

# COVER SHEET

9 1 4 2

SEC Registration No.

M E T R O

G L O B A L

H O L D I N G S

C O R P O R A T I O N

(Company's Full Name)

M E Z Z A N I N E F L O O R , R E N A I S S A N C E

T O W E R S , M E R A L C O A V E . , P A S I G

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

ALICE ODCHIGUE-BONDOC

Contact Person

86336205 loc. 113

Company Telephone Number

## SEC FORM 17-C CURRENT REPORT UNDER SECTION 17 OF THE SRC

1 2 3 1

Month Day  
fiscal year

FORM TYPE

1st Thursday of March

Month Day  
annual meeting

Listed

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/ Section

Total Amount of Borrowings

Domestic

Foreign

\*\*\*\*\*

To be accomplished by SEC Personnel concerned

File Number

LCU

Dociment I.D.

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER

1. **11 June 2020**  
Date of Report (Date of earliest event reported)
2. SEC Identification Number: **9142**
3. BIR Tax Identification No. 000-194-408-000
4. **Metro Global Holdings Corporation** (formerly *Fil-Estate Corporation*)  
Exact name of issuer as specified in its charter
5. **Metro Manila, Philippines**  
Province, country or other jurisdiction of incorporation
6.  (SEC Use Only)  
Industry Classification Code:
7. **Mezzanine Floor Renaissance Tower, Meralco Ave., Pasig City** **1605**  
Address of principal office Postal Code
8. **(632) 6336205**  
Issuer's telephone number, including area code
9. **N/A**  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class

Number of Shares of Common Stock  
Outstanding or Amount of Debt Outstanding

Common shares

**2,000,000,000 shares**

11. Indicate the item numbers reported herein: Item 9

Please be informed that at the meeting of the Board of Directors of Metro Global Holdings Corporation held on 11 June 2020, the Board approved the following resolutions to:

1. Re-organize the composition of membership of the following Committees as follows:

a) CORPORATE GOVERNANCE COMMITTEE

Chairman: Rafael M. Alunan, III (Independent Director)  
Members: Francisco C. Gonzalez (Independent Director)  
Robert John L. Sobrepeña  
Atty. Ferdinand T. Santos  
Rafael Perez de Tagle, Jr.  
Atty. Alice Odchigue-Bondoc

b) BOARD RISK OVERSIGHT COMMITTEE

Chairman: Rafael M. Alunan, III (Independent Director)  
Members: Francisco C. Gonzalez (Independent Director)  
Atty. Ferdinand T. Santos  
Atty. Alice Odchigue-Bondoc

c) RELATED PARTY TRANSACTIONS COMMITTEE

Chairman: Francisco C. Gonzalez (Independent Director)  
Members: Rafael M. Alunan, III (Independent Director)  
Roberto S. Roco  
Ramon G. Jimenez

2. To approve the following Committee Charters:

- a) Corporate Governance Committee Charter (**Annex "A"**)
- b) Board Risk Oversight Committee Charter (**Annex "B"**)
- c) Related Party Transaction Committee Charter (**Annex "C"**)

**SIGNATURE**

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**METRO GLOBAL HOLDINGS  
CORPORATION**  
Issuer

Date: 11 June 2020

By:



**ATTY. ALICE ODCHIGUE-BONDOC**  
SVP-Compliance Officer

## METRO GLOBAL HOLDINGS CORPORATION

### Charter of the Corporate Governance Committee

#### 1. INTRODUCTION

##### 1.1 Preliminary Matters

###### **Corporate Governance Committee**

As authorized by the By-Laws and Corporate Governance Manual of Metro Global Holdings Corporation (the "Company"), the Board of Directors of the Company (the "Board") constituted the Corporate Governance Committee (the "Committee") to assist the Board in the Performance of the following: (i) corporate governance responsibilities, (ii) nomination process for the election or appointment of directors and officers, and (iii) executive compensation/remuneration.

