



## SEC FORM – I-ACGR

### INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended ..... **2019**
2. SEC Identification Number ..... **PW-803**
3. BIR Tax Identification No. .... **000-786-765-000**
4. Exact name of issuer as specified in its charter **MANILA JOCKEY CLUB, INC.**
5. **MANILA, PHILIPPINES**                      6. (SEC Use Only)   
Province, Country or other jurisdiction of                      Industry Classification Code:  
incorporation or organization
7. **San Lazaro Leisure and Business Park, Brgy. Lantic, Carmona, Cavite**                      **4116**  
Address of principal office                      Postal Code
8. **(02) 8687- 9889**  
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
<b>The Board's Governance Responsibilities</b>			
<b>Principle 1:</b> The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
<b>Recommendation 1.1</b>			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	<b>Compliant</b>	For the profiles of the directors, please refer to the 2019 Annual Report and 2019 Definitive Information Statement available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. Board has an appropriate mix of competence and expertise.	<b>Compliant</b>		
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.	<b>Compliant</b>		
<b>Recommendation 1.2</b>			
1. Board is composed of a majority of non-executive directors.	<b>Compliant</b>	The Board is composed of eleven (11) directors, eight (8) of whom are non-executive directors.  Please refer to the 2019 Annual Report and 2019 Definitive Information Statement available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Recommendation 1.3</b>			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	<b>Compliant</b>	Please refer to the Manual on Corporate Governance and Board of Directors Charter available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	

2. Company has an orientation program for first time directors.	<b>Compliant</b>	The Company ensures that the new directors, upon assumption of office, are fully informed of their duties and responsibilities as part of the Board.	
3. Company has relevant annual continuing training for all directors.	<b>Compliant</b>	<p>Pursuant to the Company's Manual of Corporate Governance, directors are required to attend a seminar on corporate governance to be conducted by a duly recognized private and government institutes.</p> <p>For year 2019, the directors attended a 4-hour corporate governance seminar covering the following topics: (i) Review of 2016 SEC Code of Corporate Governance for PLCs, (ii) Sustainability Reporting Guidelines of PLCs, (iii) Revised Corporation Code, (iv) Ten Major Corporate Scandals of 2018, (v) 2019 Global and Regional Trends in Corporate Governance, (vi) Economic Statistics and (vii) Data Privacy Compliance.</p>	
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity.	<b>Compliant</b>	<p>Please refer to the Manual on Corporate Governance, 2019 Annual Report and 2019 Definitive Information Statement available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a></p> <p>For year 2019, the Board is composed of two (2) female directors, one (1) of whom is the Vice Chairman of the Board.</p>	

<b>Optional: Recommendation 1.4</b>			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.			
<b>Recommendation 1.5</b>			
1. Board is assisted by a Corporate Secretary.	<b>Compliant</b>	For the profile of the Corporate Secretary, please refer to the 2019 Annual Report and 2019 Definitive Information Statement available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. Corporate Secretary is a separate individual from the Compliance Officer.	<b>Compliant</b>		
3. Corporate Secretary is not a member of the Board of Directors.	<b>Non-Compliant</b>		The role of the Corporate Secretary is to provide professional guidance to the Board <i>vis-a-vis</i> the corporate governance and crucial decision-making processes of the Company, particularly those with long-term effects. To accomplish these roles, the Company deems it best that the Corporate Secretary, who also happens to be the Company's General Counsel, is part of the Board considering the diversity of the members thereof.  Despite the membership of the Corporate Secretary in the Board, his roles as such had been clearly defined and delineated, therefore the principle of checks and balances is adequately preserved.
4. Corporate Secretary attends training/s on corporate governance.	<b>Compliant</b>	For year 2019, the Corporate Secretary attended the corporate governance seminar with the Directors.	
<b>Optional: Recommendation 1.5</b>			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.			

<b>Recommendation 1.6</b>				
1. Board is assisted by a Compliance Officer.	<b>Compliant</b>	For the profile of the Compliance Officer, please refer to the 2019 Annual Report and 2019 Definitive Information Statement available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>		
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	<b>Compliant</b>			
3. Compliance Officer is not a member of the board.	<b>Compliant</b>		The incumbent Compliance Officer has the rank of Associate Vice President instead of Senior Vice President. Associate Vice President is an equivalent position with adequate stature and authority in the corporation considering the Company is a medium-sized corporation with a unique corporate structure.	
4. Compliance Officer attends training/s on corporate governance.	<b>Compliant</b>		For year 2019, the Compliance Officer attended the corporate governance seminar with the Directors.	
<b>Principle 2:</b> The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.				
<b>Recommendation 2.1</b>				
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	<b>Compliant</b>	For the duties, functions and responsibilities of the Directors, please refer to the Manual on Corporate Governance available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>		
		The Board of Directors hold meetings regularly on a quarterly basis, and as may be necessary to discuss matters regarding		

