

COVER SHEET

SEC Registration Number

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COMPANY NAME

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PRINCIPAL OFFICE (No. / Street / Barangay / City / Town / Province)

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Form Type <table border="1" style="margin: auto;"><tr><td>2</td><td>0</td><td>I</td><td>S</td></tr></table> I-ACGR 2017	2	0	I	S	Department requiring the report <table border="1" style="margin: auto;"><tr><td> </td><td> </td><td> </td><td> </td></tr></table>					Secondary License Type, If Applicable <table border="1" style="margin: auto;"><tr><td>N</td><td>A</td></tr></table>	N	A
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COMPANY INFORMATION

Company's Email Address <table border="1" style="width: 100%;"><tr><td>claire.depasion@joh.ph</td></tr></table>	claire.depasion@joh.ph	Company's Telephone Number <table border="1" style="width: 100%;"><tr><td>373-3038</td></tr></table>	373-3038	Mobile Number <table border="1" style="width: 100%;"><tr><td>N/A</td></tr></table>	N/A
claire.depasion@joh.ph					
373-3038					
N/A					
No. of Stockholders <table border="1" style="width: 100%;"><tr><td>25</td></tr></table>	25	Annual Meeting (Month / Day) <table border="1" style="width: 100%;"><tr><td>3rd Wednesday of June</td></tr></table>	3rd Wednesday of June	Fiscal Year (Month / Day) <table border="1" style="width: 100%;"><tr><td>DECEMBER 31</td></tr></table>	DECEMBER 31
25					
3rd Wednesday of June					
DECEMBER 31					

CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person <table border="1" style="width: 100%;"><tr><td>Ortrud T. Yao</td></tr></table>	Ortrud T. Yao	Email Address <table border="1" style="width: 100%;"><tr><td>ortrud_ting@joh.ph</td></tr></table>	ortrud_ting@joh.ph	Telephone Number/s <table border="1" style="width: 100%;"><tr><td>373-3038</td></tr></table>	373-3038	Mobile Number <table border="1" style="width: 100%;"><tr><td>N/A</td></tr></table>	N/A
Ortrud T. Yao							
ortrud_ting@joh.ph							
373-3038							
N/A							

CONTACT PERSON'S ADDRESS

4/F 20 Lansbergh Place Bldg, 170 Tomas Morato, Quezon City

NOTE 1 : In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2 : All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

GENERAL INSTRUCTIONS

A. Use of Form I-ACGR

This SEC Form shall be used as a tool to disclose Publicly-Listed Companies’ compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for Publicly-Listed Companies, which follows the “comply or explain” approach, and for harmonizing the corporate governance reportorial requirements of the SEC and the Philippine Stock Exchange (PSE).

B. Preparation of Report

These general instructions are not to be filed with the report. The report shall contain the numbers and captions of all items.

The I-ACGR has four columns, arranged as follows:

RECOMMENDED CG PRACTICE/POLICY	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>Contains CG Practices/ Policies, labelled as follows:</p> <p>(1) “Recommendations” – derived from the CG Code for PLCs;</p> <p>(2) “Supplement to Recommendation” – derived from the PSE CG Guidelines for Listed Companies;</p> <p>(3) “Additional Recommendations” – CG Practices not found in the CG Code for PLCs and PSE CG Guidelines but are expected already of PLCs; and</p> <p>(4) “Optional Recommendation” – practices taken from the ASEAN Corporate Governance Scorecard</p> <p>*Items under (1) – (3) must be answered/disclosed by the PLCs following the “comply or explain” approach. Answering of items under (4) are left to the discretion of PLCs.</p>	<p>The company shall indicate compliance or non-compliance with the recommended practice.</p>	<p>The company shall provide additional information to support their compliance with the recommended CG practice</p>	<p>The PLCs shall provide the explanations for any non-compliance, pursuant to the “comply or explain” approach.</p> <p>Please note that the explanation given should describe the non-compliance and include how the overall Principle being recommended is still being achieved by the company.</p> <p>*“Not Applicable” or “None” shall not be considered as sufficient explanation</p>



