attended and/or participated by FEU Trustees, in various development areas in education, business and regulatory environment.</p>	

		<p>Chair Emeritus Lourdes R. Montinola attended the FEU Senior Management Strategic Planning Meeting on 24-25 January 2019 at Filinvest, Alabang.</p> <p>Board Chairman Aurelio R. Montinola III attended the:</p> <ul style="list-style-type: none"> <li>• FEU Senior Management Strategic Planning Meeting on 24-25 January 2019 at Filinvest, Alabang.</li> <li>• Advanced Corporate Governance Training conducted by Institute of Corporate Directors held on 09 August 2019 at New World Hotel Makati.</li> </ul> <p>President Michael M. Alba attended and/or participated as speaker/lecturer in various conferences in 2019:</p> <ul style="list-style-type: none"> <li>• FEU Senior Management Strategic Planning Meeting on 24-25 January 2019 at Filinvest, Alabang.</li> <li>• Convocation RE: CMO 46 s 2013 organized by COCOPEA, New World Hotel, Makati City, on 18 February 2019</li> <li>• Safe Urban Mobility and Accessibility, organized by FEU Public Policy Center, FEU Makati, on 21 March 2019</li> <li>• ASAIHL General Assembly, organized by the Association of Southeast Asian Institutions of Higher Learning – National Council of the Phils., 27 March 2019, Manila City</li> <li>• PIP Board/General Membership meeting, organized by the Philippine Institute of Petroleum, 28 March 2019, Manila Golf Club, BGC Taguig City</li> <li>• ASAIHL International Conference 2019, organized by the Association of Southeast Asian Institutions</li> </ul>	
--	--	--	--



		<p>of Higher Learning, 25-27 July 2019, Crimson Hotel, Alabang, Muntinlupa City</p> <ul style="list-style-type: none"> <li>• Fire Up Society: Preparing the Filipino Worker for the Fourth Industrial Revolution, organized by Asian Institute of Management Rizalino S. Navarro Policy Center for Competitiveness, 23 August 2019, Makati Diamond Residences, Makati City</li> <li>• PACU Seminar: “The Avalanche is Here: Addressing the Challenges in Higher Education” (participated as the Key Speaker), organized by the Philippine Association of Colleges and Universities, 19 September 2019, RISE Tower, Our Lady of Fatima University</li> <li>• National Teacher Quality Forum, organized by the Philippine Business for Education, 6-8 October 2019, Seda Hotel, Cebu City</li> <li>• SATU Steering Committee Meeting, organized by Southeast and South Asia and Taiwan Universities (SATU), 18-19 November 2019, Universiti Malaysia Sabah</li> <li>• PACU Expanded Board Meeting, organized by the Philippine Association of Colleges and Universities, 21-24 November 2019, Seda Capitol Central Hotel, Bacolod</li> <li>• Seminar: Higher Education and Revolution Ahead (participated as Main Lecturer), UP School of Economics, 29 November 2019, University of the Philippines, Diliman, QC</li> <li>• 2019 Philippine Education Conference (participated as Panelist Reactor), organized by the Private Education Assistance Committee (PEAC), 3-4 December 2019, SMX Convention Center, Pasay City</li> </ul>	
--	--	---	--

		<p>Independent Trustee Edilberto C. De Jesus attended the:</p> <ul style="list-style-type: none"> <li>• FEU Senior Management Strategic Planning Meeting on 24-25 January 2019 at Filinvest, Alabang.</li> <li>• Corporate Governance Orientation conducted by the Institute of Corporate Directors on 30 October 2019 at Tower Club, PhilAm Life Tower, Makati City.</li> </ul> <p>Trustee Angelina P. Jose attended the FEU Senior Management Strategic Planning Meeting on 24-25 January 2019 at Filinvest, Alabang.</p> <p>Trustee Antonio R. Montinola attended the FEU Senior Management Strategic Planning Meeting on 24-25 January 2019 at Filinvest, Alabang.</p> <p>Independent Trustee Sherisa P. Nuesa attended and/or participated as speaker/lecturer in various conferences in 2019:</p> <ul style="list-style-type: none"> <li>• FEU Senior Management Strategic Planning Meeting on 24-25 January 2019 at Filinvest, Alabang.</li> <li>• 6<sup>th</sup> SEC-PSE Corporate Governance Forum on 25 October 2019 at PICC, Pasay City, conducted by the Securities and Exchange Commission</li> <li>• ICD Lectures on Risk Management, accredited by the Securities and Exchange Commission</li> <li>• Private Lecture on Corporate Governance Orientation Program on 10 July 2019 and 17 October 2019 for Meralco Savings and Loan Association (MESALA)</li> </ul>	
--	--	--	--

		<p>Independent Trustee Jose T. Sio attended the Advanced Corporate Governance Training conducted by the Institute of Corporate Directors on 15 August 2019 at Conrad Hotel, Manila.</p> <p>Trustee Paulino Y. Tan attended the FEU Senior Management Strategic Planning Meeting on 24-25 January 2019 at Filinvest, Alabang.</p>	
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity.	Compliant	<p>Please see Manual on Corporate Governance, <b>Section III – Item A no. 1, page 1</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=5">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=5</a></p> <p>Please see Amended By-Laws, <b>Section XXIX - Nomination Committee, page 7</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=9">https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=9</a></p> <p>Board diversity is also a significant factor in nominating members of the board.</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Board.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Board.pdf</a></p> <p>At present, the Board of Trustees is composed of six (6) males and three (3) females, one of whom is a Female Independent Trustee.</p>	-
<b>Optional: Recommendation 1.4</b>			
1. Company has a policy on and discloses measurable objectives for	Compliant	Board diversity in gender, age, skills, competence, knowledge and industry expertise are considerations	

implementing its board diversity and reports on progress in achieving its objectives.

in the selection of the Board members, especially for the choice of Non-Executive Independent Trustees.

The matrix below demonstrates the objectives that the Board has achieved in 2019 in terms of diversity in its membership:

Objectives	2019
Gender - Mix of male/female directors	√
Age ranges from 50-90	√
Expertise/Background/ Experience/Industry – Education, Finance/Audit, Risk Management, Banking, Manufacturing, Real Estate, Management	√
Affiliations – Education, Governance, Advocacy Groups	√

Please see the **profile of the Board of Trustees** in the 2019 Definitive Information Statement (SEC Form 20 IS), **pages 39-41** in the link below:

[https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20\(SEC%20Form%2020%20IS\).pdf#page=39](https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=39)

Please see FEU Amended By-Laws, **Qualifications and Disqualifications of a Board Trustee under Nomination Committee, pages 7 – 9**; and Manual on Corporate Governance, **Section III – Item A no. 1, page 1** - in the links below:

[https://investors.feu.edu.ph/documents/index/feu\\_bylaws.pdf#page=9](https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=9)

		<a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=5">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=5</a>	
<b>Recommendation 1.5</b>			
1. Board is assisted by a Corporate Secretary.	Compliant	<p>Please see profile of Atty. Santiago L. Garcia, Jr., FEU's Corporate Secretary and Compliance Officer, in the 2019 Definitive Information Statement (SEC Form 20 IS), page 10 in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=15">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=15</a></p> <p><b>Atty. Santiago L. Garcia, Jr.</b>, passed away on 29 March 2020.</p> <p>On 21 April 2020, <b>Atty. Anthony Raymond A. Goqingco</b> was appointed as Acting Corporate Secretary. Please see link below for the PSE disclosure related to this appointment:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2020/04222020/21Apr2020_Appointment%20of%20Acting%20Corp.%20Secretary_A.Goqingco-merged.pdf">https://investors.feu.edu.ph/reports%20new%20format/2020/04222020/21Apr2020_Appointment%20of%20Acting%20Corp.%20Secretary_A.Goqingco-merged.pdf</a></p>	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Non-Compliant		FEU's size, structure, risk profile and complexity of operations remain governable for one officer to simultaneously perform the role of Corporate Secretary and Compliance Officer.

3. Corporate Secretary is not a member of the Board of Directors.	Compliant		
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<p>The Corporate Secretary attended and participated in the following seminars in 2019:</p> <ul style="list-style-type: none"> <li>• Special International Lecture on Family Business Governance and Stewardship by Mr. Ong Boon Hwee, CEO of Stewardship Asia Centre, Singapore on 22 February 2019 in FEU Makati.</li> <li>• Mandatory Continuing Legal Education Lecture Series (6<sup>th</sup> Compliance Period) by Quisumbing Torres (Member Firm of Baker &amp; McKenzie International and FEU Institute of Law on 1, 2, 3, 5 and 8 April 2019 at the BGC Corporate Center, Taguig City</li> <li>• Roundtable Discussion by the Securities and Exchange Commission - in partnership with the Institute of Corporate Directors and Good Governance Advocates and Practitioners of the Phils. - on 09 May 2019 at SEC Executive Lounge, Secretariat Bldg., PICC Complex, Pasay City</li> <li>• Revised Corporation Code conducted by the Institute of Corporate Directors in June 2019 at the Tower Club, PhilAm Tower, Makati City.</li> </ul>	
<b>Optional: Recommendation 1.5</b>			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	Critical materials, such as Minutes of the previous board meeting, are distributed ahead via email to the board, for advance reference and feedback as may be required.	

Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	FEU's Corporate Secretary, Atty. Santiago Garcia, was also FEU's Compliance Officer.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	While he had a rank below that of a Senior Vice President, he had direct reporting line to the Board which gave him adequate stature and authority in the University. He was not a member of the Board.	
3. Compliance Officer is not a member of the board.	Compliant	<p><b>Atty. Santiago L. Garcia, Jr.</b>, passed away on 29 March 2020.</p> <p>Candidate for the now vacant role is currently subject for discussion by the Board of Trustees.</p> <p>On 21 April 2020, <b>Atty. Anthony Raymond A. Goquingco</b> was appointed as Acting Corporate Secretary. Please see link below for the PSE disclosure related to this appointment:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2020/04222020/21Apr2020_Appointment%20of%20Acting%20Corp.%20Secretary_A.Goquingco-merged.pdf">https://investors.feu.edu.ph/reports%20new%20format/2020/04222020/21Apr2020_Appointment%20of%20Acting%20Corp.%20Secretary_A.Goquingco-merged.pdf</a></p>	
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>The Corporate Secretary attended and participated in the following seminars in 2019:</p> <ul style="list-style-type: none"> <li>• Special International Lecture on Family Business Governance and Stewardship by Mr. Ong Boon Hwee, CEO of Stewardship Asia Centre, Singapore on 22 February 2019 in FEU Makati.</li> <li>• Mandatory Continuing Legal Education Lecture Series (6<sup>th</sup> Compliance Period) by Quisumbing</li> </ul>	

		<p>Torres (Member Firm of Baker &amp; McKenzie International and FEU Institute of Law on 1, 2, 3, 5 and 8 April 2019 at the BGC Corporate Center, Taguig City</p> <ul style="list-style-type: none"> <li>• Roundtable Discussion by the Securities and Exchange Commission - in partnership with the Institute of Corporate Directors and Good Governance Advocates and Practitioners of the Phils. - on 09 May 2019 at SEC Executive Lounge, Secretariat Bldg., PICC Complex, Pasay City</li> <li>• Revised Corporation Code conducted by the Institute of Corporate Directors in June 2019 at the Tower Club, PhilAm Tower, Makati City.</li> </ul>	
<p><b>Principle 2:</b> The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.</p>			
<p><b>Recommendation 2.1</b></p>			
<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>Compliant</p>	<p>The minutes of the Board and Board Committees record the Board actions taken on a recommendation, presentation or report (like approval, disapproval, deferment for further study and/or deliberation, notation, including comments and directives to management and others).</p> <p>Even before the actual meeting, Trustees at times would ask for additional information, supporting documents, and justifications for an item or items in the agenda.</p>	



**Recommendation 2.2**

1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	<p>The Board oversees the development of and approve the company's business objectives and strategy, and monitor their implementation, in order to sustain the company's long-term viability and strength.</p> <p>Please see Manual on Corporate Governance, <b>Section III</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=5">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=5</a></p> <p>The Chairman of the Board, along with the Board Directors, convened in the 2019 Strategic Planning Session with management.</p> <p>In the session, management presented and discussed with the Board completed, ongoing and planned programs that are aligned with the Aspiration 2020.</p> <p>The Management and the Board exchange views, comments and recommendations that aim to refine the short-term and long-term strategy of the company.</p>	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<p>The Board oversees the development of and approve the company's business objectives and strategy, and monitor their implementation, in order to sustain the company's long-term viability and strength.</p> <p>Please see Manual on Corporate Governance, <b>Section III</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=5">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=5</a></p>	

		The status of programs identified during the Strategic Planning Session are discussed by management during the regular Board meetings.	
<b>Supplement to Recommendation 2.2</b>			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>FEU has defined a Vision and Mission Statements that serve as guide for all its programs and strategy.</p> <p>FEU: Vision, Mission Statement  <a href="https://investors.feu.edu.ph/">https://investors.feu.edu.ph/</a></p> <p>FEU: Core Values  <a href="https://investors.feu.edu.ph/">https://investors.feu.edu.ph/</a></p> <p>Aspiration 2020 aims to clearly state the initiatives that FEU is pursuing to achieve its Vision &amp; Mission statements, for the years 2014 to 2020.</p> <p>A review of Aspiration 2020 shall be discussed in the 2020 Planning Session.</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>The Board directed the management to define programs and initiatives aligned to Aspiration 2020 objectives.</p> <p>Management has defined the programs, output objectives, timetable and success indicators.</p> <p>The updates on the metrics are reported to the Board in some of their meetings, These are also part of the</p>	

		<p>President's Report during the Annual Stockholders' Meeting.</p> <p>Below is the link to documented "Presidents Report 2019", as posted on the website:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2020/01152020/FEU_PRES-REPORT%202019_FINALE%20(1)-compressed.pdf">https://investors.feu.edu.ph/reports%20new%20format/2020/01152020/FEU_PRES-REPORT%202019_FINALE%20(1)-compressed.pdf</a></p> <p>The Executive Committee, as created by the Board, provides management guidance in the formulation of policies, strategies, and related initiatives that are consistent with Board strategic direction.</p> <p>Please see the FEU <b>Executive Committee Charter</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Executive%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Executive%20Committee.pdf</a></p>	
<b>Recommendation 2.3</b>			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>Please see <b>profile of Board Chairman Aurelio R. Montinola III</b> in the 2019 Definitive Information Statement (SEC Form 20 IS), <b>page 5</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=10">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=10</a></p>	

Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<p>The Board is responsible for ensuring and adopting an effective succession planning program (including retirement age) for trustees, key officers and management. This is provided for in the FEU Manual on Corporate Governance.</p> <p>Please see Manual on Corporate Governance, <b>Section III – Item B no. 4, page 2</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=6">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=6</a></p> <p>No internal policy on the retirement of Trustees.</p> <p>However, the Independent Trustees of FEU are perpetually barred from reelection as such after serving FEU for a maximum cumulative term of nine (9) years (reckoned from 2012), to conform with SEC Memorandum Circular No. 9, Series of 2011.</p>	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	<p>Per FEU's Health Welfare and Retirement Fund Plan, the compulsory retirement age of Key Officers, including members of the faculty, is 65 years old. Optional retirement is at least 10 years in service.</p>	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	<p>The Board aligns the remuneration of Key Officers and Board members with the long-term interests of FEU.</p> <p>Please see Manual on Corporate Governance, <b>Section III – Item B no. 5, page 2</b> in the link below:</p>	