		the Company. The Corporate Secretary prepares the materials for distribution during the Board Meetings to enable the directors to act in a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company.	
<b>Recommendation 2.2</b>			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	<b>Compliant</b>	Please refer to the Company's Manual on Corporate Governance available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	<b>Compliant</b>		
<b>Supplement to Recommendation 2.2</b>			
1. Board has a clearly defined and updated vision, mission and core values.	<b>Compliant</b>	The Company's Vision, Mission and Values is available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	<b>Compliant</b>	<p>A "Performance Reporting" is required and regularly conducted during Board and Executive Committee Meetings in each area of corporate activity. The Board has in place a reporting process that scrutinizes and assesses the performance of management and key officers.</p> <p>Particularly, the Executive Committee receives a quarterly progress report that outlines:</p> <p>(a) Strategic actions completed and the improvements and problems observed;</p>	

		(b) Key achievements; (c) Remedial plans and designs implemented; (d) The end of year performance report, on the other hand, evaluates whether it is reasonable to assume that the strategic actions have had an impact on crucial issues and expected outcomes.	
<b>Recommendation 2.3</b>			
1. Board is headed by a competent and qualified Chairperson.	<b>Compliant</b>	For the profile of the Chairman, please refer to the 2019 Annual Report and 2019 Definitive Information Statement available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Recommendation 2.4</b>			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	<b>Compliant</b>	The Board of Directors consider appointment to positions based on educational qualifications, work experiences, moral values, and key knowledge, skills and abilities required for the position. Succession plan is based on seniority and is strictly merit-based. The Company has a set retirement age for the Company's officers.	
2. Board adopts a policy on the retirement for directors and key officers.	<b>Compliant</b>		
<b>Recommendation 2.5</b>			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	<b>Compliant</b>	For the Company's policy on remuneration of directors and officers, please refer to the Manual on Corporate Governance is	

2. Board adopts a policy specifying the relationship between remuneration and performance.	<b>Compliant</b>	available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	<b>Compliant</b>		
<b>Optional: Recommendation 2.5</b>			
1. Board approves the remuneration of senior executives.			
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.			
<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy.	<b>Compliant</b>	Please refer to the Company's By-Laws, Manual on Corporate Governance, Board of Directors Charter and 2019 Definitive Information Statement available the Company's website <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	<b>Non-Compliant</b>		The nomination and election policy is included in the Company's By-Laws and Board of Directors Charter. The Company's Manual on Corporate Governance contains the qualifications and disqualifications of directors.  The Company undertakes to amend its Manual on Corporate Governance to include Board nomination and election policy in accordance with the recommendations under the Code of Corporate Governance for Publicly-Listed Companies.

3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	<b>Compliant</b>		
4. Board nomination and election policy includes how the board shortlists candidates.	<b>Compliant</b>	Please refer to the Company's By-Laws, Manual on Corporate Governance, Board of Directors Charter and 2019 Definitive Information Statement available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
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.	<b>Compliant</b>		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	<b>Compliant</b>		
<b>Optional: Recommendation to 2.6</b>			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.			
<b>Recommendation 2.7</b>			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	<b>Compliant</b>	Please refer to the Company's Related Party Transactions Policy and 2019 Annual Report available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	<b>Compliant</b>		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	<b>Compliant</b>		
<b>Supplement to Recommendations 2.7</b>			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are	<b>Compliant</b>	Please refer to the Company's Related Party Transactions Policy and 2019 Annual	

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.		Report available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	<b>Compliant</b>		
<b>Recommendation 2.8</b>			
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).	<b>Compliant</b>	Please refer to the Company's Manual on Corporate Governance and Board of Directors Charter available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
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).	<b>Compliant</b>		
<b>Recommendation 2.9</b>			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	<b>Compliant</b>	A "Performance Reporting" is required and regularly conducted during Board and Executive Committee Meetings in each area of corporate activity. The Board has in place a reporting process that scrutinizes and assesses the performance of management and key officers.	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the	<b>Compliant</b>		

standards set by the Board and Senior Management.		<p>Particularly, the Executive Committee receives a quarterly progress report that outlines:</p> <ul style="list-style-type: none"> <li>(a) Strategic actions completed and the improvements and problems observed;</li> <li>(b) Key achievements;</li> <li>(c) Remedial plans and designs implemented;</li> <li>(d) The end of year performance report, on the other hand, evaluates whether it is reasonable to assume that the strategic actions have had an impact on crucial issues and expected outcomes.</li> </ul>	
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	<b>Compliant</b>	Please refer to the Company's Manual on Corporate Governance, Audit Committee Charter, and Conflict of Interest Policy available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	<b>Compliant</b>		
3. Board approves the Internal Audit Charter.	<b>Compliant</b>		
<b>Recommendation 2.11</b>			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	<b>Compliant</b>	Please refer to the Company's Enterprise Risk Management Framework available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
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.	<b>Compliant</b>		

