COMPANY NAME:	Praxis Fides MBAI		COMPANY STRUCTURE:	-	
FINANCIAL YEAR END	2015		CLASS 5		
SECTOR		MBAI			
A. Rights of Shareholde	rs				
A.1	Basic Shareholder Rights		Y/ N	Reference/Source document	
A.1.1	Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (iii) approved by shareholders at general	OECD Principle II: The Rights of Shareholders and Key Ownership Functions (A) Basic shareholder rights should include the right to, amongst others: (6) share in the profits of the corporation.	Y	http://praxisfidembai4.webs. com/president%20report.pdf	

A.2	Right to participate in decisions concerning fundamental corporate changes.			
	Do shareholders have the right to participate in:			
A.2.1	Amendments to the company's constitution?	OECD Principle II (B) Shareholders should have the right to participate in, and to be sufficiently informed on, decisions concerning fundamental corporate changes such as: (1) amendments to the statutes, or articles of incorporation or similar governing documents of the	Y	DEFAULT
A.2.2	The authorisation of additional shares?	OECD Principle II (B): (2) the authorisation of additional shares.	Y	DEFAULT
4.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	OECD Principle II.(B): (3) extraordinary transactions, including the transfer of all or substantially all assets, that in effect result in the sale of the company.	Y	DEFAULT

A.3	Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that				
	govern general shareholder meetings.				
A.3.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the non-executive	OECD Principle II (C): (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members; should be facilitated. Shareholders should be able to make their views known on the remuneration policy for board members and key	Y	DEFAULT	
A.3.2	Does the company provide non- controlling shareholders a right to nominate candidates for board of directors/commissioners?	executives. The equity component of compensation schemes for board members and employees should be subject to shareholder approval.	Y	http://praxisfidembai4.webs.com/electio n%20committee.pdf	ELEC REPO Para
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?	-	Y	http://praxisfidembai4.webs.com/electio <u>n%20committee.pdf</u>	ELEC REPC Para
A.3.4	Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds?	OECD Principle II (C): Shareholders should have the opportunity to participate effectively and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder montioner	Y	http://praxisfidembai4.webs. com/2015%20annual%20gen eral%20meeting%20report.pd f	AGIV page
A.3.5	Do the minutes of the most recent AGM record that there was an opportunity allowing for shareholders to ask questions or raise issues?	OECD Principle II (C): (2) Shareholders should have the opportunity to ask questions to the board, including questions relating to the annual external audit, to place items on the agenda of concerned medians and the processor exclusions.	Y	http://praxisfidembai4.webs. com/2015%20annual%20gen eral%20meeting%20report.pd f	AGN
A.3.6	Do the minutes of the most recent AGM record questions and answers?	of general meetings, and to propose resolutions, subject to reasonable limitations.	Y	http://praxisfidembai4.webs. com/2015%20annual%20gen eral%20meeting%20report.pd f	AGN
A.3.7	Does the disclosure of the outcome of the most recent AGM include resolution(s)?	-	Y	http://praxisfidembai4.webs. com/2015%20annual%20gen eral%20meeting%20report.pd f	
A.3.8	Does the company disclose the voting results including approving, dissenting, and abstaining votes for each agenda item for the most recent AGM?	-	Y	http://praxisfidembai4.webs.com/indepe ndet%20scrutineer.pdf	see t
A.3.9	Does the company disclose the list of board members who attended the most recent AGM?	OECD Principle II (C); and ICGN 2.4.2:	Y	http://praxisfidembai4.webs.com/2015% 20annual%20general%20meeting%20rep ort.pdf	AGN page
A.3.10	Did the chairman of the board of directors/commissioners attend the most recent AGM?	All directors need to be able to allocate sufficient time to the board to perform their responsibilities effectively, including allowing some leeway for	Y	http://praxisfidembai4.webs.com/2015% 20annual%20general%20meeting%20rep ort.pdf	AGN page
A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?	occasions when greater than usual time demands are made.	Y	http://praxisfidembai4.webs.com/2015% 20annual%20general%20meeting%20rep ort.pdf	AGN page
A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?		Y	http://praxisfidembai4.webs.com/2015% 20annual%20general%20meeting%20rep ort.pdf	AGN page
A.3.13	Did the company organise their most recent AGM in an easy to reach location?	OECD Principle II (C)	Y	http://praxisfidembai4.webs.com/0 <u>3invitation%2025th%20general%20</u> <u>assembly2015A.jpg</u>	He Mari I in
A.3.14	Does the company allow for voting in absentia?	OECD Principle II (C): (4) Shareholders should be able to vote in person or in absentia, and equal effect should be given to votes whether cast in person or in absentia.	Y	http://praxisfidembai4.webs.com/2015% 20annual%20general%20meeting%20rep ort.pdf	AGN page (via p vote
A.3.15	Did the company vote by poll (as opposed to by show of hands) for all	OECD Principle II (C)	Y	http://praxisfidembai4.webs.com/p	Pr Rep

A.3.16	Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?		Y	ui	Compliance Officer's Report 1st paragraph
A.3.17	available by the next working day the	OECD Principle II (C): (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely	Y	http://praxisfidembai.webs.c om/	see announcement
A.3.18	Do companies provide at least 21 days notice for all resolutions?	information regarding the issues to be decided at the meeting.	Y	http://praxisfidembai4.webs.com/2015% 20annual%20general%20meeting%20rep ort.pdf	AGM minutes page2 letter E.
A.3.19	Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?		Y	http://praxisfidembai4.webs.com/2 015%20BOARD%20RESOLUTIONS.p <u>df</u>	

A.4	Markets for corporate control should			
	be allowed to function in an efficient			
	and transparent manner.			
A.4.1	In cases of mergers, acquisitions and/or	OECD Principle II (E):		
	takeovers requiring shareholders	Markets for corporate control should be allowed to		
	approval, does the board of	function in an efficient and transparent manner.		
	directors/commissioners of the offeree			
	company appoint an independent party	(1) The rules and procedures governing the acquisition		
	to evaluate the fairness of the	of corporate control in the capital markets, and		
	transaction price?	extraordinary transactions such as mergers, and sales of	N/A	
		substantial portions of corporate assets, should be		
		clearly articulated and disclosed so that investors		
		understand their rights and recourse. Transactions		
		should occur at transparent prices and under fair		
		conditions that protect the rights of all shareholders		
		according to their class.		

A.5	The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.				
A.5.1	Does the Company publicly disclose policy/practice to encourage shareholders including institutional shareholders to attend the general meetings or engagement with the Company?	OECD Principle II (F): The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.	Y	http://praxisfidembai.webs.c om/reports	website and were personally handed to members the invitations. Please see invitation's English and Tagalog version.

B.1	Shares and voting rights		Y/ N	Reference/Source document
B.1.1	Do the company's ordinary or common	OECD Principle III		
	shares have one vote for one share?	(A) All shareholders of the same series of a class should		
		be treated equally.	Ŷ	DEFAULT
		(1) Within any series of a class, all shares should carry the		
B.1.2	Where the company has more than one	same rights. All investors should be able to obtain		
		information about the rights attached to all series and		
	the voting rights attached to each class of	classes of shares before they purchase. Any changes in		
	shares (e.g. through the company website /	voting rights should be subject to approval by those classes		
	reports/ the stock exchange/ the	of shares which are negatively affected.		
	regulator's website)?		Y	DEFAULT
	°,	ICGN 8.3.1 Unequal voting rights		
		Companies ordinary or common shares should feature one		
		vote for one share. Divergence from a 'one-share, one-		
		vote' standard which gives certain shareholders power		
		which is disproportionate to their equity ownership should		

B.2	Notice of AGM				Ī
B.2.1	Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?	OECD Principle II (C) Shareholders should have the opportunity to participate effectively and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern shareholder meetings:	Y	http://praxisfidembai4.webs.com/201 5%20BOARD%20RESOLUTIONS.pdf	Each resolution is very specific and no bundling of several items
English and published on the same date as the local-language version?	<ol> <li>Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting.</li> <li>Effective shareholder participation in key corporate</li> </ol>	Y	http://praxisfidembai4.webs.com/03i nvitation%2025th%20general%20asse mbly2015A.jpg	AGM Notice is translated into English and tagalog version	
	Does the notice of AGM/circulars have the following details:	governance decisions, such as the nomination and election of board members, should be facilitated.			
B.2.3	Are the profiles of directors/commissioners ( at least age, academic qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included?	OECD Principle II (A) All shareholders of the same series of a class should be treat equally. (4) Impediments to cross border voting should be eliminated.	Y	http://praxisfidembai4.webs.co m/2015%20annual%20general %20meeting%20report.pdf	AGM - Minutes page 3 Letter
B.2.4	Are the auditors seeking appointment/re- appointment clearly identified?	LGON 8.3.2 Shareholder participation in governance Shareholders should have the right to participate in key corporate governance decisions, such as the right to nominate, appoint and remove directors in an individual	Y	http://praxisfidembai4.webs.co m/auditors%20report.pdf	Auditor's Report 6th paragraph
B.2.5	Has an explanation of the dividend policy been provided?	basis and also the right to appoint external auditor. ICGN 8.4.1 Shareholder ownership rights The exercise of ownership rights by all shareholders should	Y	http://praxisfidembai4.webs.co m/president%20report.pdf	President's Report page 2 second paragraph
B.2.6	Is the amount payable for final dividends disclosed?	the facilitated, including giving shareholders timely and adequate notice of all matters proposed for shareholder vote.	Y	http://praxisfidembai4.webs.co m/president%20report.pdf	President's Report page 2 second paragraph
B.2.7	Were the proxy documents made easily available?		Y	http://www.praxisfides.webs.c om/downloads/proxyform.pdf	Pls download the copy of Proxy form thru link

B.3	Insider trading and abusive self-dealing			
	should be prohibited.			
B.3.1	rules prohibiting directors/commissioners	OECD Principle III (B) Insider trading and abusive dealing should be prohibited ICGN 3.5 Employee share dealing	Y	DEFAULT
B.3.2	Are the directors / commissioners required to report their dealings in company shares within 3 business days?	Companies should have clear rules regarding any trading by directors and employees in the company's own securities. Among other issues, these must seek to ensure individuals do not benefit from knowledge which is not	N/A	