		<a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=6">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=6</a>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	<p>Salary increases of Officers are based on merit.</p> <p>A Performance Management System (PMS) is in place and actively implemented. The result is an important factor in the granting of annual merit increase and promotion.</p> <p>Under the PMS, all employees and officers are required to submit the following:</p> <ul style="list-style-type: none"> <li>• Performance Target Agreement Form (at start of fiscal year) – identifies Key Result Areas/Performance Targets, how is it going to be achieved, measurable standards of quality, quantity, cost, timeliness and customer feedback.</li> <li>• Performance Appraisal Form (at the end of fiscal year) – rates an employee/officer based on Key Result Areas (50%), Competency Assessment (30%) and FEU Core Values (20%). This form also documents: Employee Achievements, Growth &amp; Development, and Individual Development Plan.</li> </ul> <p>PMS greatly supports both management and employees in the documentation of performance targets and achievements for Fiscal Year 2019-2020.</p> <p>Deadlines for submission of Performance Targets and Performance Evaluation Reports are fixed and included in the official Work Calendar.</p>	

		The Performance Management System Policy is uploaded to the University's internal public folder.	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	The Manual on Corporate Governance provides that "Xxx, no trustee shall participate in discussions or deliberations involving his own remuneration."	
<b>Optional: Recommendation 2.5</b>			
1. Board approves the remuneration of senior executives.	Compliant	The Talent Management Committee (formerly known as Remuneration Committee) held a meeting on 19 August 2019 – where the committee reviewed the policy on remuneration and compensation for Board members in the FEU System of Schools. Agreements conferred in the meeting were endorsed to the Board of Trustees, and minutes ratified on 10 September 2019.	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	<p>A Performance Management System (PMS) has been implemented for all management positions. The results of which are the basis for the granting of merit increases and promotion.</p> <p>Under the PMS, all employees and officers are required to submit the following:</p> <ul style="list-style-type: none"> <li>• Performance Target Agreement Form (at start of fiscal year) – identifies Key Result Areas/Performance Targets, how is it going to be achieved, measurable standards of quality, quantity, cost, timeliness and customer feedback.</li> <li>• Performance Appraisal Form (at the end of fiscal year) – rates an employee/officer based on Key Result Areas (50%), Competency Assessment (30%) and FEU Core Values (20%). This form also documents: Employee</li> </ul>	

		<p>Achievements, Growth &amp; Development, and Individual Development Plan.</p> <p>Deadlines for submission of Performance Evaluation Reports are fixed at the end of the fiscal year and included in the official Work Calendar.</p> <p>The Performance Management System Policy is uploaded to the University's internal public folder.</p>	
<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy.	Compliant	<p>Please see Manual on Corporate Governance, <b>Section III – Item B no. 6, page 2</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=6">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=6</a></p> <p>Please see Amended By-Laws, <b>Section XXIX - Nomination Committee, page 7</b> in the link below.</p> <p><a href="https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=9">https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=9</a></p>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant	<p>For the year 2019, all of the nine (9) Trustees are re-elected Trustees, and no one was replaced during said period.</p> <p>Nothing was observed nor experienced showing ineffectiveness of said Board processes in the nomination, election/re-election of the Trustees.</p>	

6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	<p>Candidates for nomination to the Board are initially interviewed by the senior members of the Board, then they are vetted by the Nomination Committee, before they are elected by the Board (if still constituting a quorum) and/or Stockholders.</p> <p>Please see Manual on Corporate Governance, <b>Section III – Item B no. 6, page 2</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=6">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=6</a></p> <p>and, Amended By-Laws, <b>Section XXIX, page 9</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=9">https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=9</a></p>	
<b>Optional: Recommendation to 2.6</b>			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Compliant	<p>Professional search firms or headhunters' services are engaged in case of difficulty to find candidates.</p> <p>As there was no vacancy in the Board in 2019, the University did not utilize the services of a professional search firm.</p> <p>FEU also uses referrals from its Trustees and Senior Officers for potential candidates.</p>	
<b>Recommendation 2.7</b>			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other	Compliant	FEU adopts a Related Party Transactions Policy which provides guidelines on what constitutes a related party transaction (RPT), and sets forth the	



unusual or infrequently occurring transactions.		requirements for the review, approval and disclosure of RPTs.	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	The RPTs that were approved in 2019 pursuant to the policy are disclosed in the Audited Financial Statements for the fiscal year ended 31 May 2019. Please see <b>Item 12 – Certain Relationship and Related Transactions, page 78</b> in the link below:	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	<p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=85">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=85</a></p> <p>And in compliance with SEC Memorandum Circular No. 10, Series of 2019, on the Rules on Material Related Party Transactions for Publicly-Listed Companies, FEU updated its RPT Policy on 10 September 2019.</p> <p>Please see the following links to FEU website that support this principle:</p> <p><b>1. Related Party Transactions Policy:</b></p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_policy4.pdf">https://investors.feu.edu.ph/documents/corpgovernance/feu_policy4.pdf</a></p> <p><b>2. Policy on Intercompany Loans and Advances</b></p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/01172019/FEU%20Interco%20Loans%20Policy_final.pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/01172019/FEU%20Interco%20Loans%20Policy_final.pdf</a></p> <p><b>3. The Board Governance Responsibilities</b>, as part of the Manual on Corporate Governance, <b>Section III, page 2</b> in the link below:</p>	

		<a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=5">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=5</a>	
<b>Supplement to Recommendations 2.7</b>			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	<p>The updated FEU RPT policy was framed based on the requirements of the SEC MC No. 10 Series of 2019.</p> <p>Materiality threshold were defined for:</p> <ol style="list-style-type: none"> <li>Internal review of Audit Committee and approval by Board of Trustees;</li> <li>Disclosure and Reporting to the SEC</li> </ol> <p>Please see “<b>Materiality Threshold</b>” in the <b>Related Party Transaction Policy, page 2</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_policy4.pdf#page=6">https://investors.feu.edu.ph/documents/corpgovernance/feu_policy4.pdf#page=6</a></p>	

<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>FEU has no formal voting system allowing non-related party shareholders to approve specific types of RPTs. However, material RPTs are presented as part of the audited consolidated financial statements and ratified by all stockholders present during Annual Stockholders' Meeting. This process can be considered similar to the recommendation, since both related and non-related shareholders are present during the meeting.</p> <p>Please see the following links below:</p> <p><b>-2019 Definitive Information Statement</b></p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf</a></p> <p><b>-Minutes of 2019 Annual Meeting of Stockholders</b></p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10242019/2019%20Minutes%20of%20Annual%20SHs'%20Meeting%20(1).pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/10242019/2019%20Minutes%20of%20Annual%20SHs'%20Meeting%20(1).pdf</a></p>	
<p><b>Recommendation 2.8</b></p>			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Please see Manual on Corporate Governance, <b>Section III – Item B no. 8, page 2</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=6">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=6</a></p> <p>The minutes of the Organizational Meeting of the Board (immediately after the 19 October 2019 Annual Stockholders' Meeting where the members of the</p>	

		<p>Board are elected or reelected) last 19 October 2019 show that the Board approved the selection of Management led by the CEO and the heads of the other control functions, i.e., Chief Risk Officer, Compliance Officer, and Chief Audit Executive.</p> <p>The Management Team or principal officers elected or appointed during the Organizational Meeting of the Board held on 19 October 2019 are:</p> <ul style="list-style-type: none"> <li>• Mr. Aurelio R. Montinola III, Chairman of the Board of Trustees</li> <li>• Dr. Michael M. Alba, President</li> <li>• Mr. Juan Miguel R. Montinola, Chief Finance Officer &amp; Chief Risk Officer</li> <li>• Dr. Maria Teresa Trinidad P. Tinio, SVP for Academic Affairs</li> <li>• Atty. Gianna R. Montinola, SVP for Corporate Affairs</li> <li>• Ms. Rosanna E. Salcedo, Treasurer</li> <li>• Mr. Glenn Z. Nagal, Comptroller</li> <li>• Engr. Edward R. Kilakiga, VP for Facilities &amp; Technical Services</li> <li>• Dr. Myrna P. Quinto, VP for Academic Development</li> <li>• <i>*Mr. Renato L. Serapio, VP for Human Resources Division (resigned as of 31 Dec. 2019)</i></li> <li>• Mr. Jefferson Aquino, AVP for Human Resource Division (effective 16 January 2020)</li> <li>• Atty. Enrico G. Gilera, Chief Legal Counsel</li> <li>• Mr. Michael Q. Liggayu, Quality Management &amp; Data Protection Officer</li> <li>• Mr. Rogelio C. Ormilon, Jr., Chief Audit Executive</li> </ul>	
--	--	--	--

		<ul style="list-style-type: none"> <li>• <i>*Atty. Santiago L. Garcia, Jr., Corporate Secretary &amp; VP for Compliance (passed away on 29 March 2020)</i></li> <li>• Atty. Anthony Raymond A. Goquingco, Acting Corporate Secretary (effective 21 April 2020)</li> </ul> <p>The Deans of the various Institutes are appointed by the Executive Committee, and their appointments are subject to ratification by the Board of Trustees.</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).	Compliant	<p>The Board is ultimately the one responsible for assessing the performance of Management. Please see Manual on Corporate Governance, <b>Section III – Item B no. 8, page 2</b> of the in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=6">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=6</a></p>	-
<b>Recommendation 2.9</b>			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>The Board is responsible for establishing an effective performance management framework that will ensure that the Management, including the Chief Executive Officer, and personnel's performance is at par with the standards set by the Board and Senior Management.</p> <p>Please see Manual on Corporate Governance, <b>Section III – Item B no. 9, page 2</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=6">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=6</a></p>	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>As discussed in the previous sections of this report, a Performance Management System (PMS) has been implemented for all employees and management positions. The results of which are the basis for the</p>	

		granting of merit increases and promotion. See discussion on Recommendation 2.5 of this report regarding PMS.	
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	Compliant	<p>The Board, through its Audit Committee (AuditCom), has overall oversight responsibility over systems and processes relative to internal controls, including financial reporting, operational, compliance and information technology controls. This is stated in the Audit Committee Charter.</p> <p>Please see the FEU <b>Audit Committee Charter</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf</a></p> <p>Based on the results of the work performed by internal and external auditors, the Board - through its Audit Committee, is of the opinion that FEU's internal control system is adequate and operating effectively. This is noted in the Report of the Audit Committee to the Board of Trustees for the Fiscal Year Ended May 31, 2019.</p> <p>Please see <b>Annex E -Report of the Audit Committee to the Board of Trustees</b>, from the 2019 Definitive Information Statement, <b>page 52</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=52">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=52</a></p>	

2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant		
3. Board approves the Internal Audit Charter.	Compliant	<p>Please see the FEU <b>Internal Audit Charter</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Internal%20Audit%20Charter.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Internal%20Audit%20Charter.pdf</a></p>	
<b>Recommendation 2.11</b>			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	<p>The Board, through its Risk Management Committee (RCom), has oversight responsibility over company-wide risk management policies and practices. This is stated in the RCom Charter.</p> <p>Please see the FEU <b>Risk Management Committee Charter</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Risk%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Risk%20Committee.pdf</a></p>	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	<p>The Board approved RCom's recommendation for FEU to adopt an enterprise-wide risk management (ERM) framework.</p> <p>Please see FEU <b>Risk Management Policy</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/corpgo/vernance/feu_policy6.pdf">https://investors.feu.edu.ph/documents/corpgo/vernance/feu_policy6.pdf</a></p>	

**Recommendation 2.12**

1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	<p>The duty of care and loyalty are the two key elements of the fiduciary duty of the Board. The duty of care requires the members of the Board to act on a fully informed basis, in good faith, with due diligence and care while the duty of loyalty is where the board members should act in the best interest of FEU and all its stakeholder.</p> <p>And the Board formalizes the documentation of its roles, responsibilities, and accountabilities in carrying out its fiduciary role through the creation of a Board Charter.</p> <p>The FEU Board Charter establishes the purpose, composition, authority and responsibilities of the FEU Board of Trustees. It is incorporated within the provisions of its FEU By-Laws, FEU Manual on Corporate Governance, and the Code of Corporate Governance.</p> <p>Please see <b>FEU Board Charter</b> on the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Board.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Board.pdf</a></p>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website.	Compliant		



Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	<p>Please see FEU's <b>Insider Trading Policy</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2020/06292020/BOT%20Approved_FEU_Insider%20Trading%20Policy_v.June2020.pdf">https://investors.feu.edu.ph/reports%20new%20format/2020/06292020/BOT%20Approved_FEU_Insider%20Trading%20Policy_v.June2020.pdf</a></p>	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	<p>FEU does not grant loans or any special financial assistance to its Trustees (and also to its Key Management, except when allowed pursuant to an established company benefit or plan).</p> <p>Please see <b>Related Party Transaction Policy</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_policy4.pdf">https://investors.feu.edu.ph/documents/corpgovernance/feu_policy4.pdf</a></p>	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	<p>FEU strictly follows the Disclosure Rules provided by law, rules and regulations.</p> <p>Please see link below:</p> <p><a href="https://investors.feu.edu.ph/companydisclosures.asp">https://investors.feu.edu.ph/companydisclosures.asp</a></p>	
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board	Compliant	FEU had established the following Board committees:	

functions to aid in the optimal performance of its roles and responsibilities.		1) Executive Committee 2) Audit Committee 3) Corporate Governance Committee 4) Nomination Committee 5) Risk Management Committee 6) Talent Management Committee  Please see information about the <b>Board Committees and their respective Charter</b> , in the link below:  <a href="https://investors.feu.edu.ph/corporategovernance.asp">https://investors.feu.edu.ph/corporategovernance.asp</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	Information regarding the Audit Committee (AuditCom) and its purpose, composition, meetings and authority and responsibilities are contained in the AuditCom Charter. The AuditCom's responsibility include recommending the appointment and removal of the company's external auditor. The AuditCom Charter can be found in the FEU website.  Please see the Manual on Corporate Governance and Audit Committee Charter, in the links below:  <a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf</a>  <a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf</a>	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	The Audit Committee is composed of at least 3 appropriately qualified Non-Executive Trustees, the majority of whom, including the AuditCom Chairman, are Independent Trustees:	

		<ul style="list-style-type: none"> <li>• Ms. Sherisa P. Nuesa, Chair (Independent Trustee)</li> <li>• Dr. Edilberto C. De Jesus, Member (Independent Trustee)</li> <li>• Mr. Jose T. Sio, Member (Independent Trustee), appointed effective 12 April 2019</li> <li>• Ms. Angelina P. Jose, Alternate Member</li> </ul> <p>Please see the above <b>composition of the Audit Committee</b> in the FEU website, in link below:</p> <p><a href="https://investors.feu.edu.ph/corporategovernance.asp">https://investors.feu.edu.ph/corporategovernance.asp</a></p> <p>Information regarding the members of the AuditCom can be found in <b>Annex A</b> of FEU's SEC Form 20-IS – Definitive Information Statement for 2019, <b>pages 40 and 41</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=40">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=40</a></p>	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p>The members of the Audit Committee collectively have relevant background, knowledge, skills and/or experience in the areas of accounting, auditing and finance.</p> <p>In particular, Sherisa P. Nuesa (Chair and Independent Trustee) and Jose T. Sio (Member) have previously held top management and executive positions in the field of accounting, finance, or auditing.</p> <p>Information regarding the members of the AuditCom can be found in <b>Annex A</b> of FEU's SEC Form 20-IS</p>	