###### **Committee Charter**

Pursuant to, and in compliance with the Securities and Exchange Commission Memorandum Circular No. 19 Series of 2016 (the "Code of Corporate Governance for Publicly-Companies"), the Company's Corporate Governance Manual, the Board promulgates this Corporate Governance Committee Charter (the "Charter") stating its purpose, membership, structure, operation, reporting process, resources and other relevant information, as well as the standards for its performance evaluation.<sup>1</sup>

##### 1.2 Defined Terms

The following capitalized terms shall have the meaning ascribed to them below:

**Articles** the Articles of Incorporation of the Company, as may be amended from time to

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<sup>1</sup> CG Code, Recommendation 3.6. NB: all footnotes refer to CG Code.

time;

<b>Annual Meeting</b>	the annual stockholders' meeting of the Company held in accordance with By-Laws;
<b>Board</b>	the Board of Directors of the Company;
<b>By-laws</b>	the By-laws of the Company, as may be amended from time to time;
<b>CG Code</b>	the Securities and Exchange Commission Memorandum Circular No. 19, Series of 2016 otherwise known as the "Code of Corporate Governance for Publicly-Listed Companies";
<b>CG Manual</b>	the Company's Corporate Governance Manual, as may be amended from time to time; this Charter of the Corporate Governance Committee, as may be amended from time;
<b>Committee</b>	the Corporate Governance Committee;
<b>Committee Chairman</b>	the Chairman of the Corporate Governance Committee;
<b>Company</b>	Metro Global Holding Corporation
<b>Independent Director</b>	a person who is independent of Management and the controlling shareholder, is free from any business or other relationship which could reasonably be perceived to, materially interfere with his exercise of independent judgement in carrying out his responsibilities as a director <sup>2</sup> ; and maintains all of the qualification of Independent Directors set out in the CG Manual; and
<b>Management</b>	a group of executives given the authority by the Board to implement the policies it has laid down in the conduct of business of the corporation. <sup>3</sup>

## 2. PURPOSE

### In general

The Committee shall primarily assist the Board in the Performance of responsibilities in the following: (i) corporate governance (ii) nomination of directors and officers, and (iii) compensation/remuneration.

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<sup>2</sup> Definition of Terms

<sup>3</sup>Definition of Terms

### **3. AUTHORITY**

#### **In general**

The Committee shall have the resources and authorities appropriate to discharge its responsibilities including the authority to engage and obtain external advice, counsel or consultancy services as it deems appropriate without need for Board approval.

### **4. COMMITTEE STRUCTURE AND MEMBERSHIP**

#### **4.1 Composition**

##### **In general**

The Committee shall be composed of at least five (5) members, at least three (3) of whom shall be an Independent Director. The Committee Chairman shall be a non-executive Independent Director.

#### **4.2 Term**

##### **In general**

The Board shall appoint the members of the Committee at its Organizational Meeting and each member shall serve upon his election until the next Organizational Meeting of the Board, unless removed or replaced by the Board. The Organizational Meeting of the Board is held without notice after the Annual Meeting for the purpose of appointment of members of the Board Committees and Management.

##### **Vacancies**

Any vacancy in the Committee caused by death, resignation, or disqualification of any member, or by any other cause, may be filled by the Board. The member elected to fill the vacancy shall hold office for the remainder of the term, or until his successor shall have been duly elected and qualified.



### **4.3 Qualifications and Disqualifications**

#### **In general**

The Committee Chairman and the members of the Committee shall possess all of the qualifications and have none of the disqualifications for membership in the Board as provided for in the By-Laws and the CG Manual, the Revised Corporation Code, the Securities Regulation Code, and other relevant laws. Moreover, the Committee member or members who is/are Independent Directors, must meet the qualifications of Independent Directors set out in the CG Manual.

#### **Independent Directors**

An Independent Director shall be free from any relationships that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

#### **Knowledge of Corporate Governance**

All members of the Committee shall have an adequate working knowledge with the Company's Articles, By-laws, CG Manual, the CG Code, and the Company's business and industry in which it operates.