SEC FORM - I-ACGR



INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended 31 December 2017
2. SEC Identification Number CS200901269 3. BIR Tax Identification No. 007-236-853-000
4. Exact name of issuer as specified in its charter Philippine H2O Ventures Corp.
5. Philippines
Province, Country or other jurisdiction of incorporation or organization (SEC Use Only)
Industry Classification Code:
7. 4th Floor 20 Lansbergh Place, 170 Tomas Morato Avenue, Quezon City 1103
Address of principal office Postal Code
8. (632) 373-3038
Issuer's telephone number, including area code
9. N/A
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	See H2O, Definitive Information Statement (Pages 5-9) http://www.h2o.ph/pdf/DEFINITIVE%20INFO%20STATEMENT_APRIL_4_2018.pdf	
2. Board has an appropriate mix of competence and expertise.	Compliant	See H2O, SEC Form 17-A (Page 27) http://www.h2o.ph/pdf/H2O%20SEC%20FORM%2017-A%202017.pdf	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	See H2O, SEC Form 17-A (Page 27) http://www.h2o.ph/pdf/H2O%20SEC%20FORM%2017-A%202017.pdf	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Non-Compliant		The Board is composed of three non-executive directors, including the two (2) independent directors, but it has resolved to be compliant in 2018.
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Non-Compliant		The Corporation is in the process of establishing the Board Charter.

2. Company has an orientation program for first time directors.	Compliant	See H2O, SEC Form 17-A (Page 10) available at http://www.h2o.ph/pdf/H2O%20SEC%20FORM%2017-A%202017.pdf	
3. Company has relevant annual continuing training for all directors.	Compliant		
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant		
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.		Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity. Provide link or reference to a progress report in achieving its objectives.	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.	See H2O Manual on Corporate Governance adopted by the board on 29 May 2017.
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		See H2O Manual on Corporate Governance adopted by the board on 29 May 2017.
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		See H2O Manual on Corporate Governance adopted by the board on 29 May 2017.

4. Corporate Secretary attends training/s on corporate governance.	Compliant	Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered	See H2O Manual on Corporate Governance adopted by the board on 29 May 2017 and JOH website.
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Optional: Recommendation 1.5

1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.		Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting	
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Recommendation 1.6

1. Board is assisted by a Compliance Officer.	Compliant	Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.	See H2O Manual on Corporate Governance, adopted by the board on 29 May 2017.
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		See H2O Manual on Corporate Governance adopted by the board on 29 May 2017.
3. Compliance Officer is not a member of the board.	Non-Compliant		The Corporation is in the process of establishing.
4. Compliance Officer attends training/s on corporate governance.	Compliant	Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered	See H2O Manual on Corporate Governance adopted by the board on 29 May 2017.

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

Recommendation 2.1

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)	See H2O Manual on Corporate Governance adopted by the board on 29 May 2017.
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)	See H2O Manual on Corporate Governance adopted by the board on 29 May 2017.
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	Indicate frequency of review of business objectives and strategy	See H2O Manual on Corporate Governance adopted by the board on 29 May 2017.
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	See H2O, Mission, Vision, Core Values, available at http://www.h2o.ph/mission_vision.asp The Board reviews the vision and mission of the organization as it deems necessary. The Company's vision and mission was last reviewed during the Board meeting conducted on 8 May 2018.	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	Provide information on or link/reference to a document containing information on the strategy execution process.	See H2O Manual on Corporate Governance adopted by the board on 29 May 2017.
Recommendation 2.3			

1. Board is headed by a competent and qualified Chairperson.	Compliant	Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications	See H2O Manual on Corporate Governance adopted by the board on 29 May 2017.
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation	See H2O Manual on Corporate Governance adopted by the board on 29 May 2017.
2. Board adopts a policy on the retirement for directors and key officers.	Non-Compliant		In the process of establishing.
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.	See H2O Annual Report for the year 2017 and Definitive Information Statement for 2018.
2. Board adopts a policy specifying the relationship between remuneration and performance.	Non-Compliant		In the process of establishing.
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		See H2O Annual Report for the year 2017
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.		Provide proof of board approval	