		<p>– Definitive Information Statement for 2019, <b>pages 40 and 41</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=40">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=40</a></p>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	<p>Audit Committee Chairman Sherisa P. Nuesa is not the Chairman of the Board of Trustees or of any other committee.</p> <p>Information regarding the AuditCom Chairman can be found in <b>Annex A</b> of FEU's SEC Form 20-IS – Definitive Information Statement for 2019, <b>page 41</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=41">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=41</a></p>	
<b>Supplement to Recommendation 3.2</b>			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<p>The Audit Committee Charter, which is available on the FEU website, includes review and approval of non-audit services.</p> <p>Please see FEU's <b>Audit Committee Charter</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf</a></p> <p>The AuditCom reviewed and recommended for approval all audit and non-audit services provided by FEU's external auditor. This is discussed in the</p>	

		<p>Report of the AuditCom to the Board of Trustees for the Fiscal Year Ended May 31, 2019, which is included as Annex E to FEU's 2019 SEC Form 20IS Definitive Information Statement.</p> <p>Further, as stated in <b>Annex E Part 2 Item No. 3</b>, of the - Information Required in Information Statement of FEU's 2019 SEC Form 20IS, Definitive Information Statement, the external auditors did not render non-audit services in 2019.</p> <p>Please see the - Information Required in Information Statement of FEU's 2019 SEC Form 20IS, Definitive Information Statement, <b>Annex E Part 2 Item No. 3, page 52</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=52">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=52</a></p>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	<p>The objective of a private session with the external auditor was achieved through the Chief Audit Executive, who, as part of his role, acted as a liaison between the FEU Audit Committee and the external auditor.</p> <p>During the year 2019, the Chief Audit Executive had regular communications with the AuditCom and external auditor, where the external auditor was given the opportunity to discuss all matters including confidential matters that needed to be brought to the attention of the AuditCom.</p>	

Optional: Recommendation 3.2			
1. Audit Committee meets at least four times during the year.	Compliant	<p>The Audit Committee had the following meetings in 2019 which are all covered by minutes of meetings:</p> <p>Applicable for fiscal year 2018-19:</p> <ul style="list-style-type: none"> <li>• January 10, 2019 (joint meeting with Risk Management Committee)</li> <li>• April 10, 2019</li> </ul> <p>The above meetings are covered in the Report of the AuditCom to the Board of Trustees for the Fiscal Year Ended May 31, 2019 which is included as Annex E to FEU's 2019 SEC Form 20IS Definitive Information Statement.</p> <p>Please see the - Information Required in Information Statement of FEU's 2019 SEC Form 20IS, Definitive Information Statement, <b>Annex E, page 52</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=52">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=52</a></p> <p>Applicable for fiscal year 2019-20:</p> <ul style="list-style-type: none"> <li>• June 11, 2019</li> <li>• August 19, 2019 (joint meeting with Risk Management Committee)</li> <li>• October 11, 2019</li> </ul> <p>The above meetings will be covered in the Report of the AuditCom to the Board of Trustees for the Fiscal Year Ending May 31, 2020, to be submitted as part of FEU's 2020 SEC Form 20-IS Definitive Information Statement.</p>	

2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	<p>The Board of Trustees, upon the recommendation of the AuditCom, approved the appointment of Mr. Rogelio C. Ormilon, Jr. as the Chief Audit Executive of FEU. This is covered in the <b>SEC Form 17-C, page 4</b>, dated 15 September 2015.</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2015/091615/FEU%20Board%20Meeting%2015%20September%202015.pdf#page=4">https://investors.feu.edu.ph/reports%20new%20format/2015/091615/FEU%20Board%20Meeting%2015%20September%202015.pdf#page=4</a></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.	Compliant	<p>The Board had established a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities.</p> <p>The functions of the Nomination Committee and the Talent Management Committee (formerly called Remuneration Committee) are still performed by these committees, which are also Board Committees. Hence, it was the Nomination Committee which undertook the process of identifying the quality of Trustees who are aligned with FEU's strategic direction.</p> <p>Please see the <b>Corporate Governance Committee Charter</b> in link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Corporate%20Governance%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Corporate%20Governance%20Committee.pdf</a></p>	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Compliant	The members of the Corporate Governance Committee are:	

		<ul style="list-style-type: none"> <li>• Dr. Edilberto C. De Jesus, Chairman (Independent Trustee)</li> <li>• Ms. Angelina P. Jose, Member</li> <li>• Atty. Gianna R. Montinola, Member</li> <li>• Ms. Sherisa P. Nuesa, Alternate Member (Independent Trustee)</li> </ul> <p>Please see the 2019 Organizational Meeting, <b>page 6</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10212019/FEU%20Organizational%20Meeting.pdf#page=6">https://investors.feu.edu.ph/reports%20new%20format/2019/10212019/FEU%20Organizational%20Meeting.pdf#page=6</a></p> <p>Please see <b>profile of the Members of the Corporate Governance Committee</b> in the 2019 Definitive Information Statement (SEC Form 20 IS), pages 6-9 in the link below.</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=11">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=11</a></p>	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	<p>The Chairman of the Corporate Governance Committee is Dr. Edilberto C. De Jesus, an Independent Trustee.</p> <p>Please see <b>profile of Dr. E C. De Jesus</b> in the 2019 Definitive Information Statement (SEC Form 20 IS), <b>page 7</b> in the link below.</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=12">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=12</a></p>	



Optional: Recommendation 3.3			
1. Corporate Governance Committee meets at least twice during the year.	Compliant	The Corporate Governance Committee Charter states that the committee will hold meetings at least once a year to conduct an annual review of FEU's governance scorecards such as the Manual on Corporate Governance, the university's strategy map, and the committee's own charter. Special meetings are held to resolve governance issues, should there be any.	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	<p>The 2016 SEC Code of Corporate Governance stated that a Board Risk Oversight Committee is generally for companies with a high-risk profile. While FEU does not have a high-risk profile, the Board had established a Risk Management Committee.</p> <p>The Board, through its BROC or Risk Management Committee (RMCom), has oversight responsibility over company-wide risk management policies and practices. This is stated in the RMCom Charter.</p> <p>Please see <b>Risk Management Committee Charter</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Risk%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Risk%20Committee.pdf</a></p>	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	<p>The RMCom is composed of the following:</p> <ul style="list-style-type: none"> <li>• Dr. Edilberto C. De Jesus, Chairman (Independent Trustee)</li> <li>• Ms. Sherisa P. Nuesa, Member (Independent Trustee)</li> <li>• Dr. Michael M. Alba, Member</li> </ul>	

		<p>Please see the above <b>composition of the Risk Management Committee</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/corporategovernance.asp">https://investors.feu.edu.ph/corporategovernance.asp</a></p> <p>Information regarding the <b>members of the Risk Management Committee</b> can be found in <b>Annex A</b> of FEU's SEC Form 20-IS - Definitive Information Statement for 2019, <b>pages 39-41</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=39">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=39</a></p>	
3. The Chairman of the BROCC is not the Chairman of the Board or of any other committee.	Non-Compliant		<p>Dr. Edilberto C. De Jesus is the Chairman of the Risk Management Committee (RMC). He concurrently Chairs the Corporate Governance Committee (CGC). The Board does not consider this set-up as disadvantageous to FEU. The objectives of RMC and CGC are related to each other. Considering the size and level of complexity of FEU's operations, having one person, who has the appropriate set of skills and experience, to chair both Committees facilitates the coordination and synchronization of their inter-related efforts towards achieving goals/objectives, and managing risks associated to the goals/objectives. The Chair of RMC and CGC is supported at the management level by the Chief Risk Officer, the Compliance Officer, the</p>

			<p>Chief Legal Counsel, the Chief Audit Executive, and other Officers.</p> <p>Information regarding the Chairman of RMCom can be found in Annex A of FEU's SEC Form 20-IS - Definitive Information Statement for 2019.</p> <p>Please see <b>page 41</b> of the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=41">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=41</a></p>
<p>4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.</p>	Compliant	<p>At least two members of the Risk Management Committee, i.e., the 2 Independent Trustees, Dr. Edilberto C. De Jesus, and Ms. Sherisa P. Nuesa, have relevant and thorough background, knowledge and experience on risk and risk management. Further, Ms. Nuesa sits in either the Audit Committee or Risk Management Committee of other companies and is regularly invited as resource speaker for risk management forum.</p> <p>Information regarding the <b>members of the Risk Management Committee</b> can be found in <b>Annex A</b> of FEU's SEC Form 20-IS - Definitive Information Statement for 2019, <b>pages 39-41</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=39">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=39</a></p>	

Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	<p>The functions of the Audit Committee (AuditCom) include the review of all material RPTs of FEU. This is stated in the AuditCom Charter, FEU Manual on Corporate Governance and FEU Policy on RPTs.</p> <p>Please see the following links available on the FEU website:</p> <ul style="list-style-type: none"> <li>• <b>Audit Committee Charter:</b>   <a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf</a> </li> <li>• <b>Manual on Corporate Governance:</b>   <a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf</a> </li> <li>• <b>Related Party Transaction (RPT) Policy:</b>   <a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_policy4.pdf">https://investors.feu.edu.ph/documents/corpgovernance/feu_policy4.pdf</a> </li> </ul>	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	<p>The functions of the Audit Committee (AuditCom) include the review of all material RPTs.</p> <p>AuditCom is composed of the following members of the Board of Trustees:</p> <ul style="list-style-type: none"> <li>• Ms. Sherisa P. Nuesa, Chairman (Independent Trustee)</li> </ul>	

		<ul style="list-style-type: none"> <li>• Dr. Edilberto C. De Jesus, Member (Independent Trustee)</li> <li>• Mr. Jose T. Sio, Member (Independent Trustee), appointed effective 12 April 2019</li> <li>• Ms. Angelina P. Jose, Alternate Member</li> </ul>	
<b>Recommendation 3.6</b>			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	<p>The <b>Board Committee Charters</b> are available on the FEU website, as per the links below:</p> <ul style="list-style-type: none"> <li>• <b>Executive Committee Charter:</b>   <a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Executive%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Executive%20Committee.pdf</a> </li> <li>• <b>Audit Committee Charter:</b>   <a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf</a> </li> <li>• <b>Corporate Governance Committee Charter:</b>   <a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Corporate%20Governance%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Corporate%20Governance%20Committee.pdf</a> </li> <li>• <b>Nomination Committee Charter:</b>   <a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Nomination%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Nomination%20Committee.pdf</a> </li> </ul>	

		<ul style="list-style-type: none"> <li>• <b>Risk Management Committee Charter:</b>  <a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Risk%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Risk%20Committee.pdf</a></li> <li>• <b>Talent Management (formerly as Remuneration) Committee Charter:</b>  <a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20TalMan%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20TalMan%20Committee.pdf</a></li> </ul>	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		
3. Committee Charters were fully disclosed on the company's website.	Compliant	<p>Please see <b>Board Committee Charters</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/corporategovernance.asp">https://investors.feu.edu.ph/corporategovernance.asp</a></p>	
<b>Principle 4:</b> To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
<b>Recommendation 4.1</b>			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<p>Relative to the conduct of Board and Board Committee meetings, tele and video conferences are encouraged for members who are not physically present in the meeting.</p> <p>The Boardrooms of FEU Manila campus and FEU Makati campus (a branch of FEU Manila), where the Board and Board Committee meetings of FEU are usually held, are equipped with videoconferencing equipment. Members of the Board of Trustees and</p>	

		<p>Board Committees who cannot attend a meeting in person has the option of calling-in or be called-in via videoconference or teleconference and participate in the deliberation and voting during these meetings.</p> <p>Below are meetings held in 2019, where participation via telecon was made by members of the Board:</p> <ul style="list-style-type: none"> <li>• Regular BOT Meeting, 19 March 2019: Chairman Aurelio Montinola and Independent Director Edilberto De Jesus, participated via telecon.</li> <li>• Regular BOT Meeting, 12 April 2019: Independent Director Edilberto De Jesus and Independent Director Sherisa P. Nuesa, participated via telecon.</li> <li>• Joint Audit Committee and Risk Management Committee Meeting, 10 April 2019: Independent Director Edilberto De Jesus, participated via telecon.</li> <li>• Corporate Governance Committee Meeting, 21 May 2019, CGCom Chairman and Independent Trustee Edilberto De Jesus participated via telecon.</li> </ul> <p>All of the above participation via telecon were recorded in the respective Minutes of the Meeting prepared.</p> <p>Please see <b>Section III - Item D (Fostering Commitment)</b> in the FEU Manual on Corporate Governance, <b>pages 3 – 4</b> in the link below :</p>	
--	--	--	--

		<a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=7">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=7</a>	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	The materials for Board meetings are distributed before the scheduled meeting. The minutes of previous Board meetings and Board Committee meetings for approval and ratification are distributed via email for comments and pre-clearance to all the Board and Board Committee members at least a week before the meeting. The Agenda is released at least 2 days before the meeting date.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>All items in the agenda of the Board and Committee meetings are discussed and deliberated upon thoroughly during the Board and Committee meetings, before a Board or Committee action (like approved or disapproved, noted, deferred for further deliberation or study) is made.</p> <p>Even before the actual meeting, sometimes the Board Trustees and Committee Members would already ask for additional information, supporting documents, and justifications for an item or items in the agenda.</p>	
<b>Recommendation 4.2</b>			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	<p>No Executive Trustee concurrently serve in more than three (3) publicly listed companies.</p> <p>The following are the Non-Executive Trustees with their respective publicly-listed companies:</p> <ul style="list-style-type: none"> <li>• <b>Dr. Lourdes R. Montinola</b>, Chair Emeritus - FEU only</li> <li>• <b>Dr. Edilberto C. De Jesus</b>, Independent Trustee – FEU, and Phinma Corporation.</li> </ul>	



		<ul style="list-style-type: none"> <li>• <b>Ms. Angelina P. Jose</b>, Trustee - FEU only</li> <li>• <b>Ms. Sherisa P. Nuesa</b>, Independent Trustee - FEU, Manila Water Co., Integrated Micro-electronics, Inc., and Ayala Land, Inc. (effective April 22, 2020). Ms. Nuesa also serves as Senior Board Adviser (non-Director position) of Metro Retail Stores Group, Inc., - a publicly listed company.</li> <li>• <b>Dr. Jose T. Sio</b>, Independent Trustee – FEU, SM Investments Corp., China Banking Corp., Belle Corp., Atlas Consolidated Mining and Development Corp. Dr. Sio's non-Director positions in other publicly listed companies include: Advisor to the Board of BDO Unibank, Inc., and Premium Leisure Corporation; and Member of the Audit and Risk Committees of SM Prime Holdings, Inc.</li> <li>• <b>Dr. Paulino Y. Tan</b> - FEU only</li> </ul> <p>Please see the <b>Directorships and/or Trusteeships of the FEU Trustees in both listed and non-listed companies</b> in the 2019 Definitive Information Statement (SEC Form 20 IS), <b>pages 5-8</b> in the link below.</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=10">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=10</a></p>	
<b>Recommendation 4.3</b>			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Every member of the FEU Board of Trustee is required to notify the Chairman of the Board when he/she is invited to join the board of another company. Before accepting the invitation, the FEU Trustee shall review with the Corporate Governance Committee	