#### **Training and Education**

The members of the Committee shall attend seminars on corporate governance and such other trainings as are appropriate conducted by duly recognized private or government entities to keep their skills and expertise current and relevant.

## **5. DUTIES AND FUNCTIONS**

### **5.1 Corporate Governance**

#### **Duties and Functions**

In the exercise of its responsibility of ensuring compliance with and proper observance of corporate governance principles and practices, and in close consultation with the Chairman of the Board, the Committee has the following duties and functions:

<i>Corporate Governance Framework</i>	(a) Oversee the implementation of the corporate governance framework and periodically review the said framework to ensure that it remains appropriate in light of material changes to the Company's size, complexity and business strategy, as well as its business and regulatory environments; <sup>4</sup>
<i>Performance Evaluation</i>	(b) Oversee the periodic performance evaluation of the Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance; <sup>5</sup>
<i>Areas for Improvement</i>	(c) Ensure that the results of the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement; <sup>6</sup>
<i>Continuing Education</i>	(d) Recommend continuing education/training programs for directors, assignment of tasks/projects to board committees, succession plan for the board members and senior officers, and remuneration packages for corporate and individual performance; <sup>7</sup>
<i>Corporate Governance Policy</i>	(e) Recommend corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance; <sup>8</sup>
<i>Board Trainings</i>	(f) Propose and plan relevant trainings for the members of the Board <sup>9</sup>

## 5.2 Nomination and Election

### Duties and Functions

In the exercise of its responsibility of overseeing the nomination and election process of directors and officers, and in

<sup>4</sup> Explanation (a) to Recommendation 3.3

<sup>5</sup> Explanation (b) to Recommendation 3.3

<sup>6</sup> Explanation (c) to Recommendation 3.3

<sup>7</sup> Explanation (d) to Recommendation 3.3

<sup>8</sup> Explanation (e) to Recommendation 3.3

<sup>9</sup> Explanation (f) to Recommendation 3.3



close consultation with the Chairman of the Board, the Committee has the following duties and functions:

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|---|---|
| <i>Nomination and Election Process</i>    | (a) Determine the nomination and election process for the Company's directors and define the general profile of board members that the Company may need and ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board;  |
| <i>Review and Evaluate Qualifications</i> | (b) Review and evaluate the qualifications of all persons nominated to the Board and other appointments that require Board approval;  |
| <i>Pre-Screen Nominees</i>                | (c) Pre-screen and shortlist all candidates nominated to become members of the Board, subject to the pertinent provisions of the By-laws on the disqualification of persons engaged in business antagonistic to that of the Company;  |
| <i>Recommendations</i>                    | (d) Submit its findings and recommendations to the Board for approval;  |
| <i>Observe Nomination Guidelines</i>      | <p>(e) Consider the following guidelines in the determination of the availability of a director to serve as such:</p> <ul style="list-style-type: none"> <li>• the nature of the business of the corporations of which he is a director;</li> <li>• age of the director;</li> <li>• number of directorships/active memberships and officerships in other corporations and organizations;</li> <li>• possible conflict of interest;</li> <li>• experience from other boards;</li> <li>• experience as chief executive officer or chief operating officer;</li> <li>• knowledge of finance;</li> <li>• knowledge of accounting;</li> <li>• knowledge of the industry of the Company;</li> <li>• knowledge of the local and international market and strategic vision; and</li> <li>• contacts of value to the Company;</li> </ul> |

- |  |   |
|--|---|
| <i>Review Election and Replacement Process</i> | (f) Assess the effectiveness of the Board's processes and procedures in the election or replacement of directors; and |
| <i>Delegate Functions</i>                      | (g) Request the assistance of the Company's Human Resources Director/Manager in carrying out its duties.              |

### 5.3 Compensation/Remuneration

**Duties and Functions** In the exercise of its responsibility of reviewing and evaluating compensation/remuneration of the Company, and with due regard to the overall remuneration policies and procedures of the Company, the Committee has the following duties and functions:

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|--|--|
| <i>Remuneration Policy</i>             | (a) Establish a formal and transparent procedure for developing a policy on remuneration and for fixing the remuneration packages of directors and corporate officers and provide oversight over remuneration of senior Management and other key personnel ensuring that compensation is consistent with the Company's culture, strategy and business environment; |
| <i>Amount of Remuneration</i>          | (b) Designate the amount of remuneration, which shall be in a sufficient level to attract and retain directors and officers who are needed to run the Company successfully, subject to approval of the Board;  |
| <i>Full Business Disclosure</i>        | (c) Develop a form on Full Business Interest Disclosure as part of the pre-employment requirements for all incoming officers, which, among others, compel all officers to declare under the penalty of perjury all their existing business interests or shareholdings that may directly or indirectly conflict with their performance of duties once hired;        |
| <i>Disallow Fixing of Remuneration</i> | (d) Disallow any director to decide his or her own remuneration;   |
| <i>Compensation</i>                    | (e) Consistent with the regulations of the SEC,  |

*Disclosure* provide in the Company's annual reports and information statements a clear, concise, and understandable disclosure of compensation of its executive officers for the previous fiscal year and the ensuing year

*Personnel Handbook* (f) Review the existing Human Resources Development or Personnel Handbook to strengthen provisions on conflict of interest, salaries and benefit policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be met periodically in their respective posts; and in the absence of such the Personnel Handbook, cause the development of such covering the same parameters of governance stated above.

## **6. MEETINGS**

### **In General**

To provide a systematic guide for the discharge of its responsibilities, the Committee will agree on an annual calendar/schedule of activities that shall determine the agenda for each meeting subject to adjustments and/or revisions as needed. The Company's Corporate Secretary/ Assistant Corporate Secretary will ensure that the schedule is carried out as planned.

### **Frequency of Meetings**

The Committee shall hold meetings at such times and places as it considers appropriate, provided that one (1) meeting shall be held after the close of the nomination period for the election of directors and prior to the finalization of the Company's information statement; and one (1) meeting shall be held for a review of the Company's compensation plan for the year.

### **Authorized Conveners**

Meetings of the Committee shall be convened by the Committee Chairman as and when he considers appropriate, or upon the request of a majority of the

members of the Committee.

**Presiding Officer**

The Committee Chairman shall preside over all meetings. In the absence of the Committee Chairman, the remaining Committee members present constituting a quorum shall designate a presiding officer.

**Agenda**

The agenda for the meetings shall be developed by the Corporate Secretary/ Assistant Corporate Secretary and Compliance Officer in coordination with the Board of Directors and such other officers relevant to the performance of the Committee's functions based on the agreed calendar of activities and inputs from the Committee members, subject to the approval of the Committee Chairman.

The meeting agenda shall be prepared for every meeting and provided to the Committee members, along with the briefing materials, at least five (5) business days before the scheduled Committee meeting.

**Notice**

A Committee meeting shall be convened upon notice thereof made in the most convenient manner not less than five (5) business days before such meeting specifying the date, time, place, and agenda of the meeting.

Notices of meetings, and any other forms of notification to be sent to the Committee shall be initiated by the Corporate Secretary or the designated representative and approved by the Committee Chairman. Replies to notices shall also be sent to the Corporate Secretary and/or the designated representative.

Each member shall give to the Corporate Secretary an office address and email address for the service of notices of meetings of the Committee.

Notice of a meeting of the Committee shall be deemed to be duly served upon a member if it is given to him personally, or delivered to him by mail or email as appropriate, in accordance with the immediately preceding paragraph.

**Waiver of Notice**

Notwithstanding that a meeting is called by shorter notice, it shall be deemed to have been duly convened if it is so agreed by the members present in the meeting at which there is a quorum. A member may consent to short notice and may waive notice of any meeting of the Committee and any such waiver may apply retrospectively.

