

COVER SHEET

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S.E.C. Registration Number

S	U	P	E	R	C	I	T	Y	R	E	A	L	T	Y	D	E	V	.	C	O	R	P	.				

(Company's Full Name)

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A	D	B		A	V	E	.		O	R	T	I	G	A	S					C	T	R	.	P	A	S	I	G	C	I	T	Y

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

Enrique C. Cunanan

Contact Person

8638-7779

Company Telephone Number

1	2	3	1
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Month *Day*
Fiscal Year

I-ACGR - 2019

FORM TYPE

1	0	2	8
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Month *Day*
Annual Meeting

N/A

Secondary License Type, If Applicable

C	R	M
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Dept. Requiring this Doc.

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Amended Articles Number/Section

	3	6	4
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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

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SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended: **DECEMBER 31, 2019**

2. SEC Identification Number **A200008385** 3. BIR Tax Identification No. **206-816-824**

4. **SUPERCITY REALTY DEVELOPMENT CORPORATION**

Exact name of issuer as specified in its charter

5. **METRO MANILA, PHILIPPINES**

Province, country or other jurisdiction of incorporation

6. (SEC Use Only)

Industry Classification Code:

7. **41st FLOOR JOY NOSTALG CENTER, NO. 17 ADB AVENUE**

ORTIGAS CENTER, PASIG CITY

Address of principal office

1605

Postal Code

8. **(632)86387779**

Issuer's telephone number, including area code

9. Former name or former address, if changed since last report

N/A

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
<p>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.</p>			
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	CG Manual: ARTICLE 3: BOARD GOVERNANCE pages 2-4 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202014.pdf	
2. Board has an appropriate mix of competence and expertise.	Compliant		
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	20-IS Definitive Statement Directors and officers pages 6-8 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2020-IS ASM2019 Definitive%20Full%20Package2.pdf	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	Result of Annual Stockholders Meeting http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%202017-C Results%20of%20ASM%202019.pdf	
Recommendation 1.3			

1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	CG Manual: ARTICLE 3.D: Qualification of Directors http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	
2. Company has an orientation program for first time directors.	Compliant	For previous year, all existing directors attended in 2018 the SEC-PSE Forum on Corporate Governance http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%20-%20ACGR%20SRDC%202016.pdf	There's no new directors elected for the year 2019
3. Company has relevant annual continuing training for all directors.	Compliant	http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%20-%20ACGR%20SRDC%202016.pdf	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	CG Manual: ARTICLE 3.A: Composition of the Board http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf Board's gender: 5 Males and 3 Females	
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	20-IS Definitive, Page 6 Profile of Emilita Mangosing, Corporate Secretary http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2020-IS ASM2019 Definitive%20Full%20Package2.pdf	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3. Corporate Secretary is not a member of the Board of Directors.	Non-compliant		The secretary is a member of the Board.
4. Corporate Secretary attends training/s on corporate governance.	Non-compliant	For previous year, all existing directors attended in 2018 the SEC-PSE Forum on Corporate Governance http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%20-%20ACGR%20SRDC%202016.pdf	For the past years, the secretary attended meetings on corporate governance. However, in 2019, she was unable to attend a particular training on corporate governance.
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	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	20-IS Definitive, Page 9 Profile of Enrique Cunanan, Compliance Officer http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2020-IS ASM2019 Definitive%20Full%20Package2.pdf	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Non-compliant		His current rank is Senior Manager. However, he is authorized by the Board to act as the compliance officer of the Company.
3. Compliance Officer is not a member of the board.	Compliant		

4. Compliance Officer attends training/s on corporate governance.	Non compliant	For previous year, he attended in 2018 the SEC-PSE Forum on Corporate Governance http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%20-%20ACGR%20SRDC%202016.pdf	In 2019, he was unable to attend specific training on corporate governance accredited by SEC. However, for the past previous years, he attended such seminars. Also, in 2019, he attended corporate governance related seminar at PICPA.
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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	The Directors attended and acted as a body in the meetings called for the year. Summary of matters taken up and approved during the Board Meetings are listed at: 20-IS Page 12-Other Matters http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2020-IS ASM2019 Definitive%20Full%20Package2.pdf	
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Recommendation 2.2

1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Summary of matters taken up and approved during the Board Meetings are listed at: 20-IS Page 12-Other Matters http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2020-IS ASM2019 Definitive%20Full%20Package2.pdf	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	Quarterly review of interim financial statements are done during meetings	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	Company's vision, mission and core values: http://www.supercity.com.ph/OurCompanyDetail.aspx Annual review is being done to evaluate and update, if necessary.	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	SEC 17-A Operations, pages 6-8 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2017-A FY%202019%20and%20SR.pdf	
Recommendation 2.3			

