



THE PHILIPPINE STOCK EXCHANGE, INC.

Corporate Governance Guideline

CORPORATE GOVERNANCE GUIDELINES: DISCLOSURE SURVEY

Company Name: **MINERALES INDUSTRIAS CORPORATION**

Date: April 20, 2015

	COMPLY	EXPLAIN
Guideline No. 1: DEVELOPS AND EXECUTES A SOUND BUSINESS STRATEGY		
1.1 Have a clearly defined vision, mission and core values.	√	
1.2 Have a well developed business strategy.	√	
1.3 Have a strategy execution process that facilitates effective performance management, and is attuned to the company's business environment, management style and culture.	√	The Company has started to implement processes to facilitate effective performance management in accordance with the business environment, management style and culture of the Company.
1.4 Have its board continually engaged in discussions of strategic business issues.	√	
Guideline No. 2: ESTABLISHES A WELL-STRUCTURED AND FUNCTIONING BOARD		
2.1. Have a board composed of directors of proven competence and integrity.	√	
2.2. Be lead by a chairman who shall ensure that the board functions in an effective and collegial manner.	√	
2.3 Have at least three (3) or thirty percent (30%) of its directors as independent directors.	√	Two (2) of the seven (7) directors (or 29%) of the Company are independent directors in compliance with the Manual on Corporate Governance, the Implementing Rules of the Securities Regulation Code, and SEC Circular No. 6 on the Revised Code of Corporate Governance. The Corporation complies with the minimum requirement under the relevant regulations.
2.4 Have in place written manuals, guidelines and issuances that outline procedures and processes.	√	
2.5 Have Audit, Risk, Governance and Nomination & Election Committees of the board.	√	
2.6 Have its Chairman and CEO positions held separately by individuals who are not related to each other.	√	The Chairman and CEO are currently unified in the Company.

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2.7	Have a director nomination and election process that ensures that all shareholders are given the opportunity to nominate and elect directors individually based on the number of shares voted.	√	
2.8	Have in place a formal board and director development program.	√	
2.9	Have a corporate secretary.	√	
2.10	Have no shareholder agreements, by-laws provisions, or other arrangements that constrains the directors' ability to vote independently.	√	
Guideline No. 3: MAINTAINS A ROBUST INTERNAL AUDIT AND CONTROL SYSTEM			
3.1	Establish the internal audit function as a separate unit in the company which would be overseen at the Board level.	√	The Company has an Audit Committee that assists the Board of Directors in fulfilling the latter's oversight responsibilities for the Company's financial and operational reporting processes, risk management, internal control, audit processes, and monitoring compliance with laws and regulations.

2.2

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4.3	Design and undertake its Enterprise Risk Management (ERM) activities on the basis of, or in accordance with, internationally recognized frameworks such as but not		
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Guideline No. 6: RESPECTS AND PROTECTS THE RIGHTS OF ITS SHAREHOLDERS, PARTICULARLY THOSE THAT BELONG TO THE MINORITY OR NON- CONTROLLING GROUP			
6.1	Adopt the principle of "one share, one vote."	√	
6.2	Ensure that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	√	
6.3	Have an effective, secure and efficient voting system.	√	
6.4	Have effective shareholder voting mechanisms such as super majority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	√	
6.5	Provide all shareholders with the notice and agenda of the annual general meeting (AGM) at least thirty (30) days before a regular meeting and twenty (20) days before a special meeting.	√	
6.6	Allow shareholders to call a special shareholders meeting, submit a proposal for consideration at the AGM or the special meeting, and ensure the attendance of the external auditor and other relevant individuals to answer shareholder questions in such meetings.	√	
6.7	Ensure that all relevant questions during the AGM are answered.	√	
6.8	Have clearly articulated and enforceable policies with respect to treatment of minority shareholders.	√	
6.9	Avoid anti-takeover measures or similar devices that may entrench management or the existing controlling shareholder group.	√	
6.10	Provide all shareholders with accurate and timely information regarding the number of shares of all classes held by controlling shareholders and their affiliates.	√	
6.11	Have a communications strategy to promote effective communication with shareholders.	√	
6.12	Have at least thirty percent (30%) public float to increase liquidity in the market.	√	Adopts the minimum public float required by PSE.
6.13	Have a transparent dividend policy.	√	

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Guideline No. 7: ADOPTS AND IMPLEMENTS AN INTERNATIONALLY-ACCEPTED DISCLOSURE AND TRANSPARENCY REGIME		
7.1	Have written policies and procedures designed to ensure compliance with the PSE and SEC disclosure rules, as well as other disclosure requirements under existing laws and regulations.	√
7.2	Disclose the existence, justification, and details on shareholders agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	√
7.3	Disclose its director and executive compensation policy.	√
7.4	Disclose names of groups or individuals who hold 5% or more ownership interest in the company, significant cross-shareholding relationship and cross guarantees, as well as the nature of the company's other companies if it belongs to a corporate group.	√

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Guideline No. 8: RESPECTS AND PROTECTS THE RIGHTS AND INTERESTS OF EMPLOYEES, COMMUNITY, ENVIRONMENT, AND OTHER STAKEHOLDERS		
8.1	Establish and disclose a clear policy statement that articulates the company's recognition and protection of the rights and interests of key stakeholders specifically its employees, suppliers & customers, creditors, as well the community, environment and other key stakeholder groups.	√
8.2	Have in place a workplace development program.	√
8.3	Have in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.	N.A.
8.4	Have in place a community involvement program.	N.A.
8.5		

The Company has started to implement its workplace development program.

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9.6	Have a clear policy in dealing with material non-public information by company insiders.	√	
9.7	Have a clear policy and practice of full and timely disclosure to shareholders of all material transactions with affiliates of the controlling shareholders, directors or management.	√	
Guideline No. 10: DEVELOPS AND NURTURES A CULTURE OF ETHICS, COMPLIANCE, & ENFORCEMENT			
10.1	Formally adopt a code of ethics and proper conduct that guides individual behavior and decision making, clarify responsibilities, and inform other stakeholders on the conduct expected from company personnel.	√	
10.2	Have a formal comprehensive compliance program covering compliance with laws and relevant regulations. The program should include appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	√	
10.3	Not seek exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. Should it do so, it has to disclose the reason for such action as well present the specific steps being taken to finally comply with the applicable law, rule or regulation.	√	
10.4	Have clear and stringent policies and procedures on curbing and penalizing company or employee involvement in offering, paying and receiving bribes.	√	
10.5	Have a designated officer responsible for ensuring compliance with all relevant laws, rules, and regulation, as well as all regulatory requirements.	√	
10.6	Respect intellectual property rights.	√	
10.7	Establish and commit itself to an alternative dispute resolution system so that conflicts and difference with counterparties, particularly with shareholders and other key stakeholders, would be settled in a fair and expeditious manner.	√	

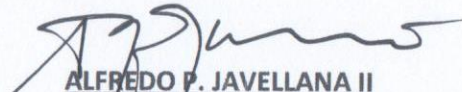
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This is to certify that the undersigned reviewed the contents of this document and to the best of my knowledge and belief, the information contained set forth in this document is true, complete and correct.

Done this April 20, 2015 in Pasig City.


ALFREDO P. JAVELLANA II
Independent director


ISABELITA P. MERCADO
President