**Manner of Attendance**

The members of the Committee shall be authorized to attend the Committee meetings by any of the following means of communication: teleconferencing, videoconferencing, web conferencing and other remote or electronic means. The requirement of presence is met if members of the Committee are able to communicate simultaneously.

**Quorum and Voting**

At any meeting of the Committee, quorum shall consist of at least a majority of the members of the Committee present throughout the meeting. A meeting shall not proceed in the absence of a quorum. All resolutions of the Committee shall require the affirmative vote of a majority of the members present in such meeting at which there is a quorum.

**Adoption of Resolutions**

To the extent possible, the Committee shall make decisions and resolutions by consensus. Where such is not possible, the Committee Chairman may call for a division of the house in which case a resolution shall be passed by a simple majority of votes of the members present at such meeting.

Each member, including the Committee Chairman, shall have one (1) vote.

A resolution in writing signed by at least a majority of the members of the Committee present shall be as valid and effective for all purposes as a resolution of the Committee passed at a meeting of the Committee duly convened, held and constituted.

**Escalation**

If the Committee decides to take any action to which any member objects, such member shall have the right, by notice in writing to the Committee Chairman within ten (10) days after such meeting, to require the Committee to reconsider its decision in a separate meeting. If, after such reconsideration, any member objects to the action which the Committee has decided to take at the second Committee meeting, then said member shall be entitled, by notice in writing to the Board (together with any relevant supporting materials) within ten (10) days from the date of the second Committee meeting, to require the particular matter to be considered and finally decided by the Board at its next scheduled meeting, the decision of which is final and binding. Any action proposed to be taken by the Committee which is the subject of the foregoing procedures shall be held in abeyance, and shall be deemed for all purposes not to have been taken, during the pendency of such procedures.

**Minutes**

Minutes of Committee meetings shall be prepared by the Corporate Secretary/ Assistant Corporate Secretary, and signed by the Committee Chairman and the members of the Committee present.

**Contents of Minutes**

The Committee Minutes shall contain a record of the following:

- Date/Place/Time      (a)    Date, place and time of the meeting;

Members Present/Absent	(b) Presence and absence of the members of the Committee and other participants;
Chairman/Corporate Secretary	(c) Name and signature of the Committee Chairman, Corporate Secretary and the members of the Committee present;
Resolutions	(d) Wording of resolutions passed, indicating the outcome of the votes and objections put to record of any member of the Committee;
Discussions	(e) Summary of the main points of the discussions;
Statement for the Record	(f) Statements for the record made by a member of the Committee;
Requests for information	(g) Requests for information and summary of the respective replies
<b>Records</b>	<p>The Committee shall cause records to be kept for following:</p> <ul style="list-style-type: none"> <li>(a) appointments and resignations of members/advisors;</li> <li>(b) all agenda and other documents sent to members/advisors; and</li> <li>(c) minutes of proceedings and meetings of Committee.</li> </ul> <p>Any such records shall be opened for inspection any member/advisor upon reasonable prior notice during usual office hours of the Company.</p>
<b>Circulation/ Approval</b>	The minutes shall be circulated to the members of the Committee within fifteen (15) business days after the meeting and submitted for approval at the next Committee meeting.
<b>Participation of Management and Other Parties</b>	The Committee Chairman and/or any of its members may meet separately with Management to discuss any matter that the Committee or any of the foregoing persons believe should be discussed privately. The Committee may also request any officer,



executive, or employee of the Company or the Company's outside counsel or third party consultants to attend a meeting of the Committee or to meet with any Members or consultants of the Committee.

## **7. REPORTING PROCEDURES**

### **In General**

To keep the Board apprised on the results of the Committee's activities, the Committee Chairman shall report to the Board following each meeting significant matters discussed and acted upon.