B.4	Related party transactions by directors				
	and key executives.				
B.4.1	Does the company have a policy requiring	OECD Principle III			
	directors /commissioners to disclose their	(C) Members of the board and key executives should be	Y	DEFAULT	
	interest in transactions and any other	required to disclose to the board whether they, directly,	-		
	conflicts of interest?	indirectly or on behalf of third parties, have a material			
B.4.2	Does the company have a policy requiring	interest in any transaction or matter directly affecting the			President's
	a committee of independent	corporation.		hater (/annuisfielensheit) werke an	Report page
	directors/commissioners to review	ICGN 2.11.1 Related party transactions	Y	http://praxisfidembai4.webs.co m/president%20report.pdf	1 last
	material/significant RPTs to determine				paragraph to
	whether they are in the best interests of	Companies should have a process for reviewing and			paragraph to page 2
B.4.3	boes the company and charoboldors? Does the company have a policy requiring	monitoring any related party transaction. A committee of			page 2
0.4.5	board members (directors/commissioners)	independent directors should review significant related			
	to abstain from participating in the board	party transactions to determine whether they are in the			
	discussion on a particular agenda when	best interests of the company and if so to determine what	Y	DEFAULT	
		terms are fair.			
	they are conflicted?				
B.4.4	Does the company have policies on loans	ICGN 2.11.2 Director conflicts of interest			
	to directors and commissioners either	Companies should have a process for identifying and			
	forbidding this practice or ensuring that	managing conflicts of interest directors may have. If a	Y	DEFAULT	
	they are being conducted at arm's length	director has an interest in a matter under consideration by	•	BEIMOEI	
	basis and at market rates?	the board, then the director should not participate in those			
		discussions and the based of solution for participate in those			

B.5	Protecting minority shareholders from
	abusive actions
B.5	Protecting minority shareholders from

B.5.1	as financial assistance to entities other than wholly-owned subsidiary companies?	OECD Principle III (A) All shareholders of the same series of a class should be treated equally. (2) Minority shareholders should be protected from abusive actions by, or in the interest of, controlling	Y	http://praxisfidembai4.webs.co m/president%20report.pdf	paragraph to page 2
B.5.2	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?	Shareholders acting either directly or indirectly, and should have effective means of redress.		http://praxisfidembai4.webs.co m/president%20report.pdf	Report page 1 last paragraph to page 2

C.1	he respected	blished by law or through mutual agreements are to	Y/ N	Reference / Source document	
	Does the company disclose a policy that :				
C.1.1	Stipulates the existence and scope of the company's efforts to address customers' welfare?	OECD Principle IV (A): The rights of stakeholders that are established by law or through mutual agreements are to be respected. In	Y	http://praxisfidembai4.webs.co m/2015%20BOARD%20RESOLU TIONS.pdf	page 5, no 12.4
C.1.2	Explains supplier/contractor selection practice?	all OECD countries, the rights of stakeholders are established by law (e.g. labour, business, commercial and insolvency laws) or by contractual relations. Even in areas where stakeholder interests are not legislated, many firms make additional commitments to stakeholders, and concern over corporate	Y	http://praxisfidembai4.webs.co m/2015%20BOARD%20RESOLU <u>TIONS.pdf</u>	page 5, 12.1 Polic on Procuren nt
C.1.3	Describes the company's efforts to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development?	reputation and corporate performance often requires the recognition of broader interests. Global Reporting Initiative: Sustainability Report (C1.1 - C.15) International Accounting Standards 1:	Y	http://praxisfidembai4.webs.co m/2015%20BOARD%20RESOLU <u>TIONS.pdf</u>	page 5, 12.13Poli on Environm nt
C.1.4	Elaborates the company's efforts to interact with the communities in which they operate?	Presentation of Financial Statements	Y	http://praxisfidembai4.webs.co m/2015%20BOARD%20RESOLU TIONS.pdf	page 5, 12.6
C.1.5	Describe the company's anti- corruption programmes and procedures?		Y	http://praxisfidembai4.webs.co m/2015%20BOARD%20RESOLU TIONS.pdf	page 5, 12.2
C.1.6	Describes how creditors' rights are safeguarded?		Y	http://praxisfidembai4.webs.co m/2015%20BOARD%20RESOLU TIONS.pdf	page 5, 12.4
	Does the company disclose the activities that it has undertaken to implement the above mentioned policies?				
C.1.7	Customer health and safety	OECD Principle IV (A) & Global Reporting Initiative			
			Y	http://praxisfidembai4.webs.co m/biggest%20looser.pdf	Herbal lif weight lo challenge sponsore by the compan
C.1.8	Supplier/Contractor selection and criteria		Y	http://praxisfidembai4.webs.co m/bidding.pdf	
C.1.9	Environmentally-friendly value chain		Y	http://praxisfidembai4.webs.co m/2015treeplanting.pdf	Yearly Treplanting activity ( 2015 - Cambaog, Bustos, Bulacan
C.1.10	Interaction with the communities		Y	http://praxisfidembai5.webs.co m/local-assembly	Area Loca Assemblie
C.1.11	Anti-corruption programmes and procedures		Y		
C.1.12	Creditors' rights		Y	http://praxisfidembai5.webs.co m/local-assembly	Area Loca Assemblie
C.1.13	Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section?	OECD Principle V (A): Disclosure should include, but not be limited to, material information on: (7) Issues regarding employees and other stakeholders. Companies are encouraged to provide information on key issues relevant to employees and other stakeholders that may materially affect the long term sustainability of the company.	Y	http://praxisfidembai4.webs.co m/csr%20section.pdf	See Pictures c

C.2	Where stakeholder interests are protected by law, stakeholders should				
	have the opportunity to obtain				
	effective redress for violation of their				
	rights				
C.2.1	Does the company provide contact	OECD Principle IV (B):			
	details via the company's website or	Where stakeholder interests are protected by law,			
	Annual Report which stakeholders (e.g.	stakeholders should have the opportunity to obtain			
	customers, suppliers, general public	effective redress for violation of their rights.			
	etc.) can use to voice their concerns			http://www.praxisfides.webs.c	homepage
	and/or complaints for possible	The governance framework and processes should be	Y	om/	and contac
	violation of their rights?	transparent and not impede the ability of			us page
	_	stakeholders to communicate and to obtain redress			
		for the violation			
		of rights.			

C.3	Performance-enhancing mechanisms for employee participation should be permitted to develop.				
C.3.1	Does the company explicitly disclose the health, safety, and welfare policy for its employees?	OECD Principle IV (C): Performance-enhancing mechanisms for employee participation should be permitted to develop. In the context of corporate governance, performance enhancing mechanisms for participation may benefit companies directly as well as indirectly through the readiness by employees to invest in firm specific skills. Firm specific skills are those skills/competencies that	Y	http://praxisfidembai4.webs.co m/biggest%20looser.pdf	Herbal life weight los challenge sponsord by the company

C.3.2	Does the company publish relevant information relating to health, safety and welfare of its employees?	are related to production technology and/or organizational aspects that are unique to a firm.			
		Examples of mechanisms for employee participation include: employee representation on boards; and governance processes such as works councils that consider employee viewpoints in certain key decisions. With respect to performance enhancing mechanisms, employee stock ownership plans or other profit sharing mechanisms are to be found in	Y	http://praxisfidembai4.webs.co m/biggest%20looser.pdf	Herbal life weight loss challenge, sponsord by the company
C.3.3	Does the company have training and development programmes for its employees?	many countries.	Y	http://praxisfidembai5.webs.co m/seminars-and-workshop	Seminar's and workshop
C.3.4	Does the company publish relevant information on training and development programmes for its employees?		Y	http://praxisfidembai5.webs.co m/seminars-and-workshop	Seminar's and workshop
C.3.5	Does the company have a reward/compensation policy that accounts for the performance of the company beyond short-term financial macuree2		Y	http://praxisfidembai4.webs.co m/2015%20annual%20general %20meeting%20report.pdf	Page 3. no. 3

C.4	Stakeholders including individual				]
	employee and their representative				
	bodies, should be able to freely				
	communicate their concerns about				
	illegal or unethical practices to the				
	board and their rights should not be				
	communication data abia			1	
C.4.1		OECD Principle IV (E): Stakeholders, including individual employees and their representative bodies, should be able to freely	Y	http://praxisfidembai4.webs.co	
	unethical behaviour?	communicate their concerns about illegal or unethical practices to the board and their rights should not be		m/compliance%20officer.pdf	Page 2 see table
C.4.2	Does the company have a policy or procedures to protect an	compromised for doing this.	Y	http://praxisfidembai4.webs.co	
	employee/person who reveals illegal/unethical behavior from retaliation?		T	m/compliance%20officer.pdf	Page 2 see table

D.1	Transparent ownership structure		Y/ N	Reference/ Source document
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	OECD Principle V: Disclosure and Transparency (A) Disclosure should include, but not limited to, material information on: (3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data, and beneficial ownership.	N/A	N/A
		ICGN 7.6 Disclosure of ownership the disclosure should include a description of the relationship of the company to other companies in the		
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?	corporate group, data on major shareholders and any other information necessary for a proper understanding of the company's relationship with its public shareholders.	N/A	N/A
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?		N/A	N/A
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?		N/A	N/A
D.1.5	Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/(SPVs)?		N/A	N/A