<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	<b>Compliant</b>	Please refer to the Company's Board of Directors Charter available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	<b>Compliant</b>		
3. Board Charter is publicly available and posted on the company's website.	<b>Compliant</b>		
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	<b>Compliant</b>	Please refer to the Company's Insider Trading Policy available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Optional: Principle 2</b>			
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.			
2. Company discloses the types of decision requiring board of directors' approval.			
<b>Principle 3:</b> 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.			
<b>Recommendation 3.1</b>			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	<b>Compliant</b>	Please refer to the Company's Manual on Corporate Governance available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	

<b>Recommendation 3.2</b>			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	<b>Compliant</b>	Please refer to the Company's Manual on Corporate Governance and Audit Committee Charter available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	<b>Non-Compliant</b>		Pursuant to the Company's Manual on Corporate Governance, the Audit Committee is composed of at least three (3) directors, one of whom shall be an independent director. The membership of the Audit Committee is composed of the following appropriately qualified directors: two (2) Executive Directors, one (1) Non-Executive Director and one (1) Independent Director, who is the Chairman of the Audit Committee. Please refer to the 2019 Annual Report and 2019 Definitive Information Statement available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	<b>Compliant</b>	Please refer to the 2019 Annual Report and 2019 Definitive Information Statement available the Company's website:	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	<b>Compliant</b>	<a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Supplement to Recommendation 3.2</b>			
1. Audit Committee approves all non-audit services conducted by the external auditor.	<b>Compliant</b>	Please refer to the Company's Manual on Corporate Governance, Audit Committee Charter, 2019 Annual Report and 2019 Definitive Information Statement available at the Company's website:	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	<b>Compliant</b>	<a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	

<b>Optional: Recommendation 3.2</b>			
1. Audit Committee meet at least four times during the year.			
2. Audit Committee approves the appointment and removal of the internal auditor.			
<b>Recommendation 3.3</b>			
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.	<b>Non-Compliant</b>		<p>The duties and responsibilities of the Corporate Governance Committee are performed by the Company's (i) Nomination Committee and (ii) Compensation and Remuneration Committee. For information on said committees, please refer to the 2019 Annual Report and 2019 Definitive Information Statement available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a></p> <p>On 05 September 2019, the Board approved the amendment of the Company's By-Laws to comply with the Code of Corporate Governance for Publicly-Listed Companies. The Company undertakes to amend the Company's By-Laws and Manual of Corporate Governance to establish a Corporate Governance Committee in accordance with the recommendations under the Code of Corporate Governance for Publicly-Listed Companies.</p>
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	<b>Non-Compliant</b>		
3. Chairman of the Corporate Governance Committee is an independent director.	<b>Non-Compliant</b>		
<b>Optional: Recommendation 3.3.</b>			
1. Corporate Governance Committee meet at least twice during the year.			
<b>Recommendation 3.4</b>			
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.	<b>Non-Compliant</b>		<p>Considering the Company's size, risk profile and complexity of operations, the Company has yet to establish a Board Risk Oversight Committee (BROC). The functions of the BROC are presently being fulfilled by the Audit Committee. For</p>

2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	<b>Non- Compliant</b>		<p>information on the Audit Committee, please refer to the 2019 Annual Report and 2019 Definitive Information Statement available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>. The Audit Committee is also in charge of supervising the Company's activities in managing credit, market, liquidity, operational, legal and other risks of the Company. This function shall include regular receipt from Management of information on risk exposures and risk management activities.</p> <p>With the Company's Enterprise Risk Management Framework Policy in place, the Audit Committee is adequately guided and forewarned of possible enterprise and financial risks.</p> <p>On 05 September 2019, the Board approved the amendment of the Company's By-Laws to comply with the Code of Corporate Governance for Publicly-Listed Companies. The Company undertakes to amend the Company's By-Laws and Manual of Corporate Governance to establish a Board Risk Oversight Committee in accordance with the recommendations under the Code of Corporate Governance for Publicly-Listed Companies.</p>
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	<b>Non-Compliant</b>		
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	<b>Non-Compliant</b>		
<b>Recommendation 3.5</b>			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	<b>Non-Compliant</b>		<p>Considering the Company's size, risk profile and complexity of operations, the Company has yet to establish a Related Party Transactions (RPT) Committee. The functions of the RPT Committee are presently being fulfilled by the Audit</p>