		<p>any potential conflict of interest issues that may need to be brought before the Board.</p> <p>Please see FEU Manual on Corporate Governance, <b>Section III – Item D Fostering Commitment, pages 3 – 5</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=7">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=7</a></p> <p>Please also see <b>FEU’s Annual Report</b> pursuant to Section 17 of the Securities Regulation Code and Section 141 of the Corporation Code (SEC Form 17-A, as amended) <b>showing, among others, the listing of the Trustees’ directorships and trusteeships outside of FEU, pages 62-65</b> in the link below.</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=69">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Fo</a></p>	
<b>Optional: Principle 4</b>			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	<p>FEU does not have any Executive Trustee who serve in more than two boards of listed companies outside of the FEU Group.</p> <p>The following are the Executive Trustees of FEU:</p> <ul style="list-style-type: none"> <li>• Mr. Aurelio R. Montinola III</li> <li>• Dr. Michael M. Alba</li> <li>• Mr. Antonio R. Montinola</li> </ul> <p>Board Chairman Aurelio R. Montinola III serves as a Director of the following listed companies: (i) Bank of</p>	

		<p>the Philippine Islands, and (ii) as an Independent Director of Roxas &amp; Co., Inc.</p> <p>The other Executive Trustees, Dr. Michael M. Alba and Mr. Antonio R. Montinola, do not serve in any board of a listed company outside of FEU.</p>	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	<p>The regular meeting of the Board of Trustees is held every third (3<sup>rd</sup>) Tuesday of every month. Per Amended By-Laws - "Section XXII - Board Meeting. The Board of Trustees shall hold one regular meeting every month. Xxx."</p> <p>Please see Amended By-Laws, <b>Section XXII - Board Meeting, page 5</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=7">https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=7</a></p>	
3. Board of directors meet at least six times during the year.	Compliant	<p>The Board of Trustees held twelve (12) Board meetings during the year 2019, of which 11 were regular board meetings.</p> <p>Please see Attendance in the Board Meetings for the year 2019 in the link below.</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2020/05282020/27May2020_Attendance%20of%20the%20Members%20of%20the%20Board%20of%20Trustees%202019-2020-merged.pdf">https://investors.feu.edu.ph/reports%20new%20format/2020/05282020/27May2020_Attendance%20of%20the%20Members%20of%20the%20Board%20of%20Trustees%202019-2020-merged.pdf</a></p>	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-compliant		<p>Board decisions are attained through a majority of Trustees, not necessarily a 2/3 representation.</p> <p>This is as per Amended By-Laws – "Section XXI – Board Quorum: A</p>

			<p>majority of Trustees shall be necessary at all meetings to constitute a quorum for the transaction of any business.”</p> <p>In 2019 board meetings except for the months of May and November, all 9 board members were present.</p>
--	--	--	--

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

**Recommendation 5.1**

1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	<p>FEU has three (3) Independent Trustees or 1/3 of the nine (9) total number of Trustees, namely:</p> <ul style="list-style-type: none"> <li>• Dr. Edilberto C. De Jesus</li> <li>• Ms. Sherisa P. Nuesa</li> <li>• Mr. Jose T. Sio</li> </ul> <p>Please see the 2019 Definitive Information Statement (SEC Form 20 IS), <b>Annex A - No. 8, page 38</b> of the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=38">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=38</a></p>	
--	-----------	---	--

**Recommendation 5.2**

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<p>The Board Nomination Committee ensures that elected members of the Board of Trustees, including Independent Trustees, are qualified to serve as member of the Board.</p> <p>Please see the <b>profile of the Board of Trustees</b> in the 2019 Definitive Information Statement (SEC Form 20 IS), <b>pages 39-41</b> in the link below:</p>	
--	-----------	--	--

		<a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=39">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=39</a>	
<b>Supplement to Recommendation 5.2</b>			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	<p>FEU has no shareholder agreement, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p> <p><b>Section VI (Meetings and Voting)</b> of the Amended By-Laws provides that "Voting upon all questions at all meetings of the stockholders shall be made by shares of stock and not per capita or otherwise, each share of stock being counted as one vote."</p> <p><b>Section IX (on Elections)</b> of the Amended By-Laws also provides that "All election of Trustees shall be conducted in the manner provided by the corporation (law) code of the Philippines under its general provisions xxx."</p> <p>Please see <b>Amended By-Laws, pages 1 and 2</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=3">https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=3</a></p>	
<b>Recommendation 5.3</b>			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Independent Trustees of FEU are perpetually barred from reelection as such after serving FEU for a maximum cumulative term of nine years ( <b>reckoned from 2012</b> ), per SEC Memorandum Circular No. 9, Series of 2011:	

		<ul style="list-style-type: none"> <li>• Dr. Edilberto C. De Jesus, <i>Aug 2012 to present</i></li> <li>• Ms. Sherisa P. Nuesa <i>Aug 2010 to present</i></li> <li>• Mr. Jose T. Sio <i>Apr 2019 to present</i></li> </ul> <p>Please see <b>individual profile of the above Independent Trustees</b> in the 2019 Definitive Information Statement (SEC Form 20 IS), <b>pages 7-8</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=12">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=12</a></p>	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	<p>Please see Manual on Corporate Governance, <b>Section III - Item E no. 2, page 4</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=8">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=8</a></p>	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	<p>No Independent Trustee has reached nine (9) years yet, reckoned from 2012 per SEC Memorandum Circular No. 9, Series of 2011.</p> <p>FEU has no plan of retaining an Independent Trustee in the same capacity after nine (9) years. But should the time come when FEU does said retention, the Board shall provide meritorious justification and seek shareholders' approval.</p>	

<b>Recommendation 5.4</b>			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Non-Compliant	Mr. Aurelio R. Montinola III is the Chairman of the Board of Trustees and the Chief Executive Officer (CEO) of FEU.	<p>Among the checks and balances laid down to ensure that the Board gets the benefit of independent views are:</p> <ol style="list-style-type: none"> <li>1. The President, who also serves as the Chief Operating Officer (COO), is tasked by the Amended By-Laws to direct and administer the academic affairs of the University.</li> <li>2. Only three (3) of the nine (9) Trustees are Executive Trustees.</li> <li>3. Three (3) of the nine (9) Trustees are Independent Trustees.</li> </ol> <p>Also, there are Board Committees [Executive, Audit, Corporate Governance, Nomination, Risk Management and Talent Management (formerly known as Remuneration)] assisting the Board of Trustees in the performance of its duties and responsibilities. Except for the Executive Committee (or the small Board) and the Talent Management Committee, all Board Committees are chaired by Independent Trustees.</p> <p>Furthermore, a Lead Director has been appointed by the FEU Board.</p>
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Non-Compliant		The positions of Chairman of the Board and the Chief Executive Officer (CEO) are held by the same person. This is cited

			<p>in Section XIII -Chairman of the Board, of the Amended By-Laws.</p> <p>Further, the Amended By-Laws names the President as the Chief Operating Officer (COO).</p> <p>The positions of Chairman of the Board &amp; CEO on the one hand, and the President &amp; COO on the other hand, are not one and the same person, and they have clearly defined responsibilities.</p> <p>Please refer to <b>pages 2 (Section XIII) and 4 (Section XVII)</b> of the Amended By-Laws, thru the link below.</p> <p><a href="https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=4">https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=4</a></p>
<b>Recommendation 5.5</b>			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	<p>The Chairman of the Board is not an Independent Trustee.</p> <p>However, on 19 October 2019, the Board, during the Organizational Board Meeting, appointed Dr. Edilberto C. De Jesus as Lead Independent Trustee to chair the meetings of the Non- Executive Trustees (NETs) and, where appropriate, the separate periodic meetings of the NETs with the External Auditor and Heads of Internal Audit, Compliance and Risk functions, without any Executive Trustee present.</p>	



		<p>Please see <b>Results of the Organizational Board Meeting</b> on 19 October 2019 of the PSE Disclosure, <b>page 3</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10212019/FEU%20Organizational%20Meeting.pdf#page=3">https://investors.feu.edu.ph/reports%20new%20format/2019/10212019/FEU%20Organizational%20Meeting.pdf#page=3</a></p>	
<b>Recommendation 5.6</b>			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	Compliant	<p>A Trustee with material interest in a transaction affecting FEU would abstain from the deliberation and voting on the said transaction.</p> <p>Please see Manual on Corporate Governance, <b>Section III – Item E no. 5, page 4</b> in the link below.</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=8">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=8</a></p> <p>Section 52 of the Revised Corporation Code mandates that “A director or trustee who has a potential interest in any related party transaction must recuse from voting on the approval of the related party transaction xxx.”.</p> <p>Also, the Related Party Transactions Policy of FEU provides the following:</p> <p>“Trustees xxx with personal interest in the transaction shall fully and timely disclose any and all material facts, including their respective interests in the material RPT, and abstain from the discussion xxx”</p> <p>Please see <b>Disclosure of material RPTs and conflict of interest of the Board of Trustees</b>, Item 3 no. 3, <b>page 2</b> of the link below:</p>	

		<a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_policy4.pdf#page=2">https://investors.feu.edu.ph/documents/corpgovernance/feu_policy4.pdf#page=2</a>	
<b>Recommendation 5.7</b>			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Compliant	<p>All of FEU's independent non-executive directors including its Chair are members of the Audit Committee. The Chief Audit Executive had open communications with the Audit Committee in 2019.</p> <p>The objective of a private session with the external auditor and risk function was achieved through the Chief Audit Executive, who, as part of his role, acted as a liaison between the FEU Audit Committee and the (a) external auditor and (b) Chief Risk Officer (CRO)/Audit and Risk Working Group.</p> <p>During the year 2019, the Chief Audit Executive (CAE) had regular communications with the AuditCom and external auditor, where the external auditor was given the opportunity to discuss all matters including confidential matters that needed to be brought to the attention of the AuditCom.</p> <p>Further, the CAE was invited to and has attended all the meetings of the Audit &amp; Risk Working Group led by the CRO and represented the concerns of the Independent Non-Executive Trustees members of the Audit Committee.</p>	
2. The meetings are chaired by the lead independent director.	Compliant		
<b>Optional: Principle 5</b>			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	None of the Trustees is a former CEO of FEU in the past two (2) years. Mr. Aurelio R. Montinola III is the CEO of FEU since 27 August 2013 up to the present.	

**Principle 6:** The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

**Recommendation 6.1**

1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	The forms for the Board to conduct the annual self-assessment of its performance as a whole were distributed during the Board meeting on 10 December 2019.	
2. The Chairman conducts a self-assessment of his performance.	Compliant	The Chairman also conducted a self-assessment of his performance for the term during the period.	
3. The individual members conduct a self-assessment of their performance.	Compliant	The individual members of the Board conducted a self-assessment of their performance during the period.	
4. Each committee conducts a self-assessment of its performance.	Compliant	Each of the Board Committees conducted a self-assessment of its performance.	
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant		No assessment was supported by an external facilitator in 2019.  However, assessment in 2020 will be supported by an external facilitator – in compliance to this requirement.

**Recommendation 6.2**

1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	Laws, rules and regulations, the Amended By-Laws, Charters and policies provide, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.  Please see the Amended By-Laws, <b>pages 5-11</b> in link below:	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<a href="https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=7">https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=7</a>	

		<p>Please see <b>Charters of Board Committees</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/corporategovernance.asp">https://investors.feu.edu.ph/corporategovernance.asp</a></p> <p>Please see <b>Manual on Corporate Governance</b>:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf</a></p> <p>Shareholders can contact FEU anytime via the <b>Investor Relations contact details</b> published on its website. Please see link below:</p> <p><a href="https://investors.feu.edu.ph/investorr.asp">https://investors.feu.edu.ph/investorr.asp</a></p>	
<b>Principle 7:</b> Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
<b>Recommendation 7.1</b>			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	<p>FEU strongly believes in instilling a professional and ethical culture in the University. The Board of Trustees legally performs functions on the school's behalf, and without exemption, every Trustee is expected to adhere to the Code of Business Conduct and Ethics.</p> <p>Please see university's <b>Code of Business Conduct and Ethics</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf">https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf</a></p>	

2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	<p>FEU's Code of Business Conduct and Ethics is made available, at any time, to all Trustees, the Senior Management faculty and employees through the University's website.</p> <p>Please see university's <b>Code of Business Conduct and Ethics</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf">https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf</a></p>	
3. The Code is disclosed and made available to the public through the company website.	Compliant	<p>Please see university's <b>Code of Business Conduct and Ethics</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf">https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf</a></p>	
<b>Supplement to Recommendation 7.1</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	<p>The Code of Business Conduct and Ethics includes the directive that prohibits the giving and receiving of advantage in business transactions.</p> <p>Please see Code of Business Conduct and Ethics, <b>Item 7 – Treatment of Business Partners and Third Parties, pages 9-10</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf#page=10">https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf#page=10</a></p>	

Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	<p>Upon implementation of the Code of Business Conduct and Ethics, employees and faculty have been oriented on the details of the policy and the responsibility of each employee and faculty.</p> <p>To further ensure compliance, FEU has also implemented policies on Whistle Blowing and Conflict of Interest.</p> <p><b>1. Whistle Blowing Policy</b></p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_policy1.pdf">https://investors.feu.edu.ph/documents/corpgovernance/feu_policy1.pdf</a></p> <p><b>2. Conflict of Interest Policy</b></p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_policy2.pdf">https://investors.feu.edu.ph/documents/corpgovernance/feu_policy2.pdf</a></p> <p>Internal Audit Department conducts regular audit activities to ensure that all FEU policies are adhered to by all, and not wrongly exercised for personal interest:</p> <p>Additionally, FEU's Code of Business Conduct and Ethics provides that the Code "applies to all FEU trustees, officers, and employees", as highlighted on <b>Item 1 (Scope), page 5</b> in the link below:</p>	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	<p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf#page=6">https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf#page=6</a></p> <p>A re-orientation on the Code of Business Conduct and Ethics and related policies were conducted, and all</p>	

		employees and faculty were required to sign their commitment to adhere to the code and all policies.	
<b>Disclosure and Transparency</b>			
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
<b>Recommendation 8.1</b>			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	<p>The University, through the Board and management, commits at all times to fully disclose all material information about the school for the benefit of stockholders and other stakeholders.</p> <p>Please see Manual on Corporate Governance, <b>Section IV (Disclosure and Transparency) – Item A, page 5</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=9">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=9</a></p> <p>The reports distributed/made available to shareholders and other stakeholders include the following:</p> <ul style="list-style-type: none"> <li>• SEC Form 17-C <a href="https://investors.feu.edu.ph/disc_17c.asp">https://investors.feu.edu.ph/disc_17c.asp</a></li> <li>• SEC Form 17-A (Annual Report) <a href="https://investors.feu.edu.ph/disc_17a.asp">https://investors.feu.edu.ph/disc_17a.asp</a></li> <li>• SEC Form 17-Q (Quarterly Report) <a href="https://investors.feu.edu.ph/disc_17q.asp">https://investors.feu.edu.ph/disc_17q.asp</a></li> <li>• SEC Form 20-IS (Information Statement) <a href="https://investors.feu.edu.ph/disc_20is.asp">https://investors.feu.edu.ph/disc_20is.asp</a></li> </ul>	