D.2	Quality of Annual Report				
	Does the company's annual report				
	disclose the following items:				
D.2.1	Key risks	"OECD Principle V (A):		http://praxisfidembai4.webs.co	page 3
		<ol> <li>The financial and operating results of the company;</li> <li>Company objectives, including ethics, environment,</li> </ol>	Y	m/general%20managers%20re port%2025th.pdf	paragraph 5
D.2.2	Corporate objectives	and other public policy commitments; (3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data,	Y	http://praxisfidembai4.webs.co m/president%20report.pdf	
D.2.3	Financial performance indicators	<ul> <li>beneficial ownership;</li> <li>(4) Remuneration policy for members of the board and key executives, including their qualifications, the selection process, other company directorships and</li> </ul>	Y	http://praxisfidembai4.webs.co m/general%20managers%20re port%2025th.pdf	page 1 paragraph 3 onwards
D.2.4	Non-financial performance indicators	whether they are regarded as independent by the board; (6) Foreseeable risk factors, including risk management system; (7) Issues regarding employees and other stakeholders;	Y	http://praxisfidembai4.webs.co m/general%20managers%20re port%2025th.pdf	page 1 paragraph 3 onwards
D.2.5	Dividend policy	(8) Governance structure and policies, in particular, the content of any corporate governance code or policy and the process by which it is implemented.	Y	http://praxisfidembai4.webs.co m/president%20report.pdf	page 2 paragraph 2
D.2.6	Details of whistle-blowing policy		N/A		
D.2.7	Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of director (comprision ar	OECD Principle V (E): Channels for disseminating information should provide for equal, linely and cost-efficient access to relevant information by users. IGGN 2.4 Composition and structure of the board	Y	http://praxisfidembai.webs.co m/ACGS- Trustees'%20Profile.pdf	
D.2.8	Training and/or continuing education programme attended by each director/commissioner	ICGN 2.4.1 Skills and experience ICGN 2.4.3 Independence	Y	http://praxisfidembai4.webs.co m/compliance%20officer.pdf	page 1 2nd paragraph
D.2.9	Number of board of directors/commissioners meetings held during the year	ICGN 5.0 Remuneration ICGN 5.4 Transparency	Y	http://praxisfidembai4.webs.co m/compliance%20officer.pdf	page1 onwards
D.2.10	Attendance details of each director/commissioner in respect of meetings held	UK Corporate Governance Code (2010) A.1.2 - the number of meetings of the board and those committees and individual attendance by directors.	Y	http://praxisfidembai4.webs.co m/compliance%20officer.pdf	page1 onwards
D.2.11	Details of remuneration of each member of the board of directors/commissioners	CLSA-ACGA (2010) CG Watch 2010 - Appendix 2 (I) CG rules and practices (19) Disclose the exact remuneration of individual	Y	http://praxisfidembai4.webs.co m/compliance%20officer.pdf	
	Corporate Governance Confirmation Statement	· · · ·			]

D.2.12	corporate governance and where there is non-compliance, identify		Y	http://praxisfidembai4.webs.co m/compliance%20officer.pdf	page 2 paragraph 2
		ASX CODE: Under ASX Listing Rule 4.10.3, companies are required			

D.3.	Disclosure of related party				
	transactions (RPT)				
D.3.1		OECD Principle V: Disclosure and Transparency (A) Disclosure should include, but not limited to, material information on: (5) Related party transactions	Y	http://praxisfidembai4.webs.co m/president%20report.pdf	page 1 last parangrap h onwards
D.3.2	Does the company disclose the name of the related party and relationship for each material/significant RPT?	ICGN 2.11.1 Related party transactions	Y	http://praxisfidembai4.webs.co m/president%20report.pdf	page 1 last parangrap h onwards
D.3.3	Does the company disclose the nature and value for each material/significant RPT?		Y	http://praxisfidembai4.webs.co m/president%20report.pdf	page 1 last parangrap h onwards

D.4	Directors and commissioners			
	dealings in shares of the company			
D.4.1	Does the company disclose trading	OECD Principle V (A):		
	in the company's shares by insiders?	(3) Major share ownership and voting rights		
		ICGN 3.5 Employee share dealing		
		Companies should have clear rules regarding any trading		
		by directors and employees in the company's own		
		securities.	N/A	
		ICGN 5.5 Share ownership		
		Every company should have and disclose a policy		
		concerning ownership of shares of the company by		
		senior managers and executive directors with the		
		objective of aligning the interests of these key		

D.5	External auditor and Auditor Repor	t			-
D.5.1	Are audit fees disclosed? Where the same audit firm is engaged for both audit and non- audit services	OECD Principle V (C): An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance	Y	http://praxisfidembai4.webs.co m/auditors%20report.pdf	Auditor's report 1st paragraph
D.5.2	Are the non-audit fees disclosed?	of the company in all material respects. <b>OECD Principle V (D):</b> External auditors should be accountable to the shareholders and owe a duty to the company to exercise	Y	http://praxisfidembai4.webs.co m/auditors%20report.pdf	Auditor's report 2nd paragraph
D.5.3	Does the non-audit fee exceed the audit fees?	due professional care in the conduct of the audit. ICGN 6.5 Ethical standards (Audit) The auditors should observe high-quality auditing and athical standards. To limit the possible risk of possible	N	http://praxisfidembai4.webs.co m/auditors%20report.pdf	Auditor's report 2nd paragraph

D.6	Medium of communications				T
	Does the company use the				
	following modes of				
	communication?				
D.6.1	Quarterly reporting	OECD Principle V (E): Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users. ICGN 7.1 Transparent and open communication Every company should aspire to transparent and open communication about its aims, its challenges, its achievements and its failures.	Y	http://praxisfidembai4.webs.co m/compliance%20officer.pdf	Complianc e's Officer report page2, 2nd paragraph (Monthly Reporting)

D.6.2		ICGN 7.2 Timely disclosure	Y	http://www.praxisfides.webs.c om/	
D.6.3	Analyst's prieting	Companies should disclose relevant and material	N/A		
D.6.4	ivieula brienings / press conterences	information concerning themselves on a timely basis, in particular meeting market guidelines where they exist,	N/A		

D.7	Timely filing/release of				
D.7.1	annual/financial reports Are the audited annual financial report / statement released within 120 days from the financial year end?	OECD Principle V (C) OECD Principle V (E) OECD Principle V-(A). ICGN 7.2 Timely disclosure	Y	http://praxisfidembai4.webs.co m/auditors%20report.pdf	Auditor's Report 2nd Paragraph (78 days)
D.7.2	Is the annual report released within 120 days from the financial year end?	ICGN 7.3 Affirmation of financial statements The board of directors and the corporate officers of the company should affirm at least annually the accuracy of the company's financial statements or financial accounts.	Y	http://praxisfidembai4.webs.co m/auditors%20report.pdf	
D.7.3	Is the true and fairness/fair representation of the annual financial statement/reports affirmed by the board of directors/commissioners and/or the relevant officers of the company?		Y	http://praxisfidembai4.webs.co m/auditors%20report.pdf	

D.8	Company website				
	Does the company have a website				Ī
	disclosing up-to-date information				
	on the following:				
D.8.1	Business operations	OECD Principle V (A)			<b>D</b>
					Business
		OECD Principle V (E)		http://www.praxisfides.webs.c	operations
			Y		Mondays-
		ICGN 7.1 Transparent and open communication		<u>om/</u>	Fridays
		redit 7.1 transparent and open communication			9:00-4:00
		ICGN 7.2 Timely disclosure			pm
D.8.2	Financial statements/reports	ICGN 7.2 Timely disclosure			Financial
	(current and prior years)				
			Y	http://praxisfidembai.webs.co	Statements
				m/reports	(with
					comparativ
					e years)
D.8.3	Materials provided in briefings to		N/A		
	analysts and media		N/A		DISCIDUCIO
D.8.4	Shareholding structure			http://praxisfidembai4.webs.co	
			Y	m/02invitation%2025th%20gen	members
				eral%20assembly2015%20tagal	equity and
				og.jpg	loan for
	-	4			2015
D.8.5	Group corporate structure		Y	http://praxisfidembai4.webs.co	Per Area
				m/csr%20section.pdf	Group
D.8.6	Downloadable annual report				
				http://praxisfidembai.webs.co	See:
			Y	m/reports	IV.Downla
				myreports	ble Annual
					Report/s
D.8.7	Notice of AGM and/or EGM			http://praxisfidembai4.webs.co	
			Y	m/03invitation%2025th%20gen	Notice of
				eral%20assembly2015A.jpg	AGM
D.8.8	Minutes of AGM and/or EGM	+			AGIVI
D.0.0	Willitutes of Adivi and/or Edivi			http://praxisfidembai4.webs.co	
			Y	m/2015%20annual%20general	
				%20meeting%20report.pdf	
				<u>///2011Cetting//2012port.pdf</u>	III. AGM
D.8.9	Company's constitution (company's	1			
	by-laws, memorandum and articles		Y	http://praxisfidembai.webs.co	
	of association)		T	m/amended-by-laws	
					-
D.9	Investor relations				
D.9.1	Does the company disclose the	ICGN 7.1 Transparent and open communication			
	contact details (e.g. telephone, fax,			http://www.praxisfides.webs.c	
	and email) of the officer / office		Y	om/contact us log.html	
	responsible for investor relations?			city contact_as_log.ftffff	Contact Us
1			1		Section