			Committee. For information on the Audit Committee, please refer to the 2019 Annual Report and 2019 Definitive Information Statement available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a> . The Audit Committee is also in charge of supervising the Company's activities in managing credit, market, liquidity, operational, legal and other risks of the Company. This function shall include regular receipt from Management of information on risk exposures and risk management activities.
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	<b>Non-Compliant</b>		<p>With the Company's Related Party Transactions Policy, the Audit Committee is adequately guided in reviewing all material related party transactions of the Company.</p> <p>On 05 September 2019, the Board approved the amendment of the Company's By-Laws to comply with the Code of Corporate Governance for Publicly-Listed Companies. The Company undertakes to amend the Company's By-Laws and Manual of Corporate Governance to establish a Related Party Transactions Committee in accordance with the recommendations under the Code of Corporate Governance for Publicly-Listed Companies.</p>
<b>Recommendation 3.6</b>			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	<b>Non-Compliant</b>		At present, the responsibilities of the Corporate Governance are jointly and satisfactorily being performed by the Nomination Committee and Compensation and Remuneration Committee. On the other hand, the functions of the Board

2. Committee Charters provide standards for evaluating the performance of the Committees.	<b>Non- Compliant</b>		<p>Risk Oversight and Related Party Transaction Committees are presently being fulfilled by the Audit Committee. The Audit Committee Charter is available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>.</p> <p>The Company undertakes (i) to amend the Company's By-Laws and Manual of Corporate Governance to establish the Corporate Governance, Board Risk Oversight and Related Party Transactions Committees, in accordance with the recommendations under the Code of Corporate Governance for Publicly-Listed Companies, as well as (ii) provide for their respective Committee Charter.</p>
3. Committee Charters were fully disclosed on the company's website.	<b>Non- Compliant</b>		

**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**

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.	<b>Compliant</b>	<p>Please refer to the Company's Manual on Corporate Governance available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a></p>	
2. The directors review meeting materials for all Board and Committee meetings.	<b>Compliant</b>		
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	<b>Compliant</b>		

**Recommendation 4.2**

1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully	<b>Compliant</b>	For directorships of NEDs, please refer to the 2019 Annual Report and 2019 Definitive Information Statement available	
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prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the company.		the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Recommendation 4.3</b>			
1. The directors notify the company's board before accepting a directorship in another company.	<b>Compliant</b>	For the Company's policy on multiple board seats, Please refer to the Company's Manual of Corporate Governance available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Optional: Principle 4</b>			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.			
2. Company schedules board of directors' meetings before the start of the financial year.			
3. Board of directors meet at least six times during the year.			
4. Company requires as minimum quorum of at least 2/3 for board decisions.			
<b>Principle 5:</b> The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
<b>Recommendation 5.1</b>			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	<b>Non-Compliant</b>		Pursuant to the Company's By-Laws, the Company shall have independent directors constituting at least twenty percent (20%) of the Board. The Company has two (2) independent directors out of eleven (11) directors. Considering the Company's corporate affairs, the Board deems this percentage to be the optimal number of independent directors.

			On 17 May 2019 and 28 June 2019, the Board and the Stockholders, respectively, approved the amendment of the Company's By-Laws to increase (i) the number of directors from eleven (11) to fifteen (15), and (ii) the number of independent directors from two (2) to three (3), which constitutes at least twenty percent (20%) of the Board.
<b>Recommendation 5.2</b>			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	<b>Compliant</b>	Please refer to the Manual of Corporate Governance, 2019 Annual Report and 2019 Definitive Information Statement available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Supplement to Recommendation 5.2</b>			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	<b>Compliant</b>	Please refer to the Manual of Corporate Governance, 2019 Annual Report and 2019 Definitive Information Statement available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Recommendation 5.3</b>			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	<b>Compliant</b>	Please refer to the Manual of Corporate Governance, 2019 Annual Report and 2019 Definitive Information Statement available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	<b>Compliant</b>		
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.	<b>Compliant</b>		

<b>Recommendation 5.4</b>			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	<b>Compliant</b>	Please refer to the 2019 Annual Report available at the Company's website:	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	<b>Compliant</b>	<p><a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a></p> <p>On 17 May 2019 and 28 June 2019, the Board and the Stockholders, respectively, approved the amendment of the Company's By-Laws to separate the positions of the Chairman of the Board and Chief Executive Officer. On 11 October 2019, the SEC approved the amendment of the Company's Amended By-Laws. Please refer to the Company's 2019 Amended By-Laws available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a></p> <p>On 28 November 2019, Atty. Alfonso R. Reyno, Jr., tendered his resignation as Chief Executive Officer, and the Board appointed Atty. Alfonso as Chief Executive Officer. Please refer to the Company's disclosures available at PSE EDGE.</p>	
<b>Recommendation 5.5</b>			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	<b>Non-Compliant</b>		For year 2019, the Company has two (2) independent directors. No such lead independent director has been designated. Nevertheless, the independent directors act in collaboration with each other, ensuring independent views and perspectives.