### **Annual Report**

The Committee Chairman shall submit and present the Annual Committee Report to the full Board during its first meeting following the immediate calendar year

## **8. PERFORMANCE EVALUATION AND CONTINUOUS IMPROVEMENT**

### **In General**

To ensure that the Committee continues to fulfill its responsibilities in accordance with global standards and practices, the CG Code, and other relevant regulatory requirements, the Committee shall, in close consultation with the Chairman of the Board, conduct an assessment of its performance at least annually. The entire assessment process should be documented and should form part of the records of the Company

### **Powers and Duties**

In the performance of the foregoing duties, the Committee shall:

### **Self-Evaluation**

- (a) As a body, evaluate its performance by filling up a self-assessment worksheet that shall benchmark its practices against the expectations set out in this Charter.

### **Independent Assessment**

- (b) The Committee shall obtain and subject itself to an independent assessment by the Board relative to its performance in accordance with expectations set out in this Charter and the discharge of its responsibilities.

### **Plans for**

- (c) Based on the results of the self-assessment,

**Improvement**

formulate and implement plans to improve its performance. These shall include the identification of relevant training needs intended to keep the Committee members up-to-date with corporate governance best practices.

**9. FINAL PROVISIONS**

**Effectivity**

This Charter was approved by the Board on June 11, 2020 and shall become effective on June 11, 2020

**Periodic Review**

This Charter shall be reviewed by the Board and as and when deemed appropriate. Such review to take place at least every two (2) years.

**RAFAEL M ALUNAN, III**  
Chairman

  
**FRANCISCO C. GONZALEZ**  
Member

  
**ROBERT JOHN L. SOBREPENNA**  
Member

  
**FERDINAND T. SANTOS**  
Member

  
**RAFAEL PEREZ DE TAGLE JR.**  
Member

  
**ALICE ODCHIGUE-BONDOC**  
Member

# ANNEX “B”

## METRO GLOBAL HOLDINGS CORPORATION

### Charter of the Board Risk Oversight Committee

In line with best corporate governance practices and to ensure effective management of strategic, operational, financial and compliance-related risks, the Board of Directors of Metro Global Holdings Corporation (the “Corporation”) created the Board Risk Oversight Committee (the “Committee”) to support it in the performance of its oversight functions of the Corporation’s risk management activities through continuous input, evaluation and feedback on the effectiveness of the Corporation’s risk management process.

#### 1. Membership

The Committee shall be composed of at least three (3) members, majority of whom shall be an independent director, including its Chairman. Each member must possess an adequate understanding of the management, assessment and mitigation of risks faced by the Corporation and at least one member must have the relevant experience and knowledge in risk and risk management.

#### 2. Authority, Roles and Responsibilities of the Committee

The Committee shall have the following authority, roles and responsibilities:

- a. Develop a formal enterprise risk management plan which contains the following information: (1) registry of risks, (2) well-defined risk management goals, objectives and oversight, (3) uniform processes of assessing risks and developing strategies to manage prioritized risks, (4) designing and implementing risk management strategies, and (5) continuing assessments to improve risk strategies, processes and measures.
- b. Review the adequacy of the Corporation’s risk management framework, ensure that an overall set of risk management policies and procedures exist for the Corporation, and oversee its implementation through the Risk Management Unit;
- c. Evaluate the risk management plan and strategies to ensure its continued relevance, comprehensiveness and effectiveness, look for emerging or changing material exposures, and stay abreast of significant developments that seriously impact the likelihood of harm or loss;