2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.		Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.	See H2O Manual on Corporate Governance
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		See H2O Annual Report for the year 2017
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	Provide proof if minority shareholders have a right to nominate candidates to the board	See H2O Definitive Information Statement for 2018.
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	See H2O Definitive Information Statement for 2018.
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		See H2O Definitive Information Statement for 2018.
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		See H2O Definitive Information Statement for 2018.

Optional: Recommendation to 2.6

1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.		Identify the professional search firm used or other external sources of candidates	
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Recommendation 2.7

1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs	See H2O Annual Report for the year 2017
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	Identify transactions that were approved pursuant to the policy.	See H2O Annual Report for the year 2017
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant		See H2O Annual Report for the year 2017

Supplement to Recommendations 2.7

<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	<p>Compliant</p>	<p>Provide information on a materiality threshold for RPT disclosure and approval, if any.</p> <p>Provide information on RPT categories</p>	<p>Please refer to the Corporation's Annual Report for the year 2017 and Definitive Information Statement for 2018.</p>
<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>Compliant</p>	<p>Provide information on voting system, if any.</p>	<p>See H2O Annual Report for the year 2017</p>
<p>Recommendation 2.8</p>			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>Identity the Management team appointed</p>	<p>See H2O Manual on Corporate Governance adopted by the Board on 29 May 2017 and Definitive Information Statement for 2018.</p>

2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management. Provide information on the assessment process and indicate frequency of assessment of performance.	See H2O Manual on Corporate Governance adopted by the Board on 29 May 2017.
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.	See H2O Manual on Corporate Governance adopted by the Board on 29 May 2017.
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant		See H2O Manual on Corporate Governance adopted by the Board on 29 May 2017.
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system	See H2O Manual on Corporate Governance adopted by the Board on 29 May 2017.
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant		See H2O Manual on Corporate Governance adopted by the Board on 29 May

3. Board approves the Internal Audit Charter.	Compliant	Provide reference or link to the company's Internal Audit Charter	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.	See H2O Manual on Corporate Governance adopted by the Board on 29 May 2017.
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	Provide proof of effectiveness of risk management strategies, if any.	See H2O Manual on Corporate Governance adopted by the Board on 29 May 2017.
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	Provide link to the company's website where the Board Charter is disclosed.	See H2O Manual on Corporate Governance adopted by the Board on 29 May 2017.
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		See H2O Manual on Corporate Governance adopted by the Board on 29 May 2017.
3. Board Charter is publicly available and posted on the company's website.	Compliant		See H2O Manual on Corporate Governance adopted by the Board on 29 May 2017.
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	Provide information on or link/reference to a document showing company's insider trading policy.	Please see H2O website.
Optional: Principle 2			

1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.		Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.	
2. Company discloses the types of decision requiring board of directors' approval.		Indicate the types of decision requiring board of directors' approval and where there are disclosed.	

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

Recommendation 3.1

1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	Provide information or link/reference to a document containing information on all the board committees established by the company.	See H2O Manual on Corporate Governance adopted by the Board on 29 May 2017.
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Recommendation 3.2

1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	Provide information or link/reference to a document containing information on the Audit Committee, including its functions. Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.	See H2O Manual on Corporate Governance adopted by the Board on 29 May 2017.
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<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p>Non-Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.</p>	<p>The audit committee is composed of three (3) members of the Board, one (1) of whom is an independent director and another with audit experience. Each member has an adequate understanding or competence at most of the company's financial management systems and environment. The chair of the Audit Committee is an independent director.</p> <p>Please refer to the Corporation's Manual on Corporate Governance 2017 and Definitive Information Statement 2018.</p>
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</p>	<p>See H2O Definitive Information Statement 2018.</p>
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee</p>	<p>See H2O Definitive Information Statement for the year 2018.</p>
<p>Supplement to Recommendation 3.2</p>			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p>Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.</p>	<p>Please refer to H2O website.</p>

2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.	See H2O Definitive Information Statement 2018
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.		Indicate the number of Audit Committee meetings during the year and provide proof	
2. Audit Committee approves the appointment and removal of the internal auditor.		Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Non-Compliant	Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.	The Corporation is in the process of establishing its Corporate Governance Committee.
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non-Compliant	Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.	The Corporation is in the process of establishing its Corporate Governance Committee.