Supplement to Recommendation 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Compliant	<p>The 2019 Annual Report (SEC Form 17-A) was submitted to the Securities and Exchange Commission and Philippine Stock Exchange on 14 September 2019, which is within 105 days after end of fiscal year.</p> <p>The Quarterly Reports were submitted/published within 45 days from end of reporting period, as follows:</p> <ul style="list-style-type: none"> <li>• Quarterly Report as of 28 February 2019 was filed on 15 April 2019.</li> <li>• Quarterly Report as of 31 August 2019 was filed on 15 October 2019.</li> <li>• Quarterly Report as of 30 November 2019 was filed on 14 January 2020.</li> </ul> <p>Please see these links to FEU website for <b>SEC Form 17-A (Annual Report)</b>,</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf</a></p> <p>and <b>SEC Form 17-Q (Quarterly Report)</b></p> <p><a href="https://investors.feu.edu.ph/disc_17q.asp">https://investors.feu.edu.ph/disc_17q.asp</a></p>	
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting	Compliant	<p>Please see, <b>FEU's Top 20 Stockholders (controlling shareholders)</b> in SEC Form 17-A, <b>page 34</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=41">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=41</a></p>	



<p>power and overall equity position in the company.</p>		<p>Holdings among company affiliates, if any, is shown in the FEU Group's Conglomerate Map:</p> <p><a href="https://investors.feu.edu.ph/documents/index/feu_conglo_03182020.jpg">https://investors.feu.edu.ph/documents/index/feu_conglo_03182020.jpg</a></p> <p>The Top 20 Stockholders own around 81.26% (13,389,096) of the 16,477,023 outstanding shares as of 31 August 2019:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=67">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=67</a></p> <p>Please see the Definitive Information Statement, <b>Audit Committee Report – Annex E, page 52</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=52">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=52</a></p>	
<b>Recommendation 8.2</b>			
<p>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.</p>	<p>Compliant</p>	<p>FEU has an Insider Trading Policy, which aims to promote trade compliance with applicable security laws, and preserve integrity of FEU and all affiliated persons who may have insider knowledge on undisclosed material information</p> <p>Please see <b>Insider Trading Policy</b>, in the link below:</p>	

		<a href="https://investors.feu.edu.ph/reports%20new%20format/2020/06292020/BOT%20Approved%20FEU%20Insider%20Trading%20Policy%20v.June2020.pdf">https://investors.feu.edu.ph/reports%20new%20format/2020/06292020/BOT%20Approved FEU Insider%20Trading%20Policy v.June2020.pdf</a>  Actual dealings of Trustees involving FEU shares are disclosed via SEC Form 23B, as required by law, i.e., the Securities Regulation Code (R.A. No. 8799).  Please see <b>SEC Form 23B reports of FEU Trustees</b> , in the link below:  <a href="https://investors.feu.edu.ph/disc_23ab.asp">https://investors.feu.edu.ph/disc_23ab.asp</a>  Moreover, the SEC Form 17-A (page 77) contains the <b>list of Trustees' and Management's holdings of FEU shares</b> . Please see <b>page 77</b> in the link below:  <a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=84">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=84</a>	
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	FEU discloses information on share ownership and voting rights. It demonstrates transparency compliance through reports such as:  Trustees' shareholdings in the SEC Form 23 A/B (Statement of Beneficial Ownership), available on the link below  <a href="https://investors.feu.edu.ph/disc_23ab.asp">https://investors.feu.edu.ph/disc_23ab.asp</a>	

		<p>and Top 100 FEU stockholders as of 31 December 2019, in the link below.</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2020/01202020/Top%20100%20FEU%20stockholders%20as%20of%20December%2031,%202019.pdf">https://investors.feu.edu.ph/reports%20new%20format/2020/01202020/Top%20100%20FEU%20stockholders%20as%20of%20December%2031,%202019.pdf</a></p> <p>The University also discloses its relationship to other companies in the group through its conglomerate map. Please see FEU's Conglomerate Map in the link below.</p> <p><a href="https://investors.feu.edu.ph/documents/index/feu_conglo_03182020.jpg">https://investors.feu.edu.ph/documents/index/feu_conglo_03182020.jpg</a></p>	
<b>Recommendation 8.3</b>			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	Compliant	<p>Please see <b>Trustees' profile</b> in the 2019 Definitive Information Statement (SEC Form 20 IS), <b>pages 5-8</b> in the link below.</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=10">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=10</a></p> <p>Please see <b>Trustees' share ownership, page 8</b> of the same report above, in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=8">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=8</a></p>	

<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>	<p>Compliant</p>	<p>Please see <b>Key Officers' profile</b> in the 2019 Definitive Information Statement (SEC Form 20 IS), <b>pages 5-11</b> in the link below.</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=10">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=10</a></p> <p>Please see <b>FEU's Public Ownership Report</b> as of 31 December 2019, in the link below.</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2020/01202020/FEU's%20Public%20Ownership%20Report%20as%20of%20December%2031,%202019.pdf">https://investors.feu.edu.ph/reports%20new%20format/2020/01202020/FEU's%20Public%20Ownership%20Report%20as%20of%20December%2031,%202019.pdf</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>	<p>Compliant</p>	<p>The Amended By-Laws, Section XXV - Board Compensation provides that:</p> <p>“Trustees shall receive salary or compensation for their services and the same shall be fixed by the Board (as delegated by the stockholders). Nothing herein contained shall be construed to preclude any trustee from serving the corporation in any other capacity and receiving compensation therefor in addition to his compensation as such trustee.”</p> <p>Trustees get per diems for Board and Board Committee meetings attended and a one-time “bonus” at the end of the term.</p> <p>Executives get salaries and transportation allowance.</p> <p>The Talent Management Committee (formerly Remuneration Committee) annually reviews the</p>	

		<p>remuneration framework to ensure that it remains transparent and consistent with the University's objectives and long term risk assessment strategies.</p> <p>Please see the <b>Talent Management Committee Charter</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20TalMan%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20TalMan%20Committee.pdf</a></p>	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	<p>The Talent Management Committee (formerly called Remuneration Committee) "ensures that Trustees' and Officers' compensation are consistent with the University's culture, strategy and the business environment in which it operates."</p> <p>Please see the <b>Talent Management Committee Charter</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20TalMan%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20TalMan%20Committee.pdf</a></p>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-Compliant		<p>No disclosure of Trustees' and Executives' remuneration on an individual basis.</p> <p>However, as a group, Trustees and Executives remuneration are disclosed in the Annual Report and 2019 Definitive Information Statement.</p> <p>FEU consistently considers a balance between full disclosure and the</p>

			<p>protection and privacy of the individual Trustees and Executives.</p> <p>See <b>Annual Report</b> (SEC Form 17 A), pages <b>72-75</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=79">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=79</a></p> <p>Please see 2019 Definitive Information Statement, <b>Item 6 – Compensation of Trustees and Executive Officers</b>, page <b>19</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=24">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=24</a></p> <p>On the disclosure of the termination of Trustees and Executives, Section 4.4 (par. d) of the PSE Disclosure Rules provide that the “Resignation or removal of directors (trustees), officers or senior management and their replacement and the reasons for such” is an event mandating prompt disclosure to PSE.</p> <p>Per FEU’s Health Welfare and Retirement Fund Plan, the compulsory retirement age of Key Officers, including members of the faculty, is 65 years old. Optional retirement is at least 10 years in service.</p>
--	--	--	---

Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	<p>FEU has a policy regarding related party transactions. Please see these links available on FEU website:</p> <ul style="list-style-type: none"> <li>• <b>Related Party Transactions Policy</b>  <a href="https://investors.feu.edu.ph/documents/corp_governance/feu_policy4.pdf">https://investors.feu.edu.ph/documents/corp_governance/feu_policy4.pdf</a></li> <li>• <b>Manual on Corporate Governance</b>  <a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf</a></li> </ul> <p>The Trustee with conflict of interest would abstain from the discussion and voting of that particular transaction. The Manual on Corporate Governance provides that “A trustee with a material interest in any transaction affecting the corporation shall abstain from taking part in the deliberation for the same”.</p> <p>Please see Manual on Corporation Governance, <b>Section III - Item E no. 5, page 4</b> in the link below:  <a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=8">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=8</a></p>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	<p>RPTs are disclosed in the Notes to the Audited Consolidated Financial Statements for the fiscal year-ended 31 May 2019 (Note 24 - Related Party Transactions).</p> <p>Please see the audited financial statements, <b>Item 24 – Related Party Transactions, page 92</b> in the link below:</p>	

		<p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=310">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=310</a></p> <p>The Audited Financial Statements of FEU ended 31 May 2019 were approved at the Board of Trustees' Meeting on 10 September 2019. Likewise, said Financial Statements were approved at the Annual Stockholders' Meeting on 19 October 2019.</p> <p>Please see the audited financial statements, <b>Report of Independent Auditors, page 97</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=97">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=97</a></p>	
<b>Supplement to Recommendation 8.5</b>			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	<p>Please see the Manual on Corporate Governance, <b>Section IV - Disclosure and Transparency, pages 5-6</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=9">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=9</a></p> <p>FEU has a Policy on Conflict of Interest that promotes to employees the virtue of loyalty to the university, and a shared common interest to its purpose; without regard to each individual's own personal and selfish gain.</p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_policy2.pdf">https://investors.feu.edu.ph/documents/corpgovernance/feu_policy2.pdf</a></p>	



Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arm's length.	Compliant	<p>FEU's Related Party Transactions Policy imposes stringent guidelines and measures to maintain arm's length integrity in all related transactions, operations, and activities.</p> <p>Please see <b>Related Party Transaction Policy</b>, following link below:</p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_policy4.pdf">https://investors.feu.edu.ph/documents/corpgovernance/feu_policy4.pdf</a></p> <p>Please see the Audit Committee Charter, <b>Section IV – Item H nos. 2 and 3, page 4</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf#page=4">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf#page=4</a></p> <p>Also Manual on Corporate Governance, <b>Section III – Item B no. 7, page 2</b> in the link below.</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=6">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=6</a></p>	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	<p>All disclosures are submitted to the Philippine Stock Exchange following their respective guidelines, and in a timely manner.</p> <p>Please see link below.</p> <p><a href="https://investors.feu.edu.ph/disc_17c.asp">https://investors.feu.edu.ph/disc_17c.asp</a></p>	

2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	FEU usually appoints the following as independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets: (i) Asian Appraisal Company, Inc., and (ii) Avellana Art Gallery for appraisal of artworks' value.	
<b>Supplement to Recommendation 8.6</b>			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	FEU does not have shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of FEU.	
<b>Recommendation 8.7</b>			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	FEU's Manual on Corporate Governance was submitted to the Securities and Exchange Commission and the Philippine Stock Exchange on 15 May 2017 and 11 May 2017, respectively.	
2. Company's MCG is submitted to the SEC and PSE.	Compliant	Please see the <b>Manual on Corporate Governance</b> , in the link below:  <a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf</a>	
3. Company's MCG is posted on its company website.	Compliant		
<b>Supplement to Recommendation 8.7</b>			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	FEU's <b>Manual on Corporate Governance, with stamp of receipt from SEC</b> , is posted on the university website.  Please see link below:	

		<a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf</a>	
<b>Optional: Principle 8</b>			
1. Does the company's Annual Report disclose the following information:	-	The university objectives, particularly our progress in achieving the ambitious projects for 'Aspiration 2020', are discussed in the <b>President's Report</b> :	
a. Corporate Objectives	Compliant	<a href="https://investors.feu.edu.ph/reports%20new%20format/2020/01152020/FEU_PRES-REPORT%202019_FINALE%20(1)-compressed.pdf">https://investors.feu.edu.ph/reports%20new%20format/2020/01152020/FEU_PRES-REPORT%202019_FINALE%20(1)-compressed.pdf</a>  <b>Financial performance indicators</b> are presented in the Annual Report, Financial Highlights - <b>pages 37-53</b> ;  <a href="https://investors.feu.edu.ph/reports%20new%20format/2020/01152020/FEU_AnnualReport2019_FINAL-compressed.pdf#page=37">https://investors.feu.edu.ph/reports%20new%20format/2020/01152020/FEU_AnnualReport2019_FINAL-compressed.pdf#page=37</a>  and in the SEC Form 17-A, <b>pages 42-43</b> :  <a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=49">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=49</a>  Non-financial performance indicators are shown in SEC Form 17-A, <b>pages 44-53</b> :  <a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=51">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=51</a>	
b. Financial performance indicators	Compliant		
c. Non-financial performance indicator	Compliant		
d. Dividend Policy	Compliant		

		Please see link in FEU's website for the Dividend Policy, -SEC Form 17A Annual Report 2019 of FEU, Part II - Operational and Financial Information, Item 5, <b>page 32</b> in the link below:  <a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=39">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=39</a>	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		
f. Attendance details of each director in all directors meetings held during the year	Compliant	Please see 2019 Annual Report (SEC Form 17A), <b>Trustees and Executive Officers, pages 62-69</b> in the link below:  <a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=69">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=69</a>	
g. Total remuneration of each member of the board of directors		<a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=69">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=69</a>  Attendance of the members of the Board of Trustees in the regular/organizational meetings for the period 01 June 2018 to 31 May 2019.  Please see 2019 Annual Report (SEC Form 17A), <b>Number of Meetings and Attendance of the Board of Trustees, page 71</b> in the link below:  <a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=78">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=78</a>  Below is the link of attendance for the fiscal year June 1, 2018 to May 31, 2019:  <a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/Attendance%20of%20the%20Members%20of%20the%20Board%20of%20Trustees.pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/Attendance%20of%20the%20Members%20of%20the%20Board%20of%20Trustees.pdf</a>	

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.			
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	<p>The Board, thru the Audit Committee and the Risk Management Committee, conducted the review of all the material controls and risk management systems.</p> <p>Please see SEC Form 17-A, <b>Risk Management Objectives and Policies</b>, <b>page 15</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=22">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Fo rm%2017-A.pdf#page=22</a></p>	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	<p>The <b>Report of the AuditCom to the Board of Trustees</b> for the Fiscal Year Ended May 31, 2019 was included in the 2019 Definitive Information Statement (SEC Form 20 IS) – <b>Annex E, page 52</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=52">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Infor mation%20Statement%20(SEC%20Form%2020%20IS).pdf#page=52</a></p>	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to	Compliant	<p>Please see SEC Form 17-A, <b>Risk Management Objectives and Policies</b>, <b>page 15</b> in the link below:</p>	

(i.e. financial, operational including IT, environmental, social, economic).		<a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=22">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Fo rm%2017-A.pdf#page=22</a>	
<b>Principle 9:</b> The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
<b>Recommendation 9.1</b>			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	<p>In accordance with its Charter, the AuditCom reviews the performance of external auditor and recommends to the Board the approval of the external auditor's appointment or discharge. Shareholders then ratify the appointment during the Annual Stockholders Meeting.</p> <p>Please see the following links from the FEU website:</p> <ul style="list-style-type: none"> <li>• <b>Audit Committee Charter:</b> <a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf</a></li> <li>• <b>Minutes of 2019 Annual Stockholders' Meeting</b> <a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10242019/2019%20Minutes%20of%20Annual%20SHs'%20Meeting%20(1).pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/10242019/2019%20Minutes%20of%20Annual%20SHs'%20Meeting%20(1).pdf</a></li> </ul>	
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	The university's external auditor is subject to the approval and endorsement by Audit Committee, for subsequent confirmation and approval by the Board, and finally, the stockholders.	