Section

E. Responsibil E.1	lities of the Board Board Duties and Responsibilities		Y/ N	Reference/ Source document	
	Clearly defined board responsibilities	and corporate governance policy	.,	hererence, source assament	
E.1.1	Does the company disclose its	OECD PRINCIPLE V: Disclosure and Transparency			
	corporate governance policy / board charter?	(A) Disclosure should include, but not be limited to, material information on: 8. Governance structures and policies, in particular, the content of any corporate governance code or policy and the process by which it is implemented.	Y	http://praxisfidembai.webs. com/manual%20on%20corp orate%20governance.pdf	PRAXIS FIDES MANUAL ON CORPORATE GOVERNANCE (Updated 2015)
E.1.2	Are the types of decisions requiring board of directors/commissioners' approval disclosed ?		Y	http://praxisfidembai.webs. com/reports	X. YEARLY BOARD RESOLUTIONS
E.1.3	Are the roles and responsibilities of the board of directors/commissioners clearly	OECD PRINCIPLE VI (D)	Ŷ	http://praxisfidembai4.web s.com/ammended%20by%2 0laws.pdf	Ammended bylaws : Article
E.1.4	Corporate Vision/Mission Corporate Vision/Mission Does the company have a vision and mission statement?	OECD PRINCIPLE 6 (P58) (EGN:3.2 Integrity ICGN:3.2 Integrity The board is responsible for overseeing the implementation and maintenance of a culture of integrity. The board should encourage a culture of integrity permeating all aspects of the co., and secure that its vision, mission and objectives are ethically sound.	Ŷ	http://www.praxisfides.web s.com/	Homepage
E.1.5	Has the board review the vision and mission/strategy in the last financial year?		Y	http://praxisfidembai4.web s.com/president%20report.	First Paragraph
E.1.6	Does the board of directors monitor/oversee the implementation of the corporate strategy?		Y	http://praxisfidembai5.web s.com/seminars-and- workshop	Values Formatio Seminar
E.2	Board structure Code of Ethics or Conduct				
E.2.1		OECD PRINCIPLE VI (C) The board should apply high ethical standards. It should take into account the interests of stakeholders. The board has akey role in setting the ethical tone of a company, not only by its own actions, but also in appointing and overseeing key	Y	http://praxisfidembai4.web s.com/ammended%20by%2 Olaws.pdf	Article XII Powers & Duties of Boar of Trustees
E.2.2	Does the company disclose that all directors/commissioners, senior management and employees are required to comply with the code?	executives and consequently the management in general. High ethical standards are in the long term interests of the company as a means to make it credible and trustworthy, not only in day-to-day operations but also with respect to longer term commitments. To make the objectives of the board clear and operational, many companies have found it useful to	Ŷ	http://praxisfidembai4.web s.com/ammended%20by%2 <u>Olaws.pdf</u>	Article XII Powers & Duties of Boar of Trustees
E.2.3	Does the company disclose how it implements and monitors compliance with the code of ethics or conduct?	develop company codes of conduct based on, inter alla, professional standards and sometimes broader codes of behaviour. The latter might include a voluntary commitment by the company (including its subsidiaries) to comply with the OECD Guidelines for Multinational	Y	http://praxisfidembai4.web s.com/ammended%20by%2 Olaws.pdf	Article XII Powers & Duties of Boar of Trustees
E.2.4	Board Structure & Composition Do independent	OECD PRINCIPLE VI (E)			
	least 50% of the board of directors/commissioners?	preventing conflicts of interest and balancing competing demands on the corporation, it is essential that the baard is able to exercise objective judgement. In the first instance this will mean independence and objectivity with respect to management with important implications for the composition and structure of the baard. Board independence in these circumstances usually requires that a sufficient number of board members will need to be independent of management. The ASX Code recommends at least a majority of independent directors, while the UK Code recommends at least half of the board, excluding the Chairman, be independent directors. The minimum of three independent directors is to ensure that companies with small boards have enough independent directors (note that stock exchange rules often require at least two independent directors).	Y	http://praxisfidembai4.web s.com/compliance%20office r.pdf	5 out of 7 directors are independent
E.2.5	Are the independent directors/commissioners independent of management and	OECD PRINCIPLE VI (E) In order to exercise its duties of monitoring managerial performance, preventing conflicts of interest and balancing competing demands on the	Y	http://praxisfidembai4.web s.com/compliance%20office	Page 3
E.2.6	maior/substantial shareholders? Does the company have a term limit of nine years or less for its independent directors/commissioners?	corporation, it is essential that the board is able to exercise objective judgement. In the first instance this will mean independence and objectivity with respect to management with important implications for the composition and structure of the board. Board independence in these circumstances usually requires that a sufficient number of board members will need to be independent of management.	Y	r.pdf http://praxisfidembai4.web s.com/election%20committ ee.pdf	Page 1, 5th paragraph (Code of Conduct)
E.2.7	Has the company set a limit of five board seats that an individual independent/non-executive director/commissioner may hold simultaneously?	UK CODE (JUNE 2010): Non-executive directors should be appointed for specified terms subject to re-election and to statutory provisions relation to the removal of a director. Any term beyond six years for a non- executive director should be subject to particularly rigorous review, and should take indo account the need for progressive refreshing of the board and to succession for appointments to the board and to senior management, so as to maintain an appropriate balance of skills and experience within the company and on the board.	Y	http://praxisfidembai4.web s.com/compliance%20office <u>r.pdf</u>	compliance report page 3 paragraph 1
E.2.8	Does the company have any independent directors/commissioners who serve on a total of more than five boards of publicly-listed companies?	OECD PRINCIPLE VI (E) (3) Board members should be able to commit themselves effectively to their responsibilities. Service on too many boards can interfere with the performance of board members. Companies may wish to consider whether multiple board	N	http://praxisfidembai4.web s.com/compliance%20office <u>r.pdf</u>	compliance report page 3 paragraph 1
E.2.9	Does the company have any executive directors who serve on more than two boards of listed companies outside of the group?	memberships by the same person are compatible with effective board performance and disclose the information to shareholders.	Ν	http://praxisfidembai4.web s.com/compliance%20office r.pdf	compliance report page 3 paragraph 1
E.2.10	Nominating Committee Does the company have a	OECD PRINCIPLE II (C)		http://praxisfidembai4.web	
	Nominating Committee (NC)?	(3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should	Y	s.com/election%20committ	
E.2.11	Does the Nominating Committee comprise of a majority of independent directors/commissioners?	be facilitated. Shareholders should be able to make their views known on the remuneration policy for board members and key executives. The equity component of compensation schemes for board members and	Y	http://praxisfidembai4.web s.com/election%20committ ee.pdf	Entirely Independent
	Is the chairman of the Nominating	This item is in most codes of corporate governance.		http://praxisfidembai4.web	
E.2.12 E.2.13	Committee an independent director/commissioner? Does the company disclose the terms		Y	s.com/election%20committ ee.pdf http://praxisfidembai.webs.	Entirely Independent

	Board meetings and attendance				1
E.2.30 E.3	Does the Audit Committee have primary responsibility for recommendation on the appointment, and removal of the external auditor? Board Processes	UK CODE (UNE 2010) C.3.6 The Audit Committee should have primary responsibility for making a recommendation on the appointment, reappointment and removal of the external auditor. If the board does not accept the Audit Committee's recommendation, it should include in the Annual Report, and in any papers recommending appointment or re-appointment, a statement from the Audit Committee explaining the recommendation and should set out reasons why the board has taken a different position.	Y	<u>http://praxisfidembai4.web</u> <u>s.com/auditors%20report.p</u> <u>df</u>	Auditor's Report 6th paragraph
E.2.29	Is the attendance of members at Audit Committee meetings disclosed?		Y	http://praxisfidembai4.web s.com/compliance%20office r.pdf	see compliance officer's report last table - attendance audit committee
E 2 20	least four times during the year?		Y	http://praxisfidembai4.web s.com/compliance%20office <u>r.pdf</u>	see compliance officer's report last table - attendance audit committee
E.2.28	directors/commissioners of the committee have accounting expertise (accounting qualification or experience)? Did the Audit Committee meet at	C.3.1. The board should satisfy itself that at least one member of the Audit Committee has recent and relevant financial experience. As many of the key responsibilities of the Audit Committee are accounting-related, such as oversight of financial reporting and audits, it is important to have someone specifically with accounting expertise, not just general financial expertise.	Y	http://praxisfidembai4.web s.com/auditors%20report.p df	Auditor's report 5th paragraph (Audit Committee Members and Qualification)
E.2.27	profile or qualifications of the Audit Committee members? Does at least one of the independent	experience.	Ŷ	http://praxisfidembai4.web s.com/auditors%20report.p df	Auditor's report 5th paragraph (Audit Committee Members and Qualification)
E.2.25 E.2.26	Does the company disclose the terms of reference/governance structure/charter of the Audit Committee? Does the Annual Report disclose the	Most codes specify the need for accounting/finance expertise or	Y	http://praxisfidembai.webs. com/manual%20on%20corp orate%20governance.pdf	Page 64, no. 1 Audit Committee
E.2.24 E.2.25	Is the chairman of the Audit Committee an independent director/commissioner?		Y	http://praxisfidembai4.web s.com/auditors%20report.p df	Auditor's report 5th paragraph (Audit Committee Members and Qualification)
E.2.23	Does the Audit Committee comprise entirely of non-executive directors/commissioners with a majority of independent directors/commissioners?	OCCD PRINCIPLE VI (E) (2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board. While the use of committees may improve the work of the board they may also raise questions about the collective responsibility of the board and of individual board members. In order to evaluate the merits of board committees it is therefore important that the market receives a full and clear picture of their purpose, duties and composition. Such information is particularly important in the increasing number of jurisdictions where boards are establishing independent Audit Committees with powers to oversee the relationship with the external auditor and to act in many cases independently. Other such committees include those dealing with nomination and compensation. The accountability of the rest of the board as a whole should be clear. Disclosure should not extend to committees su pto deal with, for example, confidential commercial transactions.	¥	<u>http://praxisfidembal4.web</u> <u>s.com/auditors%20report.p</u> <u>df</u>	Auditor's report Sth paragraph (Audit Committee Members and Qualification)
E.2.22	Does the company have an Audit Committee?	OECD PRINCIPLE VI (E) (1) Boards should consider assigning a sufficient number of non- executive board members capable of exercising independent judgement to tasks where there is a potential for conflict of interest. Examples of such key responsibilities are ensuring the integrity of financial and non- financial reporting, the review of related party transactions, nomination of board members and key executives, and board remuneration.	Ŷ	<u>http://praxisfidembai4.web</u> <u>s.com/auditors%20report.p</u> <u>df</u>	
E.2.21	Is the attendance of members at Remuneration Committee meetings disclosed? Audit Committee	board committees it is therefore important that the market receives a full and clear picture of their purpose, duties and composition. Such information is particularly important in an increasing number of	Y	http://praxisfidembai4.web s.com/compliance%20office r.pdf	Page 2, first paragraph
E.2.20	Did the Remuneration Committee meet at least twice during the year?	While the use of committees may improve the work of the board they may also raise questions about the collective responsibility of the board and of individual board members. In order to evaluate the merits of	Y	http://praxisfidembai4.web s.com/compliance%20office r.pdf	Page 2, first paragraph
E.2.19	Does the company disclose the terms of reference/ governance structure/ charter of the Remuneration Committee?	to conflicts of interest. OCCO PRINCIPLE VI (E) (2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board.	Y	http://praxisfidembai.webs. com/manual%20on%20corp orate%20governance.pdf	paragraph page 65, no.4 Compensation Committee
E.2.18	independent directors/commissioners? Is the chairman of the Remuneration Committee an independent director/commissioner?	key executives be handled by a special committee of the board comprising either wholly or a majority of independent directors. There are also calls for a Remuneration Committee that excludes executives that serve on each others' Remuneration Committees, which could lead	Y	r.pdf http://praxisfidembai4.web s.com/compliance%20office r.pdf	paragraph Page 2, first
E.2.17	Does the Remuneration Committee comprise of a majority of	interests of the company and its shareholders. It is considered good practice in an increasing number of countries that remuneration policy and employment contracts for board members and	Y	<u>r.pdf</u> http://praxisfidembai4.web s.com/compliance%20office	Page 2, first
E.2.16	Compensation Committee Does the company have a Remuneration Committee?	OECD PRINCIPLE VI (D) (4) Aligning key executive and board remuneration with the longer term	Y	http://praxisfidembai4.web s.com/compliance%20office	Page 2. first
	Remuneration Committee/	Committees with powers to oversee the relationship with the external		<u>ee.pdf</u>	2015)
E.2.15	Is the attendance of members at Nominating Committee meetings disclosed?	and of nonvious locard memoers. In order to evaluate the merris of board committee it is therefore important that the market receives a full and clear picture of their purpose, duties and composition. Such information is particularly important in an increasing number of jurisdictions where boards are establishing independent Audit	Y	ee.pdf http://praxisfidembai4.web s.com/election%20committ	2015) See table of Attendance (3 meetings in
E.2.14	Did the Nominating Committee meet at least twice during the year?	While the use of committees may improve the work of the board they may also raise questions about the collective responsibility of the board and of individual board members. In order to evaluate the merits of	Y	http://praxisfidembai4.web s.com/election%20committ	See table of Attendance (3 meetings in