3. Chairman of the Corporate Governance Committee is an independent director.	Non-Compliant	Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.	The Corporation is in the process of establishing its Corporate Governance Committee.
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.		Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Non-Compliant	Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions	The Corporation is in the process of establishing its Corporate Governance Committee.
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Non-Compliant	Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship	The Corporation is in the process of establishing its Corporate Governance Committee.
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Non-Compliant	Provide information or link/reference to a document containing information on the Chairman of the BROC	The Corporation is in the process of establishing its Corporate Governance Committee.
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Non-Compliant	Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.	The Corporation is in the process of establishing its Corporate Governance Committee.

Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Non-Compliant	Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.	This is currently being functioned by the Audit and Risk Committee. However, the Corporation is in the process of establishing its Related Party Transactions Committee.
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Non-Compliant	Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.	In the process of establishing.
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.	Please see H2O website.
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		Please see H2O website.
3. Committee Charters were fully disclosed on the company's website.	Compliant		Provide link to company's website where the Committee Charters are disclosed.
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			

<p>1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.</p> <p>Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.</p>	<p>See H2O Definitive Information Statement 2018</p>
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>Compliant</p>		<p>See H2O Definitive Information Statement 2018</p>
<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</p>	<p>See H2O Manual on Corporate Governance adopted on 29 May 2018</p>
<p>Recommendation 4.2</p>			
<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p>	<p>Compliant</p>	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies</p>	<p>See H2O Definitive Information Statement,</p>

Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.	Please refer to the Corporation's Definitive Information Statement.

Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.			
2. Company schedules board of directors' meetings before the start of the financial year.			
3.			
4. Board of directors meet at least six times during the year.		Indicate the number of board meetings during the year and provide proof	
5. Company requires as minimum quorum of at least 2/3 for board decisions.		Indicate the required minimum quorum for board decisions	

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

Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Non-Compliant	Provide information or link/reference to a document containing information on the number of independent directors in the board	The Board currently has two (2) independent directors. It has resolved to be compliant in 2018. See H2O Definitive Information Statement for 2018

Recommendation 5.2

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Provide information or link/reference to a document containing information on the qualifications of the independent directors.	Please see Corporation's Definitive Information Statement.
Supplement to Recommendation 5.2 18			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	Provide link/reference to a document containing information that directors are not constrained to vote independently.	Please see to the Corporation's Definitive Information Statement.
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Provide information or link/reference to a document showing the years IDs have served as such.	Please see H2O Definitive Information Statement for the year 2018
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director	Please see the Corporation's Definitive Information Statement for the year 2018
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	Compliant	Please the Corporation's Definitive Information Statement for the year 2018.
Recommendation 5.4			

<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>Non-Compliant</p>	<p>Identify the company's Chairman of the Board and Chief Executive Officer</p>	<p>Although the Chairman and Chief Executive Officer of the Company is one and the same person, the Board makes sure to consider independent views and perspectives in its decision-making.</p> <p>Please refer to the Corporation's website, Definitive Information Statement for 2018, and Manual on Corporate Governance adopted by the Board on 29 May 2018.</p>
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <p>Identify the relationship of Chairman and CEO.</p>	<p>See H2O Definitive Information Statement for 2018</p>
<p>Recommendation 5.5</p>			
<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</p> <p>Indicate if Chairman is independent.</p>	<p>See H2O Definitive Information Statement for 2018</p>
<p>Recommendation 5.6</p>			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>Compliant</p>	<p>Provide proof of abstention, if this was the case</p>	<p>Please refer to the Corporation's Definitive Information Statement for 2018 and JOH website.</p>
<p>Recommendation 5.7</p>			