		<p>During Annual Stockholders' Meeting held on 19 October 2019, 99.99% of shareholders ratified the appointment of the external auditor.</p> <p>Please see the Minutes of 2019 Annual Stockholders Meeting, - <b>Appointment of External Auditor</b>, page 25 in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10242019/2019%20Minutes%20of%20Annual%20SHs'%20Meeting%20(1).pdf#page=25">https://investors.feu.edu.ph/reports%20new%20format/2019/10242019/2019%20Minutes%20of%20Annual%20SHs'%20Meeting%20(1).pdf#page=25</a></p>	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	FEU did not remove or change its External Auditor.	
<b>Supplement to Recommendation 9.1</b>			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	<p>In accordance with its Charter, the AuditCom ensures that either the external audit firm or its signing partner is rotated every 5 years or earlier. The external auditor, Punongbayan &amp; Araullo (P&amp;A) has met this requirement and implemented audit partner rotation effective for the fiscal year ended 31 May 2019.</p> <p>Please see <b>Audit Committee Charter</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf</a></p>	
<b>Recommendation 9.2</b>			

<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	<p>Please see <b>Audit Committee Charter</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf</a></p>	
<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	<p>The Audit Committee ensures suitability, effectiveness and credibility of the external auditor.</p> <p>The AuditCom Charter includes the committee's authority and responsibility in nominating the external auditor and monitoring its performance.</p> <p>Please see <b>Audit Committee Charter</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Committee.pdf</a></p>	
Supplement to Recommendations 9.2			



1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	<p>The Audit Committee reviews and discusses with management and external auditor significant changes and/or issues in the university's internal control, including unusual or complex related party transactions, its counterparties and valuation of such transactions – should there be any.</p> <p>Please see <b>Audit Committee Charter</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Commitee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Commitee.pdf</a></p>	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	<p>Please see <b>Audit Committee Charter</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Commitee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Commitee.pdf</a></p>	
<b>Recommendation 9.3</b>			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	<p>As stated in Item No. 7, Part I - Information Required in Information Statement of FEU's 2019 SEC Form 20IS Definitive Information Statement, the external auditors did not render non-audit services for fiscal year ended 31 May 2019.</p> <p>Please see FEU's 2019 SEC Form 20IS Definitive Information Statement, <b>Item 7 – Independent Public Accountant, page 20</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=25">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=25</a></p>	

<p>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.</p>	<p>Compliant</p>	<p>In accordance with its Charter, the Audit Committee evaluates and determines the non-audit work, if any, of the external auditors and review periodically their non-audit fees as to materiality. The Committee shall disallow any non-audit work that will conflict with the duties or independence of the external auditor. The non-audit work, if allowed, should be disclosed.</p> <p>Please see <b>Audit Committee Charter</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Commitee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Audit%20Commitee.pdf</a></p>	
<p><b>Supplement to Recommendation 9.3</b></p>			
<p>1. Fees paid for non-audit services do not outweigh the fees paid for audit services.</p>	<p>Compliant</p>	<p>There were no non-audit fees paid during the period January to December 2019.</p> <p>Information on audit and non-audit fees for fiscal year ended 31 May 2019 is noted in Item No. 7, Part I - Information Required in Information Statement of FEU's 2018 SEC Form 20IS Definitive Information Statement.</p> <p>Based on this, audit fees for fiscal year ended 31 May 2019 are as follows:</p> <ul style="list-style-type: none"> <li>• Audit - ₱1,099,400.00 plus Out of Pocket Expense and 12% VAT</li> <li>• Non-Audit - Nil</li> </ul> <p>Please see FEU's 2019 SEC Form 20IS Definitive Information Statement, <b>Item 7 – Independent Public Accountant, page 20</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Infor">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Infor</a></p>	

		<a href="#">mation%20Statement%20(SEC%20Form%2020%20IS).pdf#page=25</a>	
<b>Additional Recommendation to Principle 9</b>			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>The following information pertains to the external auditor for fiscal year ended 31 May 2019:</p> <ol style="list-style-type: none"> <li>1) Name of the audit engagement partner: Mailene Sigue Bisnar;</li> <li>2) Accreditation number and Expiry date: SEC Group A Accreditation: Partner – No. 0396-AR-3 until October 1, 2021 Firm – No. 0002-FR-5 until March 26, 2021;</li> <li>3) Date Accredited: March 27, 2018;</li> <li>4) Name, address, contact number of the audit firm: Punongbayan &amp; Araullo 20<sup>th</sup> Floor, Tower 1 The Enterprise Center 6766 Ayala Avenue 1200 Makati City, Philippines</li> <li>5) (02) 8988-2288.</li> </ol>	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	FEU's external auditors, Punongbayan & Araullo (P&A Grant Thornton), is covered by the SEC Oversight Assurance Review (SOAR) Inspection Program, in compliance with SEC Memorandum Circular No. 9, Series of 2017.	

		<p>P&amp;A Grant Thornton, was subjected to SEC Oversight Assurance Review (SOAR) in September 2018. Names and members of the engagement team were provided to the SEC during the SOAR inspection.</p> <p>P&amp;A was the first auditing firm to be subjected to such.</p>	
<b>Principle 10:</b> The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
<b>Recommendation 10.1</b>			
<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>As for the company's policies and practices on the management of economic, environmental, social and governance, there are projects that involves emergency response/relief operations:</p> <p><a href="https://feuvso.weebly.com/relief-operations-2019.html">https://feuvso.weebly.com/relief-operations-2019.html</a></p> <p><a href="https://feuvso.weebly.com/relief-operations-2020.html">https://feuvso.weebly.com/relief-operations-2020.html</a></p> <p>Livelihood related projects:</p> <p><a href="https://feuvso.weebly.com/project-chips-2019.html">https://feuvso.weebly.com/project-chips-2019.html</a> and</p> <p><a href="https://feuvso.weebly.com/continuing-education-and-innovations-for-project-chips-2019.html">https://feuvso.weebly.com/continuing-education-and-innovations-for-project-chips-2019.html</a></p> <p>Awareness on Environmental Protection and Conservation that also includes linkages with environment-related organizations such as WWF, Hands on Manila and DENR</p>	

		<a href="https://feuvso.weebly.com/community-based-urban-renewal-project-2019.html">https://feuvso.weebly.com/community-based-urban-renewal-project-2019.html</a> ,  <a href="https://feuvso.weebly.com/servathon-2019.html">https://feuvso.weebly.com/servathon-2019.html</a> ,  <a href="https://feuvso.weebly.com/save-the-tamaraw-project-2019.html">https://feuvso.weebly.com/save-the-tamaraw-project-2019.html</a> ,  <a href="https://feuvso.weebly.com/tamcount.html">https://feuvso.weebly.com/tamcount.html</a> ,  <a href="https://feuvso.weebly.com/tam-fun-run-2019.html">https://feuvso.weebly.com/tam-fun-run-2019.html</a> , and  <a href="https://feuvso.weebly.com/tam-world-exhibit-2019.html">https://feuvso.weebly.com/tam-world-exhibit-2019.html</a>  and Rehabilitation Projects on U-belt that is in line with Economic and Social Governance,  <a href="https://feuvso.weebly.com/community-based-urban-renewal-project-2019.html">https://feuvso.weebly.com/community-based-urban-renewal-project-2019.html</a>  For the full projects you may click this link:  <a href="https://feuvso.weebly.com/projects.html">https://feuvso.weebly.com/projects.html</a>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Non-Compliant		FEU is preparing a formal report on its sustainability initiatives following the Global Reporting Initiative's (GRI) Sustainability Reporting Standards. This report will be submitted together with its 2019-2020 Annual Report, in compliance with SEC Mem No. 4 S2019.

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

**Recommendation 11.1**

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	FEU utilizes its official website ( <a href="https://www.feu.edu.ph">https://www.feu.edu.ph</a> ) as the main channel of communication that ensures timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.  It has also established a social-media platform which allows the university to communicate with all stakeholders.	
---	-----------	--	--

**Supplemental to Principle 11**

1. Company has a website disclosing up-to-date information on the following:	Compliant	FEU's official website:  <a href="https://www.feu.edu.ph">https://www.feu.edu.ph</a>	
a. Financial statements/reports (latest quarterly)	Compliant	Please see <b>SEC Form 17-Q Quarterly Report ending 30 November 2019</b> in the link below.  <a href="https://investors.feu.edu.ph/reports%20new%20format/2020/01152020/2020_FEU%20Quarterly%20Report%20(Q2)%20-%20November%202019.pdf">https://investors.feu.edu.ph/reports%20new%20format/2020/01152020/2020_FEU%20Quarterly%20Report%20(Q2)%20-%20November%202019.pdf</a>	
b. Materials provided in briefings to analysts and media	Compliant	The quarterly and annual financial statements are posted on FEU's website after the same are disclosed to PSE and SEC. These are available to the public including analysts and media.  Please see <b>SEC Form 17A Annual Report for 2019</b> in the link below.	
c. Downloadable annual report	Compliant	<a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf</a>	

		Please see <b>Notice of Annual Stockholders' Meeting 2019</b> in the link below.	
d. Notice of ASM and/or SSM	Compliant	<a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09112019/Notice%20of%20FEU%20Annual%20Stockholders'%20Meeting.pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/09112019/Notice%20of%20FEU%20Annual%20Stockholders'%20Meeting.pdf</a>  Please see <b>Minutes of Annual Stockholders' Meeting 2019</b> in the link below,	
e. Minutes of ASM and/or SSM	Compliant	<a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10242019/2019%20Minutes%20of%20Annual%20SHs'%20Meeting%20(1).pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/10242019/2019%20Minutes%20of%20Annual%20SHs'%20Meeting%20(1).pdf</a>  Please see FEU's <b>Amended Articles of Incorporation and Amended By-Laws</b> in the links below.	
f. Company's Articles of Incorporation and By-Laws	Compliant	<a href="https://investors.feu.edu.ph/reports%20new%20format/2017/012317/FEU%20Amended%20Articles%20of%20Incorporation%202017.pdf">https://investors.feu.edu.ph/reports%20new%20format/2017/012317/FEU%20Amended%20Articles%20of%20Incorporation%202017.pdf</a>  <a href="https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf">https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf</a>	
<b>Additional Recommendation to Principle 11</b>			
1. Company complies with SEC-prescribed website template.	Compliant	Please see FEU's <b>Investor Relations webpage</b> , in the link below.  <a href="https://investors.feu.edu.ph/">https://investors.feu.edu.ph/</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

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>Compliant</p>	<p><u>Quality service program for FEU Internal Audit Department (IAD)</u></p> <p>The IAD is led by a Chief Audit Executive (CAE) who reports directly to the AuditCom functionally and to the Chair of the Board of Trustees administratively. The scope and responsibilities of the IAD are clearly defined in the Internal Audit Charter.</p> <p>The IAD adheres to the standards laid down in the International Professional Practices Framework issued by the global Institute of Internal Auditors and is working towards meeting the said standards.</p> <p>IAD adopts a risk-based audit approach in formulating the annual audit plan. The plan is reviewed and approved by the AuditCom. The 2019 audit plan consisted mostly of review of internal control system.</p> <p>To ensure that the internal audits are performed effectively, IAD recruits and employs suitably qualified professional staff with the requisite skills sets and experience. The CAE, prior to his appointment in FEU, had extensive audit experience in several reputable audit firms.</p> <p>Further, the IAD has professional staff members who are either Certified Public Accountant (CPA) or Certified Internal Auditor (CIA). Therefore, IAD has professional staff members who are either member of the Institute of Internal Auditors Philippines (IIAP), or Philippine Institute of CPAs (PICPA). IAD auditors</p>	
---	------------------	---	--



		<p>are required to regularly attend relevant trainings to ensure that their technical knowledge and skill sets remain current and relevant.</p> <p><u>Frequency of review of internal control system</u></p> <p>The Audit Committee approved internal audit plan and audit projects performed for year 2019 consisted mostly of review of internal control system.</p> <p>Based on the results of the work performed by internal and external auditors, the Board, through its AuditCom, is of the opinion that FEU's internal control system is adequate and operating effectively. This is noted in the Report of the AuditCom to the Board of Trustees for the Fiscal Year Ended May 31, 2019.</p> <p>Please see the 2019 Definitive Information Statement - <b>Annex E - Report of the AuditCom to the Board of Trustees, page 2</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=52">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=52</a></p>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<p>The Board, through its Risk Management Committee (RMCom), has oversight responsibility over company-wide risk management policies and practices. This is stated in the RMCom Charter.</p> <p>Please see this link to the Risk Management Committee Charter:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Risk%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Risk%20Committee.pdf</a></p>	

		<p>The University's Chief Risk Officer is Mr. Juan Miguel R. Montinola, who is concurrently Chief Finance Officer.</p> <p>An Audit and Risk Management Working Group is formed to support the CRO in his role and reporting responsibilities to the Risk Management Committee. The working group is composed of the following key officers:</p> <ul style="list-style-type: none"> <li>- Juan Miguel Montinola. Chief Risk Officer (and the incumbent Chief Finance Officer)</li> <li>- Glenn Nagal, Comptroller</li> <li>- Rosanna Salcedo, Treasurer</li> <li>- Pamela Hernandez, Chief Accountant</li> <li>- Rogelio C. Ormilon, Jr., Chief Audit Executive</li> <li>- Carmencita Sayo, Executive Asst. to the Chairman</li> </ul> <p>The FEU Risk Management Policy was approved by the Board in September 2019, where overall framework, principles, and risk management process.</p> <p>Please see FEU <b>Risk Management Policy</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/corporate-governance/feu_policy6.pdf">https://investors.feu.edu.ph/documents/corporate-governance/feu_policy6.pdf</a></p> <p>Risk Management activities of the university are conducted at different layers as follows:</p> <p><i>a. <u>Departments/Institutes/Process</u></i></p>	
--	--	---	--

		<p>The identification and assessment of risk exposures at the department and institute level are handled by their respective heads and directors.</p> <p><i>b. <u>Executive, Risk Management Committee and Audit Committee Level</u></i></p> <p>Risk exposures are discussed and evaluated by the Audit and Risk Management Working Group.</p> <p>Accordingly, all risk exposures are reported by CRO during the joint meeting of the Audit Committee and Risk Management Committee – and risk exposures discussed at this meeting are eventually reported to the Board of Trustees.</p>	
<b>Supplement to Recommendations 12.1</b>			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	Compliant	<p>FEU has a Compliance Officer (CO), as provided in the FEU Manual on Corporate Governance, whose duties and responsibilities include ensuring enterprise-wide compliance with relevant laws and regulations and issuances of pertinent regulatory agencies that include SEC and PSE. The CO also collaborates with other internal departments such as the following for compliance with regulations other than those of SEC and PSE:</p> <ul style="list-style-type: none"> <li>• Human resources (HR) and legal counsel – Labor laws and issuances of DOLE;</li> <li>• Academic Officers – issuances of CHED;</li> <li>• Accounting Department – Philippine Financial Reporting Standards (PFRS) and SEC issuances on consolidated financial statements, TRAIN law and issuances of BIR, SSS, etc.; the Accounting Department</li> </ul>	