- d. Advise the Board on its risk appetite and risk tolerance limits and review these limits at least annually, based on changes and developments in the business, the regulatory framework, the external economic and business environment, and when major events occur that are considered to have major impacts on the Corporation;
- e. Advise the Board on the Company's prioritized and residual risk exposures based on regular risk management reports, review the results of the annual risk assessment done by the Chief Risk Officer (CRO), including the risks identified, their impact or potential impact on the Corporation and its subsidiaries and how they are addressing and managing these risks;
- f. Assess the probability of the occurrence of each identified risk and estimate the possible significant impact to the Corporation and its subsidiaries;
- g. Provide oversight over Management's activities, managing credit, market, liquidity, operational, legal and other risk exposures of the Corporation and evaluate the effectiveness of the risk mitigation strategies and action plans, with the assistance of the internal auditors. This includes ensuring that the Corporation maintains a framework for fraud prevention and detection (i.e. Whistleblower Program) and plans for business continuity (i.e. Business Continuity Plan);
- h. Meet periodically with Management to discuss the Committee's observations and evaluation on its risk management activities; and
- i. Report to the Board, as deemed necessary, the Corporation's material risk exposures, the actions taken to reduce the risks, and recommend further action or plans, as necessary.

This policy notwithstanding, Management shall remain primarily responsible for the development, implementation and reporting of the risk management framework, process and strategies intended to address the identified risks.

### **3. Meetings and Schedule of Activities**

The Committee shall meet at least twice a year, or more frequently as needed. All meetings shall be presided by the Committee Chairman and attended by all committee members, whether in person or via teleconference or videoconference. The presence of the majority of the

members shall be necessary to constitute a quorum for the transaction of business.

Separate executive sessions may be conducted by the Committee with the CRO, Chief Finance Officer (CFO), Chief Audit Executive (CAE), other members of the Management team and/or external auditors to foster open communication and discuss any matter that the Committee believes as needed to be discussed in private.

Aside from regular meetings, the Committee shall also agree on an annual calendar, which will lay down the schedule of activities for the year. This shall provide a systematic guide for the discharge of the Committee's responsibilities. Accordingly, the CRO shall ensure that the schedule is followed as planned.

#### **4. Reporting Procedure**

The Committee Chairman shall submit and present a report to the Board, containing updates on all actions taken by the Committee at the Board meeting following the Committee meeting.

The Committee Chairman will also submit and present an annual Risk Oversight Committee report to the Board during its first meeting following the immediate calendar year. The annual report shall include a summary of the Committee's activities during the year, an over-all assessment of its performance and recommendations for improvement.

#### **5. Functional and Secretariat Support**

The Risk Management Unit shall support the Committee in the performance of its functions, specifically:

- a. Risk Management Unit shall provide all the secretariat support to the Committee.
- b. The CRO and CAE shall attend all the Committee meetings.
- c. The Risk Management Unit shall keep all minutes of the meetings, recorded and prepared by the designated Secretary to the meeting and make these available for inspection by any member of the Committee or the Board, as and when requested.

#### **6. Performance Evaluation**

The Committee shall review its performance annually with respect to the fulfillment of its functions and responsibilities as mandated in this Charter. The Board of Directors shall conduct an independent annual assessment of the Committee's performance.

**7. Annual Charter Review**

This Charter shall be reviewed annually by the Committee to ensure its continuing adequacy and consistency with the Board's objectives and responsibilities. Any proposed changes shall be approved by the Board.

**RAFAEL M ALUNAN, III**  
Chairman

  
**FRANCISCO C. GONZALEZ**  
Member

  
**FERDINAND T. SANTOS**  
Member

  
**ALICE ODCHIGUE-BONDOC**  
Member

# ANNEX "C"

## METRO GLOBAL HOLDINGS CORPORATION

### *Charter of the Related Party Transactions Review Committee*

This Charter sets out the policies, responsibilities, and authority of the Related Party Transaction (RPT) Review Committee (the "Committee") of Metro Global Holdings Corporation (the "Corporation"), including the procedures that shall guide the Committee in the performance of its functions.

It shall be reviewed by the Committee annually and any changes and/or revisions thereof shall take effect only upon approval of the Board.

#### **1. Statement of Policy**

It is the policy of the Corporation to constitute and maintain a Committee which shall provide assistance to the Board in fulfilling its oversight responsibility relating to:

- a. review of all Related Party Transactions (RPTs), except Pre-approved RPTs as enumerated under the Corporation's RPT Policy;
- b. formulation, revision and approval of policies on RPTs; and
- c. conduct of any investigation required to fulfill its responsibilities on RPTs;

To fulfill this responsibility the Committee shall maintain a free and open communication with the Corporation's Compliance Office and the Management.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention, with full access to all records, books of accounts, facilities and personnel of the Corporation and the power to retain outside counsel or other experts for this purpose.