<b>Recommendation 5.6</b>			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	<b>Compliant</b>	Please refer to the Company's Manual of Corporate Governance available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Recommendation 5.7</b>			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	<b>Non-Compliant</b>		The non-executive directors (NEDs) attend periodic meetings with the external auditor and heads of the internal audit, together with the executive directors.
2. The meetings are chaired by the lead independent director.	<b>Non-Compliant</b>		The presence of executive directors during these internal meetings is more practical and viable, because the Company's NEDs prefer to discuss business solutions on the spot, and in the presence of people who are in charge of the daily operations. With this practice, the NEDs are better able to, independently, suggest strategies and consult other committees whose professional expertise varies from the NEDs themselves.
<b>Optional: Principle 5</b>			
1. None of the directors is a former CEO of the company in the past 2 years.			
<b>Principle 6:</b> 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.			
<b>Recommendation 6.1</b>			
1. Board conducts an annual self-assessment of its performance as a whole.	<b>Non-Compliant</b>		The Company's Manual of Corporate Governance provides for the creation of an internal self-rating system. The Company undertakes to create and implement such self-rating system.
2. The Chairman conducts a self-assessment of his performance.	<b>Non-Compliant</b>		

3. The individual members conduct a self-assessment of their performance.	<b>Non-Compliant</b>		
4. Each committee conducts a self-assessment of its performance.	<b>Non-Compliant</b>		
5. Every three years, the assessments are supported by an external facilitator.	<b>Non-Compliant</b>		
<b>Recommendation 6.2</b>			
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.	<b>Non-Compliant</b>		The Company's Manual of Corporate Governance provides for the duties and responsibilities of directors. The Company undertakes to create and implement a system that provides the criteria and process to determine the performance of the directors.
2. The system allows for a feedback mechanism from the shareholders.	<b>Non-Compliant</b>		
<b>Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.</b>			
<b>Recommendation 7.1</b>			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	<b>Compliant</b>	Please refer to the Company's Code of Business Conduct & Ethics available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. The Code is properly disseminated to the Board, senior management and employees.	<b>Compliant</b>		
3. The Code is disclosed and made available to the public through the company website.	<b>Compliant</b>		
<b>Supplement to Recommendation 7.1</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	<b>Compliant</b>	Please refer to the Company's Code of Business Conduct & Ethics available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Recommendation 7.2</b>			

1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	<b>Compliant</b>	Please refer to the Company's Code of Business Conduct & Ethics available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	<b>Compliant</b>		
<b>Disclosure and Transparency</b>			
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
<b>Recommendation 8.1</b>			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	<b>Compliant</b>	The Company complies with the disclosure requirements of the SEC and PSE. Please refer to the Company's corporate disclosures available at the Company's website and PSE EDGE.  Please refer to the Company's Manual of Corporate Governance available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Supplement to Recommendations 8.1</b>			
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.	<b>Compliant</b>	The Company complies with the disclosure requirements of the SEC and PSE.  Please refer to the Company's 2019 Annual Reports and Quarterly Reports available at the Company's website and disclosed at PSE EDGE.	
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	<b>Compliant</b>	Please refer to the Company's 2019 Annual Report available at the Company's website and PSE EDGE.	

between the controlling shareholders' voting power and overall equity position in the company.			
<b>Recommendation 8.2</b>			
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.	<b>Compliant</b>	Please refer to the Company's Manual of Corporate Governance available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>  Please refer to the Company's corporate disclosures (Statement of Changes in Beneficial Ownership, Public Ownership Report and Top 100 Shareholders) available at PSE EDGE.	
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.	<b>Compliant</b>		
<b>Supplement to Recommendation 8.2</b>			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	<b>Compliant</b>	Please refer to the Company's 2019 Annual Report and 2019 Definitive Information Statement available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>  Please refer to the Company's corporate disclosures (Statement of Changes in Beneficial Ownership, Public Ownership Report and Top 100 Shareholders) available at PSE EDGE.  For the conglomerate map, please refer to 2019 Annual Report available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Recommendation 8.3</b>			

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.	<b>Compliant</b>	For the information on the Board and key officers, please refer to the Company's 2019 Annual Report and 2019 Definitive Information Statement available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
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.	<b>Compliant</b>		
<b>Recommendation 8.4</b>			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	<b>Compliant</b>	Please refer to the Company's Manual of Corporate Governance available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	<b>Compliant</b>		
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	<b>Non-Compliant</b>		The Company complies with the disclosure requirements on remuneration under the Revised Code of Corporate Governance. Please refer to the Company's 2019 Annual Report and 2019 Definitive Information Statement available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>
<b>Recommendation 8.5</b>			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	<b>Compliant</b>	Please refer to the Company's Related Party Transactions Policy available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	<b>Compliant</b>	Please refer to the Company's 2019 Annual Report and 2019 Definitive Information	