include ladies to the stand of a manufact strategies to the share but at universe, thereing have buy and the strategies the share buy and the share						
L3 2     Does the base of memory in the same of the	E.3.1	scheduled before the start of	allow directors to plan ahead to attend such meetings, thereby helping to maximise participation, especially as non-executive directors often have other commitments. Additional ad hoc meetings can always be scheduled if and when necessary. It is common practice for boards in	Y	s.com/president%20report.	Last page of President's report
isrctor(younnets) attended       [1] Summarian memory load is a late some load is late some load is late some load is late late some load is late some load is late l	E.3.2	directors/commissioners meet at least six times during the year?	(VI.124) Does the board meet at least six times per year? <b>INDO SCORECARD</b> E.10. How many meetings were held in the past year? If the board met more than six times, the firm earns a 'v' score. If four to six meetings, the firm was scored as 'fair', while less than four times was scored as 'N'	Y	s.com/compliance%20office	Compliance
Initial marging of the start 2/0 for ML20 is there a minimum quound of the 32 /0 for board decision to be value for the value of the value	E.3.3	directors/commissioners attended at least 75% of all the board meetings held during the year?	(3) Board members should be able to commit themselves effectively to their responsibilities. Specific limitations may be less important than ensuring that members of the board enjoy legitimacy and confidence in the eyes of shareholders. Achieving legitimacy would also be facilitated by the publication of attendance records for individual board members (e.g. whether they have missed a significant number of meetings) and any other work undertaken on behalf of the board and the associated remuneration.	¥	s.com/compliance%20office	
E.5.5       India monitory commissions of the compare part manual function of the part of the compare part part	E.3.4	minimum quorum of at least 2/3 for	(VI.I.28) Is there a minimum quorum of at least 2/3 for board decisions to	Y	s.com/compliance%20office	page 3
E.3.6       We board paper to board of generative conversions of provided to the board at least the provided to the terms are cast to the control to a stranger within the company. The contributions of non-accude board an embers to the members should ensure that they obtain accurate, relevant and timely information.       Y       this //provided tombs bias board members should an ember to the board of motion and the same accust to independent enternal advice at the members should ensure that they obtain accurate, relevant and timely information.         E.3.7       Ones the company vectors the company construct on the provided to the board at least responsibilities?       V       this //provided tombs bias tomo://provided tombs bias members should ensure that they obtain accurate, relevant and timely information.       Y       this //provided tombs bias tomo://provided tom	E.3.5	directors/commissioners of the company meet separately at least once during the year without any executives present?	(VI.E.1.6) Does the corporate governance framework requires or	Y	http://praxisfidembai4.web s.com/compliance%20office	
E.3.7       Does the company secretary plays information of supporting the board in discharging its responsibilitie?       OECD PRINCIPLE 0 (ISA Guidance on the Corporate Governance Role of the Company secretary secretary trained in the company in trained in the secret trained in the company secretary trained in the company secretary trained in the company in secretary trained in the company in secretary trained in the secretary trained in the company in secretary trained in the secretary trained in the company in secretary trained in the secretary trained in the company in secretary trained in the secretary trained in the secretary train trained in the company in secretary train trained in the secret	E.3.6	directors/commissioners meetings provided to the board at least five business days in advance of the	(F) In order to fulfil their responsibilities, board members should have access to accurate, relevant and timely information. Board members require relevant information on a timely basis in order to support their decision-making. Non-executive board members do not typically have the same access to information as key managers within the company. The contributions of non-executive board members do not typically have the same access to information as key managers within the company such as, for example, the company secretary and the internal auditor, and recourse to independent external advice at the expense of the company. In order to fulfil their responsibilities, board members should ensure that they obtain accurate, relevant and timely information. WORLDBANK PRINCIPLE 6 (VI.F.2) Does such information need to be provided to the board at least	v	s.com/compliance%20office	Officer Report
E.3.8       is the company secretary random work of the secret of random process, and random proces, and random proces, and random process, followed in a proporting r	E.3.7	significant role in supporting the board in discharging its	OECD PRINCIPLE VI (F) ICSA Guidance on the Corporate Governance Role of the Company	Y	s.com/2015%20annual%20g eneral%20meeting%20repo	The corporate Secretary prepares the minutes of AGM and regular
E3.9       Does the company disclose the contransity disclose the disclosure of the experience and background of candidates for the board and the commandian process, which will allow an informed assessment of the abilities and suitability of each candidate.       page 1 criteria for board and the abilities and suitability of each candidate.       page 1 criteria for board and the abilities and suitability of each candidate.       page 1 criteria for board and the commandian process, which will allow an informed assessment of the abilities and suitability of each candidate.       page 1 criteria for board and transparent board nomination and election process.       process for the ontination and election process.       process for the nomination and election process are respected. First, while actual procedures are transparent and responsibility to make sure that estabilised procedures are recalls for an open search process company. In several countries the board on anomation and election process are respected. First, while actual procedures are transparent and responsibility to make sure that estabilised process company. In several countries the board and the actual procedures are transparent and responsibility to make sure that estabilised process are respected. Scont, the board and the process followed in appointing new intertors/commits ento a board and there specifies and many instictions have mechanisms to ensure that this is in place on an ongoing basis. There are calls for an open search process are respected. Scont, the board and there expected are called to a second the expected are called to the actual set of the board and the expected are called to the company. In severe are called for an open search process are expected. Scont, the company instruction of directors: Directors should be conscious of their accountability of assentibles and any instructions have mechanisms to ensure that this is in place on an	E.3.8	legal, accountancy or company	(VI.D.2.12) Do company boards have a professional and qualified	N		
criteria used in selecting new directors/commissioners?To further improve the selection process, whe Principles stocal for full diacouse of the experience and background of candidates for the board and the nomination process, which will allow an informed assessment of the abilities and suitability of each candidate.Intp://praxisfidembaid.web scom/election/S20committi environment of the abilities and suitability of each candidate.Intp://praxisfidembaid.web scom/election/S20committi environment of scom/election/S20committi e.Intp://praxisfidembaid.web scom/election/S20committi e.00CEO Principle VI (D) (S) Ensuring a formal and transparent board nomination and election process.VIntp://praxisfidembaid.web scom/election/S20committi e.e.pdf1Desc the company disclose the process followed in appointing new directors/commissioners?Intp://praxisfidembaid.web scom/election/S20committi e.g.pdfE.3.10Does the company disclose the process followed in appointing new directors/commissioners?Intp://praxisfidembaid.web scom/election/S20committi e.g.pdfE.3.11Are all the directors/commissioners?If of condicitors: Directors should be consclous of their accountability to shareholders, and many jurisdictions have mechanisms to ensure that this is in place on an ongoing basis. There are scone the sparent and in these share enveloped over time? (Stagered boards are those where only apart of the board is re-elected every year.)VE.3.11Are all the directors/commissioners?If of condicita for the conscious of their accountability to shareholders, and many jurisdictions have mechanisms to envery three years?VDEFAULTE.3.12Are all th		Board Appointments and Re-Election	Teombany secretary:			
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subject to re-election at least once       Election of directors: Directors should be conscious of their         accountability to shareholders, and many jurisdictions have mechanisms       to ensure that this is in place on an ongoing basis. There are some         markets however where such accountability is less apparent and in these       each director should stand for election on an annual basis. Elsewhere         directors should stand for election on a nearual basis.       thewhere         directors should stand for election on a leave they every.       Y         DEFAULT       WORLDBANK PRINCIPLE 6         (V1.138) Can the re-election of board members be staggered over time?       (Staggered boards are those where only a part of the board is re-elected at each election, e.g. only 1/3 of directors are re-elected every year.)	E.3.10	process followed in appointing new		Y	s.com/election%20committ	for board
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E3.17       is the head of internal audit dentified or, if outsourced, is the name of the external firm disclose that they have an internal audit system directly reporting to someone with other operational reporting line in-house internal audit system directly reporting to someone with other operational reporting line in-house internal audit may be asigned to someone with other operational reporting line in-house internal audit may be asigned to someone with other operational reporting line in-house internal audit is someone with other operational reporting line in-house internal audit is someone with other operational reporting line in-house internal audit is someone with other operational reporting line internal audit is substantive.       Y       http://praxisfidembai4.web s.com/auditors%20/eport.p. df         E.3.18       Does the appointment and removal of the internal audit crequire the approval of the Audit Committee?       GEO PRINCIPLE VI (D) (7) in some jurkicitions it is considered good practice for the internal auditors to report to an independent Audit Committee of the board or an equivalent body which is also recombine for managing the relationship with the external auditor, thereby allowing a coordinated response by the board.       Y       http://praxisfidembai4.web s.com/auditors%20/eport.p. df         X       Principles is a lato recommended that the Audit Committee of the board or an equivalent body directors and the the board or an equivalent body directors and the internal audit for the board or relevant committee." Under the ASX Principles is a lato recommend the the board the appointment and dismisal of a chelf internal audit executive."       Y       http://praxisfidembai4.web s.com/auditors%20/eport.p. df         E.3.19       Does the compang disclose the internal audit executive."<			Ensuring the integrity of the essential reporting and monitoring systems		df	
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approval of the Audit Committee?       In some jurisdictions it is considered good practice for the internal auditors for report to an independent Audit Committee of the board or an equivalent body which is also responsible for managing the relationship with the external auditors, thereby allowing a coordinated response by the board.       In some jurisdictions it is considered good practice for the internal auditors is the external auditors have direct and unfettered access to the board of directors and its independent Audit Committee?       Y       Inttp://praxisfidembai4.web s.com/auditors%20eport.p         ASX Principles on CG       ".companies should consider a second reporting line from the internal audit function to the board or relevant committee." Under the ASX Principles it is also recommended that the Audit Committee have access to internal audit function to the board to relevant committee." Under the ASX Principles it is also recommended that the Audit Committee have access to internal audit without the presence of management, and that "the audit committee should recommend to the board to the appointment and dismissil of a chief internal audit executive."       Auditor's R         E3.19       Does the company disclose the internal control procedures/risk management systems it has in place? Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems it has in place?       Y 	E.3.18	Does the appointment and removal	OECD PRINCIPLE VI (D) (7)			
auditors to report to an independent Audit Committee of the board or an equivalent body which is also responsible for managing the relationship with the external auditor, thereby allowing a coordinated response by the board.       http://praxisfidembai4.web         WORLDBANK PRINCIPLE 6       (V.D. 7.9) Does the internal auditors have direct and unfettered access to the board of directors and its independent Audit Committee?       Y       http://praxisfidembai4.web         ASX Principles on C6       "companies should consider a second reporting line from the internal audit function to the board or relevant committee." Under the ASX Principles is also recommended that the Audit Committee "Under the audit committee should recommend to the board to the appointment and distings of a chief internal audit executive."       Auditor's R         E3.19       Does the company disclose the internal oudit executive."       Finsuring the integrity of the corporation's accounting and financial reporting systems it has in place?       Finsuring the integrity of the corporation's accounting and financial reporting systems it chief in a diversity of the corporation and operational cortor, and compliance with the       Y       http://praxisfidembai4.web		of the internal auditor require the				
equivalent body which is also responsible for managing the relationship with the external auditor, thereby allowing a coordinated response by the board.       http://praxisfidembai4.web         WORLDBANK PRINCIPLE 6       (VL.D.7.9) Does the internal auditors have direct and unfettered access to the board of directors and its independent Audit Committee?       Y       http://praxisfidembai4.web         ASX Principles on CG       "companies should consider a second reporting line from the internal audit function to the board or relevant committee." Under the ASX Principles it is also recommended that the Audit Committee have access to internal audit without the presence of management, and that "the audit committee should recommend to the board the appointment and dismissil of a chief internal audit executive."       Auditor's R         E.3.19       Does the company disclose the internal audit executive."       OCD PRINCIPLE 6 (VI) (D) (7)         E.3.19       Does the company disclose the internal audit preporting systems, including the integrity of the corporation's accounting and financial reporting systems it has in place?       PCD PRINCIPLE 6 (VI) (D) (7)         Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems it has in place?       Y         Auditor's R       If       Auditor's R       Auditor's R		approval of the Audit Committee?				
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Internal audit without the presence of management, and that "the audit committee should recommend to the board the appointment and dismissal of a chief internal audit executive."         Auditor's R           Risk Oversight         E.3.19         Does the company disclose the internal control procedures/risk management systems it has in place? Systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the         http://praxisfidembai4.web s.com/auditor%20report.p						
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Risk Oversight     Auditor's R       E.3.19     Does the company disclose the internal control procedures/risk management systems it has in place?     OECD PRINCIPLE 6 (VI) (D) (7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the     http://praxisfidembai4.web s.com/auditors%20report.p						
Image: New Systems         Occup Risk Oversight         Auditor's R           E.3.19         Does the company disclose the integral control procedures/risk management systems it has in place?         OEC PRINCIPLE 6 (VI) (D) (7)         Image: New Systems						
Risk Oversight         Auditor's R           E.3.19         Does the company disclose the internal control procedures/risk management systems it has in place?         OECD PRINCIPLE 6 (VI) (D) (7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the         http://praxisfidembai4.web s.com/auditor%20report.p						Auditor's Report
E.3.19 Does the company disclose the internal control procedures/risk management systems it has in place? Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the		Risk Oversight	1		<u> </u>	Auunor's Report
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management, financial and operational control, and compliance with the Audito's R						
			management, financial and operational control, and compliance with the			Auditor's Report 3rd paragraph
ige aquice		1	llaw and relevant standards	-	1	Sig baragiabil