		<p>collaborates with the external auditors for compliance with PFRS;</p> <ul style="list-style-type: none"> <li>Facilities and Technical Services Departments – local government issuances and permits and DENR; and</li> <li>Data Privacy Officer – Data Privacy Act</li> </ul> <p>Please see the <b>FEU Manual on Corporate Governance</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf</a></p>	
<b>Optional: Recommendation 12.1</b>			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	<p>IT governance is an integral part of FEU's Risk Management Framework (see related discussion below on Recommendation 12.4). IT governance occurs at different layers as follows:</p> <ul style="list-style-type: none"> <li>The Chief Information Officer regularly reports to the Chief Risk Officer (who is concurrently Finance Officer) regarding any IT related issues and any remediation action plans, as well as risk exposures. Risk exposures are reported via a risk register. This is required under the FEU Risk Management Process .</li> <li>The said IT related risk exposures are discussed at the Audit and Risk Management Working Group meetings led by the Chief Risk Officer (CRO). Minutes of meetings are kept.</li> </ul>	

		<ul style="list-style-type: none"> <li>Then the IT related risk exposures (together with University wide risk exposures) are reported by the CRO during the joint meeting of the Audit Committee and Risk Management Committee. Discussions at these meeting are eventually reported to the Board of Trustees.</li> </ul>	
<b>Recommendation 12.2</b>			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	<p>FEU has an in-house internal audit department (IAD).</p> <p>Please see <b>Internal Audit Charter</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Internal%20Audit%20Charter.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Internal%20Audit%20Charter.pdf</a></p>	
<b>Recommendation 12.3</b>			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	<p>The Internal Audit Department (IAD) is headed by the Chief Audit Executive, Mr. Rogelio C. Ormilon, Jr. His responsibilities are identified in the FEU Internal Audit Department Charter.</p> <p>Please see <b>Internal Audit Charter</b>, in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Internal%20Audit%20Charter.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Internal%20Audit%20Charter.pdf</a></p>	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant	<p>The Chief Audit Executive (CAE) of FEU is Mr. Rogelio C. Ormilon, Jr. who oversees and is responsible for all in-house and outsourced internal audit activities. His responsibilities are contained in the FEU Internal Audit Department (IAD) Charter.</p> <p>Please see <b>Internal Audit Charter</b>, in the link below:</p>	

		<a href="https://investors.feu.edu.ph/documents/charters/FEU%20Internal%20Audit%20Charter.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Internal%20Audit%20Charter.pdf</a>	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant	FEU has an in-house internal audit department. When an audit activity is outsourced, the CAE is responsible for the overall management of such outsourced audit activity.	
<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	<p>The Board, through its Risk Management Committee (RMCom), has oversight responsibility over company-wide risk management policies and practices. This is stated in the RMCom Charter.</p> <p>Please see this link to the Risk Management Committee Charter:</p> <p><a href="https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Risk%20Committee.pdf">https://investors.feu.edu.ph/documents/charters/FEU%20Charter%20-%20Risk%20Committee.pdf</a></p> <p>The University's Chief Risk Officer is Mr. Juan Miguel R. Montinola, who is concurrently Chief Finance Officer.</p> <p>An Audit and Risk Management Working Group is formed to support the CRO in his role and reporting responsibilities to the Risk Management Committee. The working group is composed of the following key officers:</p> <ul style="list-style-type: none"> <li>- Juan Miguel Montinola. Chief Risk Officer (and the incumbent Chief Finance Officer)</li> <li>- Glenn Nagal, Comptroller</li> <li>- Rosanna Salcedo, Treasurer</li> <li>- Pamela Hernandez, Chief Accountant</li> </ul>	

		<ul style="list-style-type: none"> <li>- Rogelio C. Ormilon, Jr., Chief Audit Executive</li> <li>- Carmencita Sayo, Executive Asst. to the Chairman</li> </ul> <p>The FEU Risk Management Policy was approved by the Board in September 2019.</p> <p>Please see FEU <b>Risk Management Policy</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_policy6.pdf">https://investors.feu.edu.ph/documents/corpgovernance/feu_policy6.pdf</a></p> <p>Risk Management activities of the university are conducted at different layers as follows:</p> <p><i>c. <u>Departments/Institutes/Process</u></i></p> <p>The identification and assessment of risk exposures at the department and institute level are handled by their respective heads and directors.</p> <p><i>d. <u>Executive, Risk Management Committee and Audit Committee Level</u></i></p> <p>Risk exposures in the following categories are discussed and evaluated by the Audit and Risk Management Working Group:</p> <ul style="list-style-type: none"> <li>• Academic excellence</li> <li>• Organizational</li> <li>• Operational efficiency</li> <li>• Regulatory</li> <li>• Market/competition</li> <li>• Communication</li> </ul>	
--	--	--	--

		<ul style="list-style-type: none"> <li>• Technology</li> <li>• Environmental</li> <li>• Physical</li> </ul> <p>Accordingly, all risk exposures are reported by CRO during the joint meeting of the Audit Committee and Risk Management Committee – and risk exposures discussed at this meeting are eventually reported to the Board of Trustees.</p>	
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	<p>Technical support in risk management is achieved through the following:</p> <ul style="list-style-type: none"> <li>• The Board, through its Risk Management Committee (RMCom) composed of members with relevant experience and knowledge in risk management, has oversight responsibility over company-wide risk management policies and practices.</li> <li>• Further, the University has a Chief Risk Officer who reports directly to the Risk Management Committee. He is supported by an Audit and Risk Management Working Group composed of Officers. The CRO and the working group collectively have the necessary experience relevant to realizing the objectives of the FEU Risk Management Process.</li> </ul> <p>While the Risk Management Working Group is composed of highly experienced key officers, FEU initiates collaboration with an external party to further reinforce knowledge competence.</p>	



		In 2019, FEU undertook a Co-source Engagement with KPMG to conduct the IT – Internal Audit Enrollment Process. This process audit is a measure to prevent or proactively manage possible IT related risk exposure that may arise during system implementation.	
<b>Recommendation 12.5</b>			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	<p>Mr. Juan Miguel R. Montinola is FEU's Chief Risk Officer. Concurrently he holds the position of Chief Finance Officer.</p> <p>Mr. J.M.R. Montinola's profile can be found on FEU's SEC Form 20-IS - Definitive Information Statement for 2019, <b>page 8</b> in the link below.</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=13">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=13</a></p> <p>See discussion on Recommendation 12.4 above.</p>	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	The Chief Risk Officer has adequate authority and stature to fulfill his responsibilities.	
<b>Additional Recommendation to Principle 12</b>			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	Based on the work performed by internal and external auditors, the Audit Committee is of the opinion that FEU's internal control system is adequate and operating effectively. This is covered by the Report of the AuditCom to the Board of Trustees for the Fiscal Year Ended May 31, 2019.	-

		<p>Please see SEC Form 20-IS - Definitive Information Statement for 2019, <b>Annex E - 2019 Report of the AuditCom to the Board of Trustees, page 52</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=52">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=52</a></p>	
<b>Cultivating a Synergic Relationship with Shareholders</b>			
<b>Principle 13:</b> The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
<b>Recommendation 13.1</b>			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	<p>Please see Manual on Corporate Governance, <b>Section VI, page 7</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11</a></p>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	<p>Please see Manual on Corporate Governance, <b>Section VI, page 7</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11</a></p>	
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share.	Compliant	<p>The Amended By-Laws provides that "Voting upon all questions at all meetings of the stockholders shall be made by shares of stock and not per capita or otherwise, each share of stock being counted as one vote"</p> <p>Please see Amended By-Laws, <b>Section VI, page 1</b> in the link below:</p>	

		<a href="https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=3">https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=3</a>	
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>FEU has common shares only (no preferred shares or any other class of shares). All common shares are treated equally with respect to voting subscription and transfer rights.</p> <p>Please see, Amended Articles of Incorporation, <b>Article Seventh, page 3</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2017/012317/FEU%20Amended%20Articles%20of%20Incorporation%202017.pdf#page=9">https://investors.feu.edu.ph/reports%20new%20format/2017/012317/FEU%20Amended%20Articles%20of%20Incorporation%202017.pdf#page=9</a></p>	
3. Board has an effective, secure, and efficient voting system.	Compliant	<p>Section VII of the Amended By-Laws provides that “The annual meeting of the stockholders xxx shall be held xxx at the office of the corporation when they shall elect by cumulative voting by ballot nine trustees for one year xxx. Every stockholder is entitled to vote according to the number of shares in his name paid or unpaid xxx.”</p> <p>Please see <b>Amended By-Laws, page 1</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=3">https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=3</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.	Non-Compliant		No shareholder voting mechanisms, such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.

			<p>However, the voting rights of stockholders, whether belonging to the majority or minority are strictly followed, as required by law, rules and regulations.</p> <p>Besides, minority shareholders can always exercise their appraisal right (or the right to dissent and demand payment of the fair value of their shares), which is guaranteed by the Revised Corporation Code.</p> <p>Sufficient safeguards to protect minority shareholders exits, such as in the election of non-executive and independent trustees, policies and guidelines on Related Party Transactions, review of RPT by a committee composed of a majority of independent Directors (currently done by the Audit Committee), disclosure of RPT transactions in the financial statements which are reviewed by external auditors and ratified by shareholders, among others.</p>
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	<p>Per Section X, Special Meetings, of the Amended By-Laws (<b>page 2</b>), “two or more registered stockholders owning at least one-fourth of the issued and outstanding shares entitled to vote” may also call special meetings of the stockholders.</p> <p><a href="https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=4">https://investors.feu.edu.ph/documents/index/feu_bylaws.pdf#page=4</a></p>	

6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	<p>Please see Manual on Corporate Governance, <b>Section VII, pages 7-8</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11</a></p>	
7. Company has a transparent and specific dividend policy.	Compliant	<p>FEU declared cash dividends in October 2018 and March 2019 (FY 2018-2019) The company's dividends were paid 10 trading days after the record date or 20 trading days after the declaration date.</p> <p>Please see Dividend Policy in the links below.</p> <p>SEC Form 17A Annual Report 2019 of FEU, <b>Part II - Operational and Financial Information, Item 5, page 32</b> in the link below.</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=39">https://investors.feu.edu.ph/reports%20new%20format/2019/10222019/2019%20FEU%20SEC%20Form%2017-A.pdf#page=39</a></p> <p>Company's dividend policy:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2011/0321/dividend%20policy.pdf">https://investors.feu.edu.ph/reports%20new%20format/2011/0321/dividend%20policy.pdf</a></p> <p>Further, a declaration of stock dividend was made during the Annual Stockholders Meeting held last October 19, 2019</p> <p>Please see <b>Minutes of the Annual Stockholders Meeting</b> dated 19 October 2019, <b>Item VII, pages 22-23</b>, in the link below:</p>	

		<a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10242019/2019%20Minutes%20of%20Annual%20SHs'%20Meeting%20(1).pdf#page=22">https://investors.feu.edu.ph/reports%20new%20format/2019/10242019/2019%20Minutes%20of%20Annual%20SHs'%20Meeting%20(1).pdf#page=22</a>	
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	The votes at the ASM were counted and validated by Stock Transfer Service, Inc., the independent/outsourced stock transfer agent of FEU.	
<b>Recommendation 13.2</b>			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>The notice and agenda of the Annual Stockholders' Meeting were first disclosed to PSE on 10 September 2019, or 39 days before the meeting on 19 October 2019.</p> <p>The notice and agenda were again in the Information Statement, preliminary to SEC on 16 September 2019 and the definitive reported to PSE and SEC on 20 September 2019, and were sent out to all on 30 September 2019.</p> <p>Please see 2019 Definitive Information Statement (SEC Form 20 IS), <b>pages 4-5</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=5">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=5</a></p>	-
<b>Supplemental to Recommendation 13.2</b>			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	<p>Please see <b>Notice of FEU Annual Stockholders' Meeting, page 5</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09112019/Notice%20of%20FEU%20Annual%20Stockholders'%20Meeting.pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/09112019/Notice%20of%20FEU%20Annual%20Stockholders'%20Meeting.pdf</a></p>	-

a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	<p>Please see <b>Board of Trustees' profile</b> in the 2019 Definitive Information Statement (SEC Form 20 IS), <b>pages 5-8</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=10">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=10</a></p>	
b. Auditors seeking appointment/re-appointment	Compliant	<p>Please see 2019 Definitive Information Statement (SEC Form 20 IS), <b>Annex A – Item 9, page 38</b> in the link below.</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=38">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=38</a></p>	
c. Proxy documents	Compliant	<p>Please see <b>Proxy Form</b> in the 2019 Definitive Information Statement (SEC Form 20 IS), <b>Annex B, page 42</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=42">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=42</a></p>	
<b>Optional: Recommendation 13.2</b>			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	<p>Please see <b>rationale of the agenda</b> for the annual stockholders' meeting in the 2019 Definitive Information Statement (SEC Form 20 IS), <b>Annex A, page 37</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=37">https://investors.feu.edu.ph/reports%20new%20format/2019/09232019/2019%20Definitive%20Information%20Statement%20(SEC%20Form%2020%20IS).pdf#page=37</a></p>	

Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Please see Manual on Corporate Governance, <b>Section VI no. 3, page 7</b> in the link below:  <a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11</a>	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	The minutes of the 19 October 2019 (a Saturday) Annual Stockholders' Meeting were posted on the FEU website on 24 October 2019, or five (5) business days from the end of the meeting.  Please see <b>2019 Minutes of Annual Stockholders' Meeting</b> , in the link below.  <a href="https://investors.feu.edu.ph/reports%20new%20format/2019/10242019/2019%20Minutes%20of%20Annual%20SHs'%20Meeting%20(1).pdf">https://investors.feu.edu.ph/reports%20new%20format/2019/10242019/2019%20Minutes%20of%20Annual%20SHs'%20Meeting%20(1).pdf</a>	
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	Representatives of the External Auditor of FEU, Punongbayan & Araullo, including the authorized signatory, were present during the Annual Stockholders' Meeting held on 19 October 2019.	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	An alternative dispute mechanism is made available by the Board, whenever warranted, to resolve intra-corporate disputes in an amicable and effective manner.  Please see Manual on Corporate Governance, <b>Section VI no. 4, page 7</b> in the link below:	



		<a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11</a>	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	<p>The use of an alternative dispute resolution system (like arbitration, mediation, conciliation, early neutral evaluation, mini-trial, or any combination thereof) in the Philippines had been institutionalized by law, i.e., Republic Act No. 9285, and by Supreme Court issuances.</p> <p>And more recently, the Revised Corporation Code (Section 181) now provides that arbitration is the alternative dispute mechanism for corporations:</p> <p>“An arbitration agreement may be provided in the articles of incorporation or by-laws of a corporation. Xxx.”</p>	
<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<p>Investor Relation Officer: Mr. Juan Miguel R. Montinola Tel. No. 8849-4151 Fax No. 8735-5648 Email address: <a href="mailto:investors@feu.edu.ph">investors@feu.edu.ph</a></p>	
2. IRO is present at every shareholder's meeting.	Compliant	The IRO is present at every shareholders' meeting, including the one held last 19 October 2019.	
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	No anti-takeover measure or similar device that may entrench ineffective management or the existing controlling shareholder group was presented to the Board in 2019.	