		Statement available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Supplement to Recommendation 8.5</b>			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	<b>Compliant</b>	Please refer to the Company's Manual of Corporate Governance and Related Party Transactions Policy available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Optional : Recommendation 8.5</b>			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.			
<b>Recommendation 8.6</b>			
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.	<b>Compliant</b>	Please refer to the Manual on Corporate Governance, 2019 Annual Report and 2019 Definitive Information Statement available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>  Please refer to the corporate disclosures available at PSE EDGE.	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	<b>Non-Compliant</b>		Considering the size, risk profile and complexity of operations of the Company, the Board does not require the engagement of an independent party to evaluate the fairness of the transaction.
<b>Supplement to Recommendation 8.6</b>			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on	<b>Compliant</b>	The Company complies with the disclosure requirements of the SEC and PSE. Please refer to the Company's corporate disclosure available the Company's website and PSE EDGE.	

the control, ownership, and strategic direction of the company.			
<b>Recommendation 8.7</b>			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	<b>Compliant</b>	Please refer to the Company's Manual on Corporate Governance available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. Company's MCG is submitted to the SEC and PSE.	<b>Compliant</b>		
3. Company's MCG is posted on its company website.	<b>Compliant</b>		
<b>Supplement to Recommendation 8.7</b>			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	<b>Compliant</b>	There are no changes to the Company's Manual on Corporate Governance since its filing on 31 May 2017.	
<b>Optional: Principle 8</b>			
1. Does the company's Annual Report disclose the following information:		Please refer to the Company's 2019 Annual Report, together with the attached 2019 Sustainability Report available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
a. Corporate Objectives	<b>Compliant</b>		
b. Financial performance indicators	<b>Compliant</b>		
c. Non-financial performance indicators	<b>Compliant</b>		
d. Dividend Policy	<b>Compliant</b>		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	<b>Compliant</b>		
f. Attendance details of each director in all directors meetings held during the year			

g. Total remuneration of each member of the board of directors	<b>Compliant</b>		
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.			
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.			
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.			
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).	<b>Compliant</b>		

**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.	<b>Compliant</b>	Please refer to the Company's Manual of Corporate Governance, Audit Committee Charter, 2019 Annual Report and 2019 Definitive Information Statement available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
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.	<b>Compliant</b>		

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.	<b>Compliant</b>		
<b>Supplement to Recommendation 9.1</b>			
1. Company has a policy of rotating the lead audit partner every five years.	<b>Compliant</b>	Please refer to the Company's Audit Committee Charter available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Recommendation 9.2</b>			
1. Audit Committee Charter includes the Audit Committee's responsibility on:  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.	<b>Compliant</b>	Please refer to the Company's Audit Committee Charter available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	<b>Compliant</b>		
<b>Supplement to Recommendations 9.2</b>			
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.	<b>Compliant</b>	Please refer to the Company's Audit Committee Charter available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	

2. Audit Committee ensures that the external auditor has adequate quality control procedures.	<b>Compliant</b>		
<b>Recommendation 9.3</b>			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	<b>Compliant</b>	For year 2019, the external auditor did not perform any non-audit work for the Company.	
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.	<b>Compliant</b>	Please refer to the Company's Manual of Corporate Governance, Audit Committee Charter, 2019 Annual Report and 2019 Definitive Information Statement available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Supplement to Recommendation 9.3</b>			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	<b>Compliant</b>	For year 2019, the external auditor did not perform any non-audit work for the Company.  Please refer to the Company's 2019 Annual Report available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Additional Recommendation to Principle 9</b>			
1. Company's external auditor is duly accredited by the SEC under Group A category.	<b>Compliant</b>	Below is the information on the Company's external auditor:  Adeline D. Lumbres <i>Partner</i> SEC Accreditation No. 1799-A (Group A), 10 December 2019, valid until 09 December 2022  SyCip Gorres Velayo & Co.	

		6760 Ayala Avenue 1226 Makati City, Philippines Tel: (632) 8891-0307	
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).	<b>Compliant</b>	The Company's external auditor was subjected to SOAR on 12-23 November 2018.	
<b>Principle 10:</b> The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
<b>Recommendation 10.1</b>			
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.	<b>Compliant</b>	Please refer to the Company's 2019 Sustainability Report (attached to the 2019 Annual Report) available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	<b>Compliant</b>		
<b>Principle 11:</b> 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.			
<b>Recommendation 11.1</b>			
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.	<b>Compliant</b>	Please refer to the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a> and corporate disclosures at PSE EDGE.	
<b>Supplemental to Principle 11</b>			