#### **2. Roles and Responsibilities**

The Committee shall be responsible for the following:

- a. Evaluate, on an ongoing basis, existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified. RPTs are monitored, and subsequent changes in relationships with counterparties (from non-related to related, and vice-versa) are captured.
- b. Evaluate material/significant agreements of any kind with a related party and determine any potential reputational risk issues that may arise as a result of, or in connection with the transactions.



- c. Assist the Board in determining whether to approve, ratify, disapprove or reject an RPT.
- d. The Committee shall take into account whether the RPT is entered into on terms no less favorable to the Corporation than terms generally available to an unaffiliated third party under the same or similar circumstances and review all information provided by Management, including all relevant facts and circumstances.
- e. For transaction involving sale of Corporation assets, review results of the appraisal, valuation methodology used as well as alternative approaches to valuation.
- f. Endorse material/significant RPTs to the Board for approval.
- g. Oversee the implementation of the system for identifying, monitoring, measuring, controlling and reporting RPTs by Management, including periodic review of the Corporation's RPT Policy and procedures.

### **3. Membership**

The Committee shall consist of composed of at least three non-executive directors, two of whom should be independent, including the Chairman. The Committee Chair shall be responsible for ensuring the effective interaction among Committee members and with Compliance Office and the Management.

### **4. Meeting and Schedule of Activities**

- a. To provide a systematic guide for the discharge of its responsibilities, the Committee will agree on an annual calendar/schedule of activities that shall determine the agenda for each meeting subject to adjustments and/or revisions as needed. The Chief Compliance Officer will ensure that the schedule is carried as planned.
- b. The Committee shall meet often enough or as deemed necessary to undertake its role effectively.
- c. The agenda for the meetings will be developed by the Compliance Officer based on the agreed calendar of activities and inputs from the Committee members, subject to the approval of the Chairman.
- d. The President or the Chief Executive Officer, Chief Financial Officer and Chief Audit Executive may be requested to attend Committee meetings. As and when appropriate, the Committee may require other members of Management to be members of the Committee or be present at the meetings. External subject experts, such as the appointed independent auditors and other consultants, may also be invited to the meetings.
- e. A quorum will be two (2) members, regardless of position.

- f. Committee members may attend meetings in person or by electronic or tele/video communication means.
- g. Endorsements and approvals via email or fax may be resorted to for urgent matters which shall be confirmed/ratified in the Committee's meeting. The respective emails are to be collected by the Secretariat

## **5. Reporting Procedures**


To keep the Board apprised on the Corporation's RPTs, the Chairman of the Committee shall submit an RPT Review Committee report to the Chairman of the Board subsequent to Committee meetings; and shall be ready to present the report to the Board during its meeting for the quarter.

The Committee Chairman will also submit and present an annual RPT Review Committee report to the Board during its first meeting in the immediately succeeding calendar year.

## **6. Functional and Secretarial Support**

The Compliance Office shall support the Committee in the rendition of its functions, specifically:

- a. Compliance Office shall provide all the secretariat support to the Committee.
- b. The Chief Compliance Officer shall attend all the Committee meetings.
- c. Compliance Office shall keep all minutes of the meetings, recorded and prepared by the designated Secretary to the meeting and make these available for inspection by any member of the Committee or the Board, as and when requested.
- d. Compliance Officer shall review all papers for submission to the Committee, including any proposals from Management before these are submitted to the Committee for approval.

  
**FRANCISCO GONZALEZ**  
Chairman

  
**ROBERTO ROCO**  
Member

**RAFAEL M ALUNAN, III**  
Member

  
**RAMON G. JIMENEZ**  
Member