1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Non-Compliant	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.	
2. The meetings are chaired by the lead independent director.	Non-Compliant		
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.		Provide name/s of company CEO for the past 2 years	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees	Please refer to the Corporation's Definitive Information Statement for the year 2018
2. The Chairman conducts a self-assessment of his performance.	Compliant		Please see H2O website.
3. The individual members conduct a self-assessment of their performance.	Compliant		Please see H2O website.
4. Each committee conducts a self-assessment of its performance.	Compliant		Please see H2O website.
5. Every three years, the assessments are supported by an external facilitator.	Compliant		Identify the external facilitator and provide proof of use of an external facilitator.
Recommendation 6.2			

1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.		Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders	
2. The system allows for a feedback mechanism from the shareholders.			

Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

Recommendation 7.1

1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Provide information on or link/reference to the company's Code of Business Conduct and Ethics.	Please refer to JOH website.
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.	All directors, members of senior management, and employees were furnished copies of the Company's code of ethics upon their assumption of their respective positions in the Company.
3. The Code is disclosed and made available to the public through the company website.	Compliant	Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.	Available at http://www.h2o.ph/code_bus_ethics.asp

Supplement to Recommendation 7.1

1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery	Please see Company Policies in the website.
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies. Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.	Everyone is mandated to report any violation of the Company's Code of Business Conduct and Ethics to the Compliance Officer, Human Resource Department Head, or to any member of the Audit Committee.
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant		Please refer to H2O website.
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders	Please refer to H2O website, Definitive Information Statement for 2018
Supplement to Recommendations 8.1			

<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>Compliant</p>	<p>Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</p>	<p>The Consolidated Financial Statements are published within ninety (90) days from the end of the fiscal year, while interim reports (SEC Form 17-Q) are published within forty five (45) days from the end of the reporting period.</p>
<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>Compliant</p>	<p>Provide link or reference to the company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"> 1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders; 2. cross-holdings among company affiliates; and 3. any imbalances between the controlling shareholders' voting power and overall equity position in the company. 	<p>Please refer to the Corporation's Annual Report for the year 2017</p>
<p>Recommendation 8.2</p>			
<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.</p>	<p>See H2O Annual Report for the year 2017.</p>
<p>2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Compliant</p>	<p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p>	<p>See H2O Annual Report for the year 2017.</p>

Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders. Provide link or reference to the company's Conglomerate Map.	Please see H2O website.
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.	Please refer to the Corporation's Annual Report for the year 2017
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.	Please refer to the Corporation's Annual Report for the year 2017
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	Disclose or provide link/reference to the company policy and practice for setting board remuneration	See H2O Annual Report for the year 2017,

2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	Disclose or provide link/reference to the company policy and practice for determining executive remuneration	See H2O Annual Report for the year 2017.
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.	Please refer to the Corporation's Annual Report for the year 2017.
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	Disclose or provide reference/link to company's RPT policies Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.	Please refer to the Corporation's Annual Report for the year 2017.

<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> 1. name of the related counterparty; 2. relationship with the party; 3. transaction date; 4. type/nature of transaction; 5. amount or contract price; 6. terms of the transaction; 7. rationale for entering into the transaction; 8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and 9. other terms and conditions 	<p>Please refer to the Corporation's Annual Report for the year 2017.</p>
<p>Supplement to Recommendation 8.5</p>			
<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>Compliant</p>	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p>	<p>Please refer to the Corporation's Annual Report for the year 2017.</p>
<p>Optional : Recommendation 8.5</p>			
<p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p>		<p>Provide link or reference where this is disclosed, if any</p>	

Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	Provide link or reference where this is disclosed	Please refer to Paragraph 6 of Code of Business Conduct and Ethics.
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	Identify independent party appointed to evaluate the fairness of the transaction price Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.	See H2O Annual Report 2017.
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	Provide link or reference where these are disclosed.	Please refer to the Corporation's Annual Report for the year 2017, Definitive Information Statement for 2018, and JOH website.
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant		See H2O Annual Report 2017.
2. Company's MCG is submitted to the SEC and PSE.	Compliant		See H2O Annual Report 2017.
3. Company's MCG is posted on its company website.	Compliant		See H2O Annual Report 2017.