1. Company has a website disclosing up-to-date information on the following:	<b>Compliant</b>	Please refer to the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
a. Financial statements/reports (latest quarterly)	<b>Compliant</b>		
b. Materials provided in briefings to analysts and media	<b>Compliant</b>		
c. Downloadable annual report	<b>Compliant</b>		
d. Notice of ASM and/or SSM	<b>Compliant</b>		
e. Minutes of ASM and/or SSM	<b>Compliant</b>		
f. Company's Articles of Incorporation and By-Laws	<b>Compliant</b>		
<b>Additional Recommendation to Principle 11</b>			
1. Company complies with SEC-prescribed website template.	<b>Compliant</b>	Please refer to the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Internal Control System and Risk Management Framework</b>			
<b>Principle 12:</b> 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.			
<b>Recommendation 12.1</b>			
1. Company has an adequate and effective internal control system in the conduct of its business.	<b>Compliant</b>	Please refer to the Company's Manual of Corporate Governance and Audit Committee Charter available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	

2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	<b>Compliant</b>	Please refer to the Company's Enterprise Risk Management Framework Policy and 2019 Annual Report available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Supplement to Recommendations 12.1</b>			
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.	<b>Compliant</b>	Please refer to the Company's Manual of Corporate Governance and Enterprise Risk Management Framework Policy available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Optional: Recommendation 12.1</b>			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.			
<b>Recommendation 12.2</b>			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	<b>Compliant</b>	The Company has in in-house Internal Audit Department.	
<b>Recommendation 12.3</b>			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	<b>Non-Compliant</b>		Considering the Company's size, risk profile and complexity of operations, the functions of the Chief Audit Executive (CAE) are being performed by the Head of Internal Audit.
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.	<b>Non-Compliant</b>		

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.	<b>Compliant</b>	The Company does not outsource internal audit activity.	
<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	<b>Non-Compliant</b>		<p>Considering the Company's size, risk profile and complexity of operations, the Company does not require a separate risk management function. The Company's Internal Audit provides an independent risk-based assurance service to the Board, Audit Committee, and Management, by focusing on reviewing the effectiveness of the governance and control processes.</p> <p>The Company's Internal Audit is in charge of the monitoring and the implementation of company policies by bringing a systematic, disciplined approach to evaluating and improving the effectiveness of the company's governance, risk management and control functions.</p>
<b>Supplement to Recommendation 12.4</b>			
1. Company seeks external technical support in risk management when such competence is not available internally.	<b>Compliant</b>	For year 2019, the Company did not require external technical support in risk management.	
<b>Recommendation 12.5</b>			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	<b>Non-Compliant</b>		Considering the Company's size, risk profile and complexity of operations, the Company does not have a Chief Risk Officer (CRO). The functions of the Chief Risk Officer (CRO) are being performed by the Chairman of the Audit Committee.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	<b>Non-Compliant</b>		

<b>Additional Recommendation to Principle 12</b>			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	<b>Non-Compliant</b>		The Company undertakes the implementation of this recommendation.
<b>Cultivating a Synergic Relationship with Shareholders</b>			
<b>Principle 13:</b> The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
<b>Recommendation 13.1</b>			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	<b>Compliant</b>	Please refer to the Company's Manual on Corporate Governance available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	<b>Compliant</b>		
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share.	<b>Compliant</b>	Please refer to the Company's By-Laws and Manual on Corporate Governance available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	<b>Compliant</b>		
3. Board has an effective, secure, and efficient voting system.	<b>Compliant</b>		
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.	<b>Non-Compliant</b>		Stockholders are entitled to one vote per share.
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for	<b>Compliant</b>		

consideration or agenda item at the AGM or special meeting.		Please refer to the Company's Manual on Corporate Governance available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	<b>Compliant</b>		
7. Company has a transparent and specific dividend policy.	<b>Compliant</b>	Please refer to the Manual on Corporate Governance, 2019 Annual Report and 2019 Definitive Information Statement available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.			
<b>Recommendation 13.2</b>			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	<b>Non- Compliant</b>		The Company follows the SEC Rules requiring a minimum of fifteen (15) business days for the sending of the Notice of Annual Meeting.  Please refer to the 2019 Definitive Information Statement available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>
<b>Supplemental to Recommendation 13.2</b>			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	<b>Compliant</b>	Please refer to the 2019 Definitive Information Statement available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment,	<b>Compliant</b>		

experience, and directorships in other listed companies)			
b. Auditors seeking appointment/re-appointment	<b>Compliant</b>		
c. Proxy documents	<b>Non-Compliant</b>		The Company does not solicit proxies.
<b>Optional: Recommendation 13.2</b>			
1. Company provides rationale for the agenda items for the annual stockholders meeting			
<b>Recommendation 13.3</b>			
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.	<b>Compliant</b>	The results of the Annual Stockholders' Meeting are disclosed on the same day to the PSE. Please refer to disclosure available at PSE EDGE.	
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.	<b>Non-Compliant</b>		The Company undertakes to make available on the company website within five business days from the end of the meeting.
<b>Supplement to Recommendation 13.3</b>			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	<b>Compliant</b>	Representatives from the external auditor are present during the Annual Stockholders' Meeting.	
<b>Recommendation 13.4</b>			
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.	<b>Non-Compliant</b>		Pursuant to the Company's Manual of Corporate Governance, the Board shall establish and maintain an alternative dispute resolution system that can amicably settle conflicts between the corporation and its stockholders, and the corporation and third parties, including the regulatory authorities. The Company undertakes to establish an alternative dispute mechanism to resolve intra-corporate disputes.
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	<b>Non-Compliant</b>		