E.3.20	Does the Annual Report disclose that				
	the board of directors/commissioners has	C.2.1 The board should, at least annually, conduct a review of the effectiveness of the company's risk management and internal control		http://praxisfidembai4.web	
	conducted a review of the company's		Y	s.com/compliance%20office	
	material controls (including	review should cover all material controls, including financial, operational		r.pdf	
	operational, financial and compliance controls) and risk management	and compliance controls.			Compliance's
E.3.21	Does the company disclose how key	OECD PRINCIPLE V (A)			Report page 3
E.3.21	risks are managed?	(6) Foreseeable risk factors.			
	histo die manogea.			http://praxisfidembai4.web	
		Disclosure of risk is most effective when it is tailored to the particular	Y	s.com/general%20manager	
		industry in question. Disclosure about the system for monitoring and		s%20report%2025th.pdf	Report page 3 page 3 paragraph 5 Page 1, 1st paragraph AGM-Report- (Chairman Msgr. Fr. Luciano Balagtas, CEO Mr. Genore CEO Mr. Genore Luciano) Page 1, table1 Page 1, table1 Duties of Board of Trustees
		managing risk is increasingly regarded as good practice.			Compliance's Report page 3 page 3 paragraph 5 Page 1, 1st paragraph 5 AGM-Report (Chairman Magr. Fr. Luciano) Page 1, 1st Page 1, 1st Page 1, table1 Article XII Powers & Duties of Board of Trustee Ramon Bagay - Sales Director RCBC Maiolos Branch Compliance's Officer Report page 1 paragraph 2
E.3.22	Does the Annual Report contain a statement from the board of	OECD PRINCIPLE 6 (VI) (D)			
	directors/commissioners or Audit	(7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate			
	Committee commenting on the	systems of control are in place, in particular, systems for risk			
	adequacy of the company's internal	management, financial and operational control, and compliance with the			
	controls/risk management systems?	law and relevant standards.			
		In some jurisdictions it is considered good practice for the internal		http://praxisfidembai4.web	
		auditors to report to an independent audit committee of the board or an	Y	s.com/auditors%20report.p	
		equivalent body which is also responsible for managing the relationship		<u>df</u>	
		with the external auditor, thereby allowing a coordinated response by the board. It should also be regarded as good practice for this			
		committee, or equivalent body, to review and report to the board the			
		most critical accounting policies which are the basis for financial reports.			
		However, the board should retain final responsibility for ensuring the			_
		integrity of the reporting systems. Some countries have provided for the			Page 1, 1st paragraph
E.4	People on the Board	chair of the board to report on the internal control process.			
	Board Chairman				
E.4.1	Do different persons assume the	OECD PRINCIPLE VI		http://praxisfidembai4.web	
	roles of chairman and CEO?	(E) The board should be able to exercise objective independent judgement on corporate affairs.	Y	s.com/2015%20annual%20g	Luciano Balagtas,
		page and on corporate analysis		eneral%20meeting%20repo rt.pdf	CEO Mr. Gener C.
E.4.2	Is the chairman an independent	In a number of countries with single tier board systems, the objectivity of		http://praxisfidembai4.web	Luciano)
	director/commissioner?	the board and its independence from management may be strengthened	Y	s.com/compliance%20office	
		by the separation of the role of chief executive and chairman, or, if these roles are combined, by designating a lead non-executive director to		r.pdf	Page 1, table1
E.4.3	Has the chairman been the company	convene or chair sessions of the outside directors. Separation of the two			
	CEO in the last three years?	posts may be regarded as good practice, as it can help to achieve an	N		
E.4.4	Are the role and responsibilities of	ICGN: 2.5 Role of the Chair			
	the chairman disclosed?	The chair has the crucial function of setting the right context in terms of			
		board agenda, the provision of information to directors, and open			
		boardroom discussions, to enable the directors to generate the effective board debate and discussion and to provide the constructive challenge		http://praxisfidembai4.web	
		which the company needs. The chair should work to create and maintain	Y	s.com/ammended%20by%2	
		the culture of openness and constructive challenge which allows a		<u>Olaws.pdf</u>	of Trustees
		diversity of views to be expressedThe chair should be available to			
		shareholders for dialogue on key matters of the company's governance and where shareholders have particular concerns.			
	Skills and Competencies				
E.4.5	Does at least one non-executive	ICGN: 2.4.3 Independence			
	director/commissioner have prior	Alongside appropriate skill, competence and experience, and the			
	working experience in the major	appropriate context to encourage effective behaviours, one of the			
	sector that the company is operating in?	principal features of a well-governed corporation is the exercise by its board of directors of independent judgement, meaning judgement in the			
		best interests of the corporation, free of any external influence on any		http://praxisfidembai.webs.	
		individual director, or the board as a whole. In order to provide this	Y	com/ACGS- Trustees'%20Profile.pdf	T
		independent judgement, and to generate confidence that independent		Trustees %20Profile.pdf	
		judgement is being applied, a board should include a strong presence of independent non-executive directors with appropriate competencies			
		including key industry sector knowledge and experience. There should be			
		at least a majority of independent directors on each board.			
E.4.6	Does the company disclose a board	ASX Code			
	of directors/commissioners diversity policy?	Recommendation 3.2 Companies should establish a policy concerning diversity and disclose the			
	poncy:	companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include			
		requirements for the board to establish measurable objectives for			
		achieving gender diversity and for the board to assess annually both the	N/A		
		objectives and progress in achieving them.			
		Regulations and codes of corporate governance in many developed			
		markets now incorporate board diversity as a consideration in board			
		composition			
.5	Board Performance				
.5.1	Directors Development Does the company have orientation	This item is in most codes of corporate governance.			Compliance's
	programmes for new	the reaction of the second of corporate governative.		http://praxisfidembai4.web	
	directors/commissioners?		Y	s.com/compliance%20office	
				<u>r.pdf</u>	
.5.2	Does the company have a policy that	OECD PRINCIPLE VI (E)			
	encourages directors/commissioners to attend on-going or continuous	(3) Board members should be able to commit themselves effectively to their responsibilities.			
	professional education programmes?	and responsibilities.			
		In order to improve board practices and the performance of its members,		http://praxisfidembai4.web	
		an increasing number of jurisdictions are now encouraging companies to	Y	s.com/compliance%20office	
		engage in board training and voluntary self-evaluation that meets the		<u>r.pdf</u>	Compliance's
		needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain			
		abreast of relevant new laws, regulations, and changing commercial risks			
		through in-house training and external courses.			
	ana /				
	CEO/Executive Management				
:53	Appointments and Performance	OECD PRINCIPLE VI (D)			
5.5.3		OECD PRINCIPLE VI (D) (3) Selecting, compensating, monitoring and, when necessary, replacing			
E.5.3	Appointments and Performance Does the company disclose how the board of directors/commissioners plans for the succession of the			http://praxisfidembai.webs.	PFMBAI MANUAL
E.5.3	Appointments and Performance Does the company disclose how the board of directors/commissioners plans for the succession of the CEO/Managing Director/President	(3) Selecting, compensating, monitoring and, when necessary, replacing key executives and overseeing succession planning.	Y	com/manual%20on%20corp	ON CORPORATE
E.5.3	Appointments and Performance Does the company disclose how the board of directors/commissioners plans for the succession of the	(3) Selecting, compensating, monitoring and, when necessary, replacing	Y		PFMBAI MANUAL ON CORPORATE GOVERNANCE page 63 no 2