1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Non-Compliant	Provide proof of submission.	The Corporation intends to update the MCG within the year.
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:			
a. Corporate Objectives	Compliant		See H2O Annual Report 2017.
b. Financial performance indicators	Compliant		See H2O Annual Report 2017.
c. Non-financial performance indicators	Compliant		See H2O Annual Report 2017.
d. Dividend Policy	Compliant		See H2O Annual Report 2017.
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		See H2O Annual Report 2017.

f. Attendance details of each director in all directors meetings held during the year	Non-Compliant		Non-compliance is pursuant to SEC Memorandum Circular 15-2017, the advisement letter for the attendance of the Board of directors is no longer required.
g. Total remuneration of each member of the board of directors	Compliant		
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant		See H2O Annual Report 2017.
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant		See H2O Annual Report 2017.
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant		See H2O Annual Report 2017.
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant		See H2O Annual Report 2017.
Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			

Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant		See H2O Annual Report for 2017.
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant		See Minutes of Previous Meeting
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Non-Compliant		The company's external auditor shall be rotated or the handling partner shall be changed every five (5) years or earlier.
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	See H2O, SEC Form 20-IS (Page 15) available at http://www.h2o.ph/pdf/DEFINITIVE%20INFO%20STATEMENT APRIL 4 2018.pdf	
Recommendation 9.2			

<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	<p>Non-Compliant</p>		<p>In the process of establishing.</p>
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	<p>Non-Compliant</p>		<p>In the process of establishing.</p>
Supplement to Recommendations 9.2			
<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>	<p>Compliant</p>		<p>See H2O Annual Report as of Dec. 31, 2017.</p>
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	<p>Compliant</p>	<p>See H2O, Manual on Corporate Governance (Pages 9-10), available at http://www.h2o.ph/pdf/CVI%20-%20REVISED%20MANUAL%20ON%20CORPORATE%20GOVERNANCE.pdf</p>	

Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Not applicable		The services rendered by the Corporation's external auditors are purely audit services.
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Not applicable		The services rendered by the Corporation's external auditors are purely audit services.
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	See H2O, Annual Report (Page 18) available at http://www.h2o.ph/pdf/H2O%20SEC%20FORM%2017-A%202017.pdf The fees being paid to external auditors are for audit services only.	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	Mr. Rogelio M. Guadalquiver is the Corporation's current audit engagement partner. His accreditation number is SEC AN 017-AR-3, valid until 30 April 2018 (Group A). Audit Firm: Constantino Guadalquiver & Co. Contact No.: 848-1051	

2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Non-Compliant		The Corporation's external auditor has not been subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program.
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Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

Recommendation 10.1

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Non-Compliant		In the process of establishing.
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	See H2O, Manual Report	