<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	<b>Compliant</b>	Below are the contact details of the Company's Corporate Information and Compliance Officer, who is likewise the officer responsible for investor relations. Atty. Chino Paolo Roxas Tel. No. (631) 2892 Fax No. (631) 2846 <a href="mailto:cproxas@mjc150.com">cproxas@mjc150.com</a>	
2. IRO is present at every shareholder's meeting.	<b>Compliant</b>	The IRO, who is also the Corporate Information and Compliance Officer, is present at every shareholders' meeting.	
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	<b>Compliant</b>	In cases of takeovers requiring shareholders' approval, the Board of Directors appoint independent parties to evaluate the fairness of the transaction price whenever deemed necessary. Moreover, the Company had set up reasonable measures, which are intended solely to ensure the continuity of the company and the interests linked to the latter.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	<b>Compliant</b>	Please refer to the Company's Public Ownership Report (POR) disclosed at PSE EDGE.	
<b>Optional: Principle 13</b>			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting			

2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.			
<b>Duties to Stakeholders</b>			
<b>Principle 14:</b> The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
<b>Recommendation 14.1</b>			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	<b>Compliant</b>	Please refer to the Company's Manual of Corporate Governance available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Recommendation 14.2</b>			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	<b>Compliant</b>	Please refer to the Company's Manual of Corporate Governance available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Recommendation 14.3</b>			
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.	<b>Compliant</b>	Please refer to the Company's Whistle Blowing Policy available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
<b>Supplement to Recommendation 14.3</b>			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	<b>Compliant</b>	Alternative dispute resolution mechanisms are found in relevant contracts or documents with stakeholders.	
<b>Additional Recommendations to Principle 14</b>			
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	<b>Compliant</b>	The Company does not seek any exemption from the application of law, rule or regulation on corporate governance issues.	

specific steps being taken to finally comply with the applicable law, rule or regulation.			
2. Company respects intellectual property rights.	<b>Compliant</b>		
<b>Optional: Principle 14</b>			
1. Company discloses its policies and practices that address customers' welfare			
2. Company discloses its policies and practices that address supplier/contractor selection procedures			
<b>Principle 15:</b> 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.			
<b>Recommendation 15.1</b>			
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.	<b>Compliant</b>	The Company implements employee programs covering (i) health, safety and welfare, and (ii) in-house and outside training and development.	
<b>Supplement to Recommendation 15.1</b>			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	<b>Compliant</b>	The Company has in place a merit-based performance incentive mechanism, which awards and incentivizes employees.	
2. Company has policies and practices on health, safety and welfare of its employees.	<b>Compliant</b>	Please refer to the Company's Health and Safety Policy available at available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	
3. Company has policies and practices on training and development of its employees.	<b>Compliant</b>	The Company provides in-house and outside training and development for its employees.	
<b>Recommendation 15.2</b>			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	<b>Compliant</b>	Please refer to the Company's Code of Business Conduct and Ethics available at available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>	

<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	<p><b>Compliant</b></p>	<p>Please refer to the Company's Code of Business Conduct and Ethics available at available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a></p> <p>Department Heads have the responsibility for the monitoring, ensuring, and enforcing compliance with this Code within their department. The Department Heads shall also be responsible for the dissemination thereof and reporting non-compliance, including disciplinary actions after due process.</p>	
<p><b>Supplement to Recommendation 15.2</b></p>			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>	<p><b>Compliant</b></p>	<p>Please refer to the Company's Code of Business Conduct and Ethics available at available at the Company's website: <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a></p>	
<p><b>Recommendation 15.3</b></p>			
<p>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</p>	<p><b>Compliant</b></p>	<p>Please refer to the Company's Whistle Blowing Policy available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a></p>	
<p>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.</p>	<p><b>Compliant</b></p>		
<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p><b>Compliant</b></p>		

<b>Principle 16:</b> The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
<b>Recommendation 16.1</b>			
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.	<b>Compliant</b>	Please refer to the Company's 2019 Sustainability Report (attached to the 2019 Annual Report) available at <a href="http://www.manilajockeyclubinc.com.ph">www.manilajockeyclubinc.com.ph</a>  For the Company' CSR activities, please refer to the Company's website: <a href="http://www.manilajockeyclubinc.com.ph/csr.php">http://www.manilajockeyclubinc.com.ph/csr.php</a>	
<b>Optional: Principle 16</b>			
1. Company ensures 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			