			1	1	1
E.5.4	Does the board of	OECD PRINCIPLE VI (D)			
	directors/commissioners conduct an	(2). Monitoring the effectiveness of the company's governance practices and applying the practice of the company's governance practices.			
	annual performance assessment of the CEO/Managing	and making changes as needed.			
	Director/President?	Monitoring of governance by the board also includes continuous review			
	Directory President?	of the internal structure of the company to ensure that there are clear		http://praxisfidembai4.web	
		lines of accountability for management throughout the organisation. In	Y	s.com/BOT%20performance	
		addition to requiring the monitoring and disclosure of corporate		%20scorecard%202015.pdf	
		governance practices on a regular basis, a number of countries have			PFMBAI ANNUAL
		moved to recommend or indeed mandate self-assessment by boards of			PERFORMANCE
		their performance as well as performance reviews of individual board			APPRAISAL FOR
		members and the CEO/Chairman.			MANAGERS AND EMPLOYEES
	Board Appraisal			1	
E.5.5	Is an annual performance	OECD PRINCIPLE VI (D) (2)		have the set of the set of the set	
	assessment conducted of the board			http://praxisfidembai4.web	PFMBAI ANNUAL
	of directors/commissioners?		Y	s.com/BOT%20performance	PERFORMANCE APPRAISAL FOR
				%20scorecard%202015.pdf	Board of Trustees
E.5.6	Does the company disclose the			http://praxisfidembai4.web	
	process followed in conducting the		Y	s.com/BOT%20performance	PFMBAI ANNUAL PERFORMANCE
	board assessment?			%20scorecard%202015.pdf	APPRAISAL FOR
				<u>%20scorecaru%202015.pui</u>	Board of Trustees
E.5.7	Does the company disclose the			http://praxisfidembai4.web	
	criteria used in the board		Y	s.com/BOT%20performance	PFMBAI ANNUAL PERFORMANCE
	assessment?			%20scorecard%202015.pdf	APPRAISAL FOR
				/82030018Ca10/8202013.put	Board of Trustees
	Director Appraisal		1	1	
E.5.8	Is an annual performance assessment conducted of individual	OECD PRINCIPLE VI (D) (2)		http://praxisfidembai4.web	PFMBAI ANNUAL
			Y	s.com/BOT%20performance	PERFORMANCE
	director/commissioner?			%20scorecard%202015.pdf	APPRAISAL FOR
		-		<u>70203007000101020103.put</u>	Board of Trustees
E.5.9	Does the company disclose the process followed in conducting the				
	director/commissioner assessment?			http://praxisfidembai4.web	PEMBAI ANNUAL
	uncetory commissioner assessmente.		Y	s.com/BOT%20performance	PERFORMANCE
				%20scorecard%202015.pdf	APPRAISAL FOR
		-			Board of Trustees
E.5.10	Does the company disclose the			http://praxisfidembai4.web	DEMONSTRATING
1	criteria used in the		Y	s.com/BOT%20performance	PFMBAI ANNUAL PERFORMANCE
	director/commissioner assessment?			%20scorecard%202015.pdf	APPRAISAL FOR
				<u>/////////////////////////////////////</u>	Board of Trustees
E.5.11	Committee Appraisal Is an annual performance	UK CODE (JUNE 2010)			
C.J.11	assessment conducted of the board	B.6 Evaluation: The board should undertake a formal and rigorous annual		http://praxisfidembai4.web	
	of directors/commissioners	evaluation of its own performance and that of its committees and	N	s.com/2016committee%20p	PFMBAI ANNUAL PERFORMANCE
	committees?	individual directors.		erformance%20scorecard.p	APPRAISAL FOR
1	e e m coure d'a	······································	1	df	Committees

A. Rights of s	A. Rights of shareholders								
A.1	Right to participate effectively in and vote		Y/ N	Reference/ Source document					
A.1.1(B)	Does the company allow the use of secure	OECD Principle II (C)							
	electronic voting in absentia at the general	(4) Shareholders should be able to vote in person or in	N	No online voting but allows proxy vote					
	meetings of shareholders?	absentia, and equal effect should be given to votes		no online toting but allows proxy tote					
		whether cast in person or in absentia.							

	reatment of shareholders				
B.1	Notice of AGM				
B.1.1(B)	Does the company release its notice of AGM				
	(with detailed agendas and explanatory	(1) Shareholders should be furnished with sufficient and			
	circulars), as announced to the Exchange, at	timely information concerning the date, location and			
	least 28 days before the date of the	agenda of general meetings, as well as full and timely			
	meeting?	information regarding the issues to be decided at the			
		meeting.			
		(3) Effective shareholder participation in key corporate			
		governance decisions, such as the nomination and			
		election of board members, should be facilitated.			
		OECD Principle III (A)			
		ICGN 8.3.2 Shareholder participation in governance			
		Shareholders should have the right to participate in key	Y	http://praxisfidembai4.webs.com/	
		corporate governance decisions, such as the right to	-	compliance%20officer.pdf	
		nominate, appoint and remove directors on an			
		individual basis and also the right to appoint external			
		auditors.			
		ICGN 8.4.1 Shareholder ownership rights			
		The exercise of ownership rights by all shareholders			
		should be facilitated, including giving shareholders			
		timely and adequate notice of all matters proposed for			
		shareholder vote.			
1					1st paragraph of
		CLSA-ACGA (2010) CG Watch 2010 - Appendix 2.			Compliance
		(I) CG rules and practices			Report (32 days
L		(25) Do company release their AGM notices (with			advance)

C. Roles of Stal	keholders				
C.1	The rights of stakeholders that are				
	established by law or through mutual				
	agreements are to be respected				
C.1.1 (B)	Does the company practice integrated	International <ir> Framework - DRAFT ,IIRC Council</ir>			Aside from AGM
	report on its annual reports?	Item 3b Meeting of 5 December 2013			minutes
					available for
		"Integrated Reporting <ir> promotes a more cohesive</ir>			public, other
		and efficient approach to corporate reporting and aims		http://praxisfidembai.webs.com/re	integrated
		to improve the quality of information available to	Y		reports available
		providers of financial capital to enable a more efficient		ports	includes
		and productive allocation of capital. The IIRC's vision is			President's
		a world in which integrated thinking is embedded			Report, GM's
		within mainstream business practice in the public and			Report, Auditor's
		private sectors, facilitated by <ir> as the corporate</ir>			Report, Elecom

D. Disclosure an	nd transparency				]
D.1	Quality of Annual Report				
D.1.1 (B)	Are the audited annual financial report	OECD Principle V (C)	v	http://praxisfidembai4.webs.com/	Auditor's Report
	/statement released within 60 days from	OECD Principle V (E)	T	auditors%20report.pdf	2nd paragraph
D.1.2 (B)	Does the company disclose details of		N		
	remuneration of the CEO?		IN		

E. Responsibilit	ies of the Board				1
E.1	Board Competencies and Diversity				
E.1.1(B)	Does the company have at least one female independent director/commissioner?	ICGN 2.4.1 Skills and experience The board should consist of directors with the requisite range of skills, competence, knowledge, experience and approach, as well as a diversity of perspectives, to set the context for appropriate board behaviours and to enable it to discharge its duties and responsibilities	Y	http://praxisfidembai4.webs.com/ compliance%20officer.pdf	Trustee Luciana Gonzales
E.2	Nominating Committee			r	
E.2.1(B)	entirely of independent directors/commissioners?	ICGN 2.4.4 Composition of board committees The members of these key board committees should be solely non-executive directors, and in the case of the audit and remuneration committees, solely independent directors. All members of the nominations committee should be independent from management and at least a majority should be independent from	Y	http://praxisfidembai4.webs.com/ election%20committee.pdf	Entirely Independent (Elecom Report paragraph 1
E.2.2(B)	Does the Nominating Committee undertake the process of identifying the quality of directors aligned with the company's strategic directions?		Y	http://praxisfidembai4.webs.com/ election%20committee.pdf	Elecom Report 3rd paragraph
E.3	Board Appointments and Re-Election				
E.3.1(B)		(VI.I.21) Are boards known to hire professional search firms when proposing candidates to the board?	Y	http://praxisfidembai4.webs.com/ election%20committee.pdf	Page 1, paragraph 3
E.4	Board Structure & Composition	·		•	
E.4.1(B)	Do independent non-executive directors/commissioners make up more than 50% of the board of directors/commissioners?		Y	http://praxisfidembai4.webs.com/ compliance%20officer.pdf	

E.5	Board Performance		
E.5.1(B)	Does the company have a separate level	International Financial Corporation's Global Corporate	
	Risk Committee?	Governance Forum Publication: When Do Companies	
		Need a Board-level Risk Management	N
		Committee?(Volume 31, pp.11, March 2013)	