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

Recommendation 11.1

<p>1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p>	<p>Compliant</p>	<p>The Corporation commits at all times to fully disclose all material information about the company for the benefit of all the stockholders. The Corporation also causes the filing of all required information through the appropriate Exchange mechanisms for listed companies and submissions to the SEC for the interest of its stockholders. Interim and annual reports are likewise posted on the PSE EDGE and on the company website to ensure the widest cost-efficient accessibility for all stockholders. The Corporation files quarterly, annual and other regular disclosures and reports with the SEC and on the PSE Edge.</p>	
<p>Supplemental to Principle 11</p>			
<p>1. Company has a website disclosing up-to-date information on the following:</p>		<p>First Qtr. Report available at http://www.h2o.ph/pdf/H2O%20SEC%20Form%2017-Q%201st%20Quarter%202018.pdf</p>	
<p>a. Financial statements/reports (latest quarterly)</p>	<p>Compliant</p>	<p>Annual Report as of Dec. 31, 2017 is available at</p>	
<p>b. Materials provided in briefings to analysts and media</p>	<p>Compliant</p>	<p>http://www.h2o.ph/pdf/H2O%20SEC%20FORM%2017-A%202017.pdf</p>	
<p>c. Downloadable annual report</p>	<p>Compliant</p>	<p>Notice of ASM available at http://www.joh.ph/pdf/Notice%20of%20ASM%20-%20June%2021%202018.pdf</p>	
<p>d. Notice of ASM and/or SSM</p>	<p>Compliant</p>	<p>Minutes of last year's meeting http://www.joh.ph/pdf/Minutes%20of%20Meeting%20June%2014%202016.pdf</p>	
<p>e. Minutes of ASM and/or SSM</p>	<p>Compliant</p>	<p>Company's AOI and By-Laws are</p>	

f. Company's Articles of Incorporation and By-Laws	Compliant	available at http://www.joh.ph/about.asp	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant		
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant		See H2O Annual Report 2017.
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant		See H2O Website, Enterprise Risk Management , available at http://www.h2o.ph/risk_management.asp
Supplement to Recommendations 12.1			

<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p> <p>Indicate frequency of review.</p>	<p>See H2O Manual on Corp. Governance 2017</p>
<p>Optional: Recommendation 12.1</p>			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>		<p>Provide information on IT governance process</p>	
<p>Recommendation 12.2</p>			
<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p>	<p>Compliant</p>	<p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p>	<p>See H2O Manual on Corp. Governance.</p>
<p>Recommendation 12.3</p>			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	<p>Non-Compliant</p>	<p>Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.</p>	<p>The Corporation intends to establish its Chief Audit Executive this year.</p>

2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Non-Compliant		In the process of establishing.
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Non-Compliant	Identify qualified independent executive or senior management personnel, if applicable.	In the process of establishing.
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Non-Compliant	Provide information on company's risk management function.	In the process of establishing.
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	Identify source of external technical support, if any.	See H2O Manual on Corporate Governance
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Non-Compliant	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.	In the process of establishing.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Non-Compliant		In the process of establishing.
Additional Recommendation to Principle 12			

1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Non-Compliant		In the process of establishing.
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant		See H2O Manual on Corporate Governance.
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant		See H2O Manual on Corporate Governance.
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant		
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant		See H2O SEC Form 20-IS 2018
3. Board has an effective, secure, and efficient voting system.	Compliant		See H2O SEC Form 20-IS 2018
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	The Board protects rights of all shareholders including minority shareholders. Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any.	See H2O SEC Form 20-IS 2018

5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	This will be allowed by the Board through Board resolutions.	See H2O SEC Form 20-IS 2018
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant		See H2O SEC Form 20-IS 2018
7. Company has a transparent and specific dividend policy.	Compliant		See H2O Annual Report 2017
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.		Identify the independent party that counted/validated the votes at the ASM, if any.	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Non-Compliant	<ul style="list-style-type: none"> The notice and agenda were sent to stockholders of record last 29 May 2018 (at least 15 business days prior to the Annual Stockholders' Meeting). 	<p>Although the Company sent the notice and agenda 15 days prior to the meeting, it is compliant with Section 38 of the Securities and Regulations Code (SRC) requiring a corporation to send the notice and agenda at least fifteen (15) business days prior to the meeting</p> <p>The shareholders' approval of remuneration or any changes therein were not included in the agenda of the meeting</p>
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	http://www.joh.ph/pdf/JOH%20SEC%20FORM%2020-IS%20DEFINITIVE%202018.pdf	See H2O Definitive Information Statement 2018