		If one comes up in the future, the Board will not approve nor allow it.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	<p>33.36% is FEU's public float per its Public Ownership Report as of 31 December 2019.</p> <p>Please see FEU's <b>Public Ownership Report as of 31 December 2019</b>, in the link below.</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2020/01202020/FEU's%20Public%20Ownership%20Report%20as%20of%20December%2031,%202019.pdf">https://investors.feu.edu.ph/reports%20new%20format/2020/01202020/FEU's%20Public%20Ownership%20Report%20as%20of%20December%2031,%202019.pdf</a></p>	-
<b>Optional: Principle 13</b>			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	<p>Please see Manual on Corporate Governance, <b>Section VI, page 7</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11</a></p>	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.			
<b>Duties to Stakeholders</b>			
<p><b>Principle 14:</b> The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.</p>			
<b>Recommendation 14.1</b>			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	<p>The top 3 shareholders of FEU are:</p> <ol style="list-style-type: none"> <li>1. Seyrel Investment and Realty Corporation - 28.63%</li> <li>2. Sysmart Corporation - 21.52%</li> </ol>	

		<p>3. Desrey, Inc. - 8.00%</p> <p>Please see the Top 20 Stockholders in the link below.</p> <p><a href="https://investors.feu.edu.ph/investorr.asp">https://investors.feu.edu.ph/investorr.asp</a></p> <p>FEU's <b>policies and programs for its stakeholders</b> are contained in the Manual on Corporate Governance, <b>Section VI, page 7</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11</a></p>	
<b>Recommendation 14.2</b>			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	Compliant	<p>Please see Manual on Corporate Governance, <b>Section VI and VII, pages 7-8</b> in the link below.</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11</a></p> <p>Please see also Code of Business Conduct and Ethics on <b>Treatment of Business Partners and Third Parties, pages 9-10</b> in the link below.</p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf">https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf</a></p>	
<b>Recommendation 14.3</b>			
<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>	Compliant	<p>The following are the contact details which stockholders can use to voice their concerns and/or complaints for possible violation of their rights:</p> <p>1. Investor Relations Office <a href="mailto:investors@feu.edu.ph">investors@feu.edu.ph</a></p>	

		<p>2. Office of the Corporate Secretary 2<sup>nd</sup> Floor Administration Building Far Eastern University Tel. No. 8849-4000 local 106 <a href="mailto:agoquingco@feu.edu.ph">agoquingco@feu.edu.ph</a></p> <p>Please see link below for contact details for needed Corporate Information:</p> <p><a href="https://investors.feu.edu.ph/investorr.asp">https://investors.feu.edu.ph/investorr.asp</a></p> <p>The <b>Policy on Whistle Blowing</b> of FEU does not only cover FEU employees and faculty, but also FEU service providers and their employees, FEU clients, and other FEU campuses. Please see, <b>page 2</b> (Coverage or Scope), in the link below.</p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_policy1.pdf">https://investors.feu.edu.ph/documents/corpgovernance/feu_policy1.pdf</a></p>	
<b>Supplement to Recommendation 14.3</b>			
<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>	Compliant	<p>An alternative dispute mechanism is made available by the Board, whenever warranted, to resolve intra-corporate disputes in an amicable and effective manner.</p> <p>Please see Manual on Corporate Governance, <b>Section VI no. 4, page 7</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=11</a></p> <p>Also, the Revised Corporation Code (Section 181) now provides that arbitration is the alternative dispute mechanism for corporations:</p>	

Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	The company did not and does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue.	
2. Company respects intellectual property rights.	Compliant	<p>FEU respects intellectual property rights. It sees to it that its own intellectual property rights are registered with the proper regulators.</p> <p>Please see Code of Business Conduct and Ethics, <b>item 6.1, page 8</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf#page=9">https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf#page=9</a></p>	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	HRD has facilitated the conduct of Tamaraw Employees Customer Services-Experience (TECSX) workshops to train front liners on the importance of proper handling of both external and internal customers. Related policies to be developed.	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	Policies, including supplier selection procedures, implemented by the Purchasing Department are published through the Purchasing Manual and are likewise submitted and registered to the Quality Management Office. Policies are reviewed and updated on a regular basis.	

**Principle 15:** A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

**Recommendation 15.1**

1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	<p>The Board establishes policies, programs and procedures that encourage FEU employees to actively participate in the realization of FEU's goals and in its governance.</p> <p>Please see Manual on Corporate Governance, <b>Section VII, page 8</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=12">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=12</a></p>	
--	-----------	---	--

**Supplement to Recommendation 15.1**

1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	<p>FEU's reward/compensation policy provides for a merit increase system for employees who have delivered an excellent performance within a fiscal year.</p> <p>Each year, quality objectives are developed by each Division/Department which are aligned to the strategic plans of the company. Effective FY 2019-2020, individual target setting will be part of the annual performance review process and documentation.</p>	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	FEU has a Health and Safety Committee chaired by the FEU Safety Officer. The committee meets every first Monday of each month. FEU has existing policies and practices on health, safety and welfare of its employees. These policies are regularly reviewed and updated.	

		<p>The #FEUBeReady Disaster preparedness guide video was disseminated to and is played in all venues prior to the start of each event.</p> <p>Fire and earthquake drills are scheduled every Fiscal Year. For FY 2019-2020, two fire/earthquake drills have been conducted. Prior to the start of the academic year, several safety orientations have been conducted both for employees, faculty and students.</p> <p>Please see <b>Item 12 (Environment, Health and Safety)</b> in the Code of Business Conduct and Ethics, <b>page 12</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf#page=13">https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf#page=13</a></p>	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>Each Fiscal Year, HRD plans out training and development programs addressing identified skills. As part of the new Performance Management System, individual development plans will be documented from which that Learning &amp; Development Plans for the coming fiscal year will be based.</p> <p>Some of programs implemented include:</p> <ul style="list-style-type: none"> <li>• Financial Literacy Seminar</li> <li>• Training on Office 365</li> <li>• FEU Human Capital Management System (FEU-HCMS)-Adrenalin System Training</li> <li>• Tamaraw Employee Customer Service Experience (TECS-X)</li> <li>• Problem Solving Decision Making</li> <li>• Employee and Faculty Orientations</li> <li>• Fire and Safety Orientations</li> <li>• Culture of Teaching and Service (CTS) Training for faculty</li> </ul>	

		Furthermore, identified employees and faculty have attended external seminars, conferences and workshops.	
<b>Recommendation 15.2</b>			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	<p>The anti-corruption policy is contained in the Code of Business Conduct and Ethics. See link below.</p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf">https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdf</a></p> <p>Please see also the Manual on Corporate Governance, <b>Section VII – Item B no. 2, page 8</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=12">https://investors.feu.edu.ph/reports%20new%20format/2019/05242019/FEU%20Manual%20on%20Corporate%20Governance.pdf#page=12</a></p>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	<p>Policies and programs that have been approved by the board are disseminated to the concerned units in coordination with the Human Resources Division.</p> <p>Further, HR organizes training programs, policy orientation and re-orientation to different employee groups, to keep them updated and promote engagement.</p>	
<b>Supplement to Recommendation 15.2</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	<p>Please see Code of Business Conduct and Ethics, <b>Items 5.3 and 5.5, pages 8 – 9</b> in the link below:</p> <p><a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdfpage=12">https://investors.feu.edu.ph/documents/corpgovernance/feu_codeethics.pdfpage=12</a></p>	



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	Please refer to the <b>Whistle Blowing Policy</b> in the link below:  <a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_policy1.pdf">https://investors.feu.edu.ph/documents/corpgovernance/feu_policy1.pdf</a>	
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	Please refer to the <b>Whistle Blowing Policy</b> in the link below:  <a href="https://investors.feu.edu.ph/documents/corpgovernance/feu_policy1.pdf">https://investors.feu.edu.ph/documents/corpgovernance/feu_policy1.pdf</a>	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Whistleblowing incidents are reported to the Board, and the Board is periodically updated on the developments of the said incidents. The incidents are finally resolved with the guidance of the Board and a Board action.	
<b>Principle 16:</b> The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	FEU, through its Volunteerism Services Office, fully exercises its involvement in the community through unified and collaborative efforts called <b>“TAMBayanihan”</b> among its genuine and dedicated volunteers called <b>“TAMBayani”</b> . Its Corporate Social responsibility Programs are focused on the areas of education, culture, livelihood skills development, environment and disaster, emergency response and relief operation.	

		<p>Please click this link:</p> <p><a href="https://feuvso.weebly.com/projects.html">https://feuvso.weebly.com/projects.html</a></p>	
<b>Optional: Principle 16</b>			
<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>	Compliant	<p><b>1. Compliant with DENR Requirements such as the following:</b></p> <p><b>1.a.</b> Accreditation of DENR Pollution Control Officer (PCO). Current PCO: Engr. Francis M. Valerio</p> <p><b>1.b.</b> Compliance to DENR Compliance Monitoring Report (CMR). Frequency of Submission of report: Twice a Year</p> <p><b>1.c.</b> Compliance to DENR Quarterly Monitoring Report (SMR). Frequency of Submission of Report: Four Times a Year</p> <p><b>1.d.</b> Compliance to DENR Permit to Operate of Air Pollution Source Installations (APSI) (Testing of Gen Set @ Technology Building).</p> <p><b>1.e.</b> Compliance to DENR Hazardous Waste Generator Registration I.D.</p> <p><b>1.f.</b> Compliance to Waste Segregation</p> <p><b>2. Part of FEU Green Projects</b></p> <p><b>2.a.</b> Harvesting of rain water and drinking fountain waste water, to be used/recycled for watering plants and flushing at water closets and urinals.</p>	

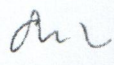
		<p>2.b. Air Handling Unit Condensate Capture and Reuse.</p> <p>2.c. Conversion of Direct Expansion Air Con Units (Split Type Units) to Chilled Water System. This system results to less carbon emission of generating electricity at power plants due to higher efficiency of the chiller plants.</p> <p>2.d. Continuous good care of our existing plants and trees to improve air quality within the FEU Campus</p> <p>2.e. Operation of capacitor banks for power factor corrections to improve power quality and efficiency.</p> <p>2.f. Conversion of lighting system by replacing of fluorescent bulb into LED.</p> <p>2.g. Integration of Solar Photovoltaic Panel – FEU Roosevelt, Rodriguez</p> <p>2.h. Reuse of sewerage treatment plant effluent water – FEU Tech</p> <p>2.i. Integration of sewerage treatment plant in FEU Diliman</p> <p>2.j. Outsulation of building roofs to improve heat insulation</p> <p><b>3. Part of FEU Operation</b></p> <p>3.a. Conducting Preventive Maintenance to ensure the efficient operation of equipment</p>	
--	--	--	--

		<p>and machine.</p> <p>3.b. Energy conservation thru scheduled/routine inspection to secure that all equipment, lightings and other devices are switched-OFF/Shut down.</p>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	<p>Community Stakeholders Initiatives (N. Reyes Street) The Community Stakeholders along Nicanor Reyes, R. Papa, Lerma and P. Paredes has held three meetings, the last of which was last November 20, 2019.</p> <p>The stakeholders has agreed to work on four (4) programs over a two year period:</p> <ul style="list-style-type: none"> <li>• Environment</li> <li>• Health and Safety</li> <li>• Traffic Management</li> <li>• Community Beautification</li> </ul> <p>On-going Programs</p> <p>Creation of a Steering Committee that will plan out projects for the urban renewal of N. Reyes, Lerma, R. Papa and P. Paredes Streets initially. The initiative is in answer to the call of the City of Manila to develop the community as a tourism destination with focus on its history.</p> <p>Steering Committee Members representing the community are:</p> <ul style="list-style-type: none"> <li>• Vicente Recto, Manager, Bank of Philippine Islands, Morayta Branch</li> <li>• Joselito Martinez, Property Owner, Consuelo Building</li> <li>• Agnes Angeles, Property Owner, Monfero Apartments</li> </ul>	

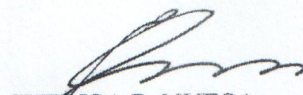
		<ul style="list-style-type: none"> <li>• Lyn Canlas, Administrative Officer, Philippine Japan Friendship Foundation</li> <li>• Francis Soliman, Manager, Philippine National Bank</li> <li>• Rod Kernel Santos, Manager, Jollibee Morayta</li> <li>• Marilou Cao, Director, FEU Volunteerism Services</li> </ul> <p>A letter was sent to the Mayor's Office signed by the different stakeholders, requesting for the following services:</p> <ul style="list-style-type: none"> <li>• Fixing of the aerial cables along Nicanor Reyes Street</li> <li>• Construction of plant boxes along the sidewalks of Nicanor Reyes and C.M. Recto streets, followed by R.Papa, Lerma and P. Paredes Street. (A similar project is now being undertaken along España).</li> <li>• Construction of plant boxes in the center area of Nicanor Reyes Street, complimenting the present steel barrier.</li> </ul> <p>The request is being facilitated through the Bureau of Tourism and Cultural Service, COO Mr. Ronald Flores (FEU Alumnus).</p> <p>Plans for the location of an elevated walkway is being studied with the help of the UAP Manila Chapter. A survey will be conducted.</p> <p>(Source: Briefing Memo 11/20/19 by ED R. Del Rosario.)</p> <p>Please click this link:  <a href="https://feuvso.weebly.com/community-based-urban-renewal-project-2019.html">https://feuvso.weebly.com/community-based-urban-renewal-project-2019.html</a></p> <p><u>Stakeholders Meeting (in relation to Community Based Urban Renewal Project)</u></p>	
--	--	--	--


		<p>Please click this link:  <a href="https://feuvso.weebly.com/community-based-urban-renewal-project-2019.html">https://feuvso.weebly.com/community-based-urban-renewal-project-2019.html</a></p> <p><b>1. Project SHIFT: "Skills Honing Individual for Future Transformation"</b></p> <p>Week-long series of skills development seminars for Service Personnel. 236 participants (from logistics and service personnel attended various skills development seminars.</p> <p><a href="https://feuvso.weebly.com/project-shift-2019.html">https://feuvso.weebly.com/project-shift-2019.html</a></p>	
--	--	--	--


Pursuant to the requirement of SEC Memorandum Circular No. 15, Series of 2017, this Integrated Annual Corporate Governance Report (I-ACGR) is signed by the required signatories in the City of Manila, Metro Manila on July 29, 2020.

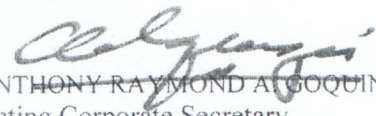
  
AURELIO R. MONTINOLA, III  
Chairman of the Board of Trustees &  
Chief Executive Officer

  
MICHAEL M. ALBA  
President &  
Chief Operating Officer

  
SHERISA P. NUESA  
Independent Director

  
JOSE T. SIO  
Independent Director


  
EDILBERTO C. DE JESUS  
Lead Independent Director

  
ANTHONY RAYMOND A. GOQUINGCO  
Acting Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUL 29 2020 day of  
MANILA CITY 2020, affiants exhibiting to me their respective Tax Identification  
Number (TIN), as follows:

NAME	TIN
Aurelio R. Montinola, III	135-558-086
Michael M. Alba	157-483-273
Sherisa P. Nuesa	132-204-906
Jose T. Sio	103-433-285
Edilberto C. De Jesus	103-104-968
Anthony Raymond A. Goquingco	211-219-446

Doc. No. 58  
Page No. 13  
Book No. XX  
Series of 2020.

NOTARY PUBLIC   
**ENRICO G. GILERA**  
Notary Public for Manila  
Until December 2020  
PTR No. 9186556; 01.21.2020; Manila  
IBP No. 105672; 01.09.2020; Manila III  
Roll No. 35145; May 27, 1988  
Compliance No. V 0021389; May 4, 2016  
Unit 403 Dona Consuelo Bldg.,  
929 Nicanor Reyes Street, Manila  
Tel No. 8736-4975