A. Rights	of shareholders			
A.1	Basic shareholder rights		Y/N	Reference/ Source document
A.1.1(P)	Did the company fail or neglect to offer equal treatment for share repurchases to all shareholders?	OECD Principle II (A)	N	Default
A.2	Shareholders, including institutional shareholders, should be allowed to consult with each other on issues concerning their basic shareholder rights as defined in the Principles, subject to exceptions to prevent abuse			
A.2.1(P)	Is there evidence of barriers that prevent Is there evidence of barriers that prevent shareholders from communicating or consulting with other shareholders?	OECD Principle II (G) Shareholders, including institutional shareholders, should be allowed to consult with each other on issues concerning their basic shareholder rights as defined in the Principles, subject to exceptions to prevent abuse.	N	None
A.3	Right to participate effectively in and vote in general shareholders meeting and should be informed of the rules, including voting procedures, that govern general shareholders meeting.	l		
A.3.1(P)	Did the company include any additional and unannounced agenda item into the notice of AGM/FGM?	OECD Principle II (C) 2	N	None
A.4	Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should he disclosed			
	Did the company fail to disclose the existence of:			
A.4.1(P)	Shareholders agreement? Voting cap?	OECD Principle II (D)	N	No Default
A.4.2(P) A.4.3(P)	Multiple voting rights?		N	Default
A.5	Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should he disclosed	I	N	Schaut
A.5.1(P)	Is a pyramid ownership structure and/ or cross holding structure apparent?	DECD Principle II (D): Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed. Some capital structures allow a shareholder to exercise a degree of control over the corporation disproportionate to the shareholders' equity ownership in the company. Pyramid structures, cross shareholdings and shares with limited or multiple voting rights can be used to diminish the capability of noncontrolling shareholders to influence cororate policy.	N	No

prohibited.         OECD Principle III: The Equitable Treatment of involving directors/commissioners, management and semployees in the past three years?         OECD Principle III: The Equitable Treatment of Shareholders           (B) Insider trading and abusive dealing should be prohibited.         (B) Insider trading and abusive dealing should be prohibited.           ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities. Among other issues, these must seek to ensure individuals do not benefit		
involving directors/commissioners, management and employees in the past three years? (B) Insider trading and abusive dealing should be prohibited. ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities. Among other issues,		
from knowledge which is not generally available to the market. ICGN 8.5 Shareholder rights of action Minority shareholders should be afforded protection and remedies against abusive or	Ν	No

2.1(P)	Has there been any cases of non compliance with the	•		
	laws, rules and regulations pertaining to significant or	.,		
	material related party transactions in the past three	prohibited		
	years?			
		ICGN 2.11.1 Related party transactions		
		Companies should have a process for reviewing and		
		monitoring any related party transaction. A		
		committee of independent directors should review		
		significant related party transactions to determine		
		whether they are in the best interests of the		
		company and if so to determine what terms are fair.		
		ICGN 2.11.2 Director conflicts of interest		
		Companies should have a process for identifying and	N	None
		managing any conflicts of interest directors may	IN	None
		have. If a director has an interest in a matter under		
		consideration by the board, then the director should		
		not participate in those discussions and the board		
		should follow any further appropriate processes.		
		Individual directors should be conscious of		
		shareholder and public perceptions and seek to		
		avoid situations where there might be an		
		appearance of a conflict of interest.		
		ICGN 8.5 Shareholder rights of action		
		Shareholders should be afforded rights of action and		
		remedies which are readily accessible in order to		
		redress conduct of company which treats them		
Role of : 1	stakeholders The rights of stakeholders that are established by			

C. Role of	stakeholders			
C.1	The rights of stakeholders that are established by			
-	law or through mutual agreements are to be			
	respected.			
C.1.1(P)	Have there been any violations of any laws pertaining	OECD Principle IV		
	to labour/employment/ consumer/insolvency/	(A) The rights of stakeholders that are established	N	None
	commercial/competition or environmental issues?	by law or through mutual agreements are to be	IN	None
	··· ···,·· ,··· ,····	respected		
C.2	Where stakeholders participate in the corporate			
	governance process, they should have access to			
	relevant, sufficient and reliable information on a			
	timely and regular basis			
C.2.1(P)	Has the company faced any sanctions by regulators	OECD Principle IV		
	for failure to make announcements within the	(B) Where stakeholders participate in the corporate		
	requisite time period for material events?	governance process, they should have access to	N	None
		relevant, sufficient and reliable information on a		
		timely and regular basis		
D. Disclos	sure and transparency			
D.1	Sanctions from regulator on financial reports			
D.1.1(P)	Did the company receive a "qualified opinion" in its	OECD Principle V: Disclosure and Transparency	N	None
	external audit report?	(B) Information should be prepared and disclosed in	IN	None
D.1.2(P)	Did the company receive an "adverse opinion" in its	accordance with high quality standards of	Z	None
	external audit report?	accounting and financial and non-financial	IN	None
D.1.3(P)	Did the company receive a "disclaimer opinion" in its	disclosures.	Ν	None
	external audit report?	(C) An annual audit should be conducted by an		13116
D.1.4(P)	Has the company in the past year revised its financial	independent, competent and qualified, auditor in		
	statements for reasons other than changes in			
1				
	accounting policies?	order to provide an external and objective assurance to the board and shareholders that the	N	None

D. Disclosu	ure and transparency			
D.1	Sanctions from regulator on financial reports			I.
D.1.1(P)	Did the company receive a "qualified opinion" in its external audit report?	OECD Principle V: Disclosure and Transparency (B) Information should be prepared and disclosed in	Ν	None
D.1.2(P)	Did the company receive an "adverse opinion" in its external audit report?	accordance with high quality standards of	N	None
D.1.3(P)	Did the company receive a "disclaimer opinion" in its external audit report?	accounting and financial and non-financial disclosures.	N	None
D.1.4(P)	Has the company in the past year revised its financial statements for reasons other than changes in accounting policies?	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial	N	None
F Resnon	sibilities of the Board			
E.1	Compliance with listing rules, regulations and			
	applicable laws			
E.1.1(P)	Is there any evidence that the company has not	OECD Principle VI (D)		
	complied with any listing rules and regulations over the past year apart from disclosure rules?	(7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards. Companies are also well advised to set up internal programmes and procedures to promote compliance with applicable laws, regulations and standards, including statutes to criminalise bribery of foreign officials that are required to be enacted by the OECD Anti-bribery Convention and measures designed to control other forms of bribery and corruption. Moreover, compliance must also relate to other laws and regulations such as those covering securities, competition and work and safety.	Ν	None
E.1.2(P)	Have there been any instances where non-executive directors/commissioner have resigned and raised any issues of governance-related concerns?	A.4.3 Where directors have concerns which cannot be resolved about the running of the company or a proposed action, they should ensure that their concerns are recorded in the board minutes. On resignation, a non-executive director should provide		
		a written statement to the chairman, for circulation to the board, if they have any such concerns.		
E.2	Board Appraisal			

E.2.1(P)	Does the Company have any independent	OECD Principle V		
	directors/commissioners who have served for more	(C) An annual audit should be conducted by an		
	than nine years or two terms (which ever is higher) in	independent, competent and qualified, auditor in		
	the same capacity?	order to provide an external and objective		
		assurance to the board and shareholders that the		
		financial statements fairly represent the financial		
		position and performance of the company in all		
		material respects.		
		Examples of other provisions to underpin auditor	N	None
		independence include, a total ban or severe		
		limitation on the nature of non-audit work which		
		can be undertaken by an auditor for their audit		
		client, mandatory rotation of auditors (either		
		partners or in some cases the audit partnership), a		
		temporary ban on the employment of an ex-auditor		
		by the audited company and prohibiting auditors or		
		their dependents from having a financial stake or		
E.2.2(P)	Did the company fail to identify who are the	ICGN 2.4 Composition and structure of the board		
	independent director(s) / commissioner(s)?	ICGN 2.4.1 Skills and experience	N	No
		ICGN 2.4.3 Independence		
	External Audit			
<b>E.3</b> E.3.1(P)	Is any of the directors or senior management a	OECD Principle V		
	Is any of the directors or senior management a former employee or partner of the current external	(C) An annual audit should be conducted by an		
	Is any of the directors or senior management a	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in		
	Is any of the directors or senior management a former employee or partner of the current external	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective		
	Is any of the directors or senior management a former employee or partner of the current external	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the		
	Is any of the directors or senior management a former employee or partner of the current external	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial		
	Is any of the directors or senior management a former employee or partner of the current external	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all		
	Is any of the directors or senior management a former employee or partner of the current external	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial		
	Is any of the directors or senior management a former employee or partner of the current external	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects.	Ν	None
	Is any of the directors or senior management a former employee or partner of the current external	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects. Examples of other provisions to underpin auditor	N	None
	Is any of the directors or senior management a former employee or partner of the current external	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects. Examples of other provisions to underpin auditor independence include, a total ban or severe	N	None
	Is any of the directors or senior management a former employee or partner of the current external	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects. Examples of other provisions to underpin auditor independence include, a total ban or severe limitation on the nature of non-audit work which	N	None
	Is any of the directors or senior management a former employee or partner of the current external	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects. Examples of other provisions to underpin auditor independence include, a total ban or severe limitation on the nature of non-audit work which can be undertaken by an auditor for their audit	N	None
	Is any of the directors or senior management a former employee or partner of the current external	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects. Examples of other provisions to underpin auditor independence include, a total ban or severe limitation on the nature of non-audit work which can be undertaken by an auditor for their audit client, mandatory rotation of auditors (either	N	None
	Is any of the directors or senior management a former employee or partner of the current external	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects. Examples of other provisions to underpin auditor independence include, a total ban or severe limitation on the nature of non-audit work which can be undertaken by an auditor for their audit client, mandatory rotation of auditors (either partners or in some cases the audit partnership), a	N	None
	Is any of the directors or senior management a former employee or partner of the current external	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects. Examples of other provisions to underpin auditor independence include, a total ban or severe limitation on the nature of non-audit work which can be undertaken by an auditor for their audit client, mandatory rotation of auditors (either	N	None
	Is any of the directors or senior management a former employee or partner of the current external	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects. Examples of other provisions to underpin auditor independence include, a total ban or severe limitation on the nature of non-audit work which can be undertaken by an auditor for their audit client, mandatory rotation of auditors (either partners or in some cases the audit partnership), a temporary ban on the employment of an ex-auditor	N	None
E.3.1(P) E.4	Is any of the directors or senior management a former employee or partner of the current external auditor (in the past 2 years)? Board structure and composition	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects. Examples of other provisions to underpin auditor independence include, a total ban or severe limitation on the nature of non-audit work which can be undertaken by an auditor for their audit client, mandatory rotation of auditors (either partners or in some cases the audit partnership), a temporary ban on the employment of an ex-auditor by the audited company and prohibiting auditors	N	None
	Is any of the directors or senior management a former employee or partner of the current external auditor (in the past 2 years)?	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects. Examples of other provisions to underpin auditor independence include, a total ban or severe limitation on the nature of non-audit work which can be undertaken by an auditor for their audit client, mandatory rotation of auditors (either partners or in some cases the audit partnership), a temporary ban on the employment of an ex-auditor by the audited company and prohibiting auditors	N	None