a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	http://www.joh.ph/pdf/JOH%20SEC%20FORM%2020-1S%20DEFINITIVE%202018.pdf	See H2O Definitive Information Statement 2018
b. Auditors seeking appointment/re-appointment	Compliant	http://www.joh.ph/pdf/JOH%20SEC%20FORM%2020-1S%20DEFINITIVE%202018.pdf	See H2O Definitive Information Statement 2018
c. Proxy documents	Compliant	http://www.joh.ph/pdf/JOH%20SEC%20FORM%2020-1S%20DEFINITIVE%202018.pdf	See H2O Definitive Information Statement 2018
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Non-Compliant	Provide link or reference to the rationale for the agenda items	The Corporation undertakes to include the Rationale for the agenda in the next annual stockholders meeting
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	http://www.h2o.ph/pdf/Minutes%20of%20Annual%20Stockholders%20Meeting%202017.pdf In addition, the results of the annual or special stockholders' meeting of stockholders are disclosed to the public via the PSE Edge right after the meeting and is available	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	http://www.h2o.ph/pdf/Minutes%20of%20Annual%20Stockholders%20Meeting%202017.pdf	.
Supplement to Recommendation 13.3			

1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	http://www.h2o.ph/pdf/Minutes%20of%20Annual%20Stockholders%20Meeting%202017.pdf	
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	Conflicts are usually resolved through mediation between the parties. A mediator will be selected by the parties to facilitate communication and negotiation and to assist them in reaching a voluntary agreement regarding the issue involved.	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	The Corporation adopted an alternative dispute resolution system in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities.	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	To establish and maintain an investor relations program that will keep stockholders informed of the important developments in the Company and ensure them that the Company values their investment, JOH established an Investor Relations Office and appointed an IRO in the name of Ms. Ortrud T. Yao. Her contact details are as follow: Telephone No.: (632)373-3038 Fax No.: (632) 373-8491 Email address: ortrud_ting@joh.ph	

2. IRO is present at every shareholder's meeting.	Compliant	JOH's IRO is present at every shareholders' meeting.	
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Non-Compliant	Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.	The Board is yet to adopt an anti-takeover measures other than strict adherence to the laws, rules and regulations as well as utmost transparency to the Company's stakeholders.
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	The public float of the Corporation as of 31 December 2018 is 34.82%.	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting		Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.		Disclose the process and procedure for secure electronic voting in absentia, if any.	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	See H2O Shareholders' Benefit, Manual on Corporate Governance (Pages 13-14)	
Recommendation 14.2			

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Identify policies and programs for the protection and fair treatment of company's stakeholders	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	See H2O Manual on Corporate Governance	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	See H2O Manual on Corporate Governance	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	For the last five (5) years, there was no instance that the Corporation had seek for any exemption of a law, rule or regulation, as it promptly submits all its reportorial requirements with the SEC, PSE, and other pertinent Government Agencies.	
2. Company respects intellectual property rights.	Compliant	Trademarks and logo being used by the Corporation are registered with the Intellectual Property Office	

1. Company discloses its policies and practices that address customers' welfare		Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.	
2. Company discloses its policies and practices that address supplier/contractor selection procedures		Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.	

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

Recommendation 15.1

1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Non-Compliant		The Corporation is in the process of establishing policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and its governance.
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Supplement to Recommendation 15.1

1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Non-Compliant		The Corporation is still in the process of establishing reward/compensation policy for employees.
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	See H2O, Policy and Data Relating to Health, Safety and Welfare of Employees, including sponsored trainings, available at	

3. Company has policies and practices on training and development of its employees.	Compliant	See H2O, Policy and Data Relating to Health, Safety and Welfare of Employees, including sponsored trainings available at Training and development programs for employees are available at	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Non-Compliant		In the absence of anti-corruption policy, the Corporation adopts the Conflict of Interest Policy to address the problem.
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant		See H2O Manual on Corp. Governance
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	See H2O, Conflict of Interest Policy	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	See H2O Whistleblowing Policy,	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	See H2O Whistleblowing Policy,	

3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	See H2O Whistleblowing Policy,	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	See H2O, The Company's Corporate Social Responsibility Initiatives,	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development		Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.	
2. Company exerts effort to interact positively with the communities in which it operates		Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.	