1. Board is headed by a competent and qualified Chairperson.	Compliant	20-IS Definitive, Page 6 Profile of Ferdinand Soliman, Chairman. http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2020-IS ASM2019 Definitive%20Full%20Package2.pdf	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Non compliant	CG Manual: ARTICLE 3.F: Responsibilities, Duties and Function of the Board, pages 5-6 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	Succession planning is provided only for the Management. The Board discusses vacancies in for key officers and undergoes the nomination and election. In 2019, there's no changes for directors, officers and management of the company
2. Board adopts a policy on the retirement for directors and key officers.	Non compliant		Currently, there's no retirement policy for directors and key officers other than the mandatory retirement prescribed by DOLE
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	CG Manual: I. Remuneration of Directors and Offices, Page 9 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		For 2019, there's no increase in remuneration of the board
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		For 2019, there's no increase in remuneration package for the board of directors and officers
Optional: Recommendation 2.5			

1. Board approves the remuneration of senior executives.	Compliant	For 2019, there's no increase in remuneration of the board	
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.	Compliant	For 2019, there's no increase in remuneration of the board and there was no bonus given.	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	CG Manual: ARTICLE 3.A: Composition of the Board http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	Page 14, ARTICLE 6 : STOCKHOLDERS' RIGHTS AND PROTECTION OF MINORITY STOCKHOLDERS' INTERESTS	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	20-IS Definitive, Pages 6-8 Profile of Directors and officers http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2020-IS ASM2019 Definitive%20Full%20Package2.pdf	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
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		

6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		
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	
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	CG Manual: ARTICLE 8: DISCLOSURE AND TRANSPARENCY http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	Transactions entered into by the company with related parties, if any, are at arm's length and have terms similar to the transactions entered into with third parties. The related party transactions are conducted under the normal course of business.	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant		
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>	Compliant	<p>Material Related Party Transactions Policy and Guidelines Pages 4-6</p> <p>http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/Supercity%20RPT%20Policy_2019.pdf</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>	Compliant	<p>Material Related Party Transactions Policy and Guidelines Pages 6</p> <p>http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/Supercity%20RPT%20Policy_2019.pdf</p>	
Recommendation 2.8			
<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>	Complaint	<p>CG Manual: ARTICLE 3.A: Composition of the Board, page 6</p> <p>http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf</p> <p>Management team for 2019 is Ferdinand Soliman, Chairman/President; Mylene Lim, Corporate Treasurer.; and Emelita Mangosing, Corprate Secretary</p>	

<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).</p>	<p>Compliant</p>	<p>CG Manual: ARTICLE 3.A: Composition of the Board, page 6 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf</p> <p>Assessment of management performance is done during the meeting when the financial reports are presented.</p>	
Recommendation 2.9			
<p>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.</p>	<p>Compliant</p>	<p>CG Manual: ARTICLE 3. G. Specific Duties and Responsibilities of a Directors, page 7 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf</p>	
<p>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.</p>	<p>Compliant</p>	<p>Performance assessment is done during the meeting when the financial reports are presented.</p>	
Recommendation 2.10			
<p>1. Board oversees that an appropriate internal control system is in place.</p>	<p>Compliant</p>	<p>CG Manual: ARTICLE 3. H. Internal Control Responsibilities of the Board http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf</p>	
<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>	<p>Compliant</p>		

3. Board approves the Internal Audit Charter.	Compliant	Company's audit charter at: http://supercity.com.ph/Disclosures/SEC%20Form%2017-17-C_Audit%20Committee%20Charter%202012%20Final.pdf	
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	CG Manual: ARTICLE 3. H. Internal Control Responsibilities of the Board http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	
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	SEC 17-A Assessment and Management of Risk, page 12 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2017-17-A_FY%202019%20and%20SR.pdf	
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.	Non compliant		The Company has no separate Board Charter but the frameworks and principles of good governance for the Board of Directors are provided in the Manual of Corporate Governance and in the company's by-laws.
2. Board Charter serves as a guide to the directors in the performance of their functions.	Non compliant		
3. Board Charter is publicly available and posted on the company's website.	Non compliant		

Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	CG Manual: ARTICLE 8: DISCLOSURE AND TRANSPARENCY, page 15 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf The board has a clear inside trading policy and the members do not make use of any available advanced information for their advantage. The board is also aware of the block-out rule policy directed to all directors and officers of all PLCs.	
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			

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p>CG Manual: K: Board Committee, page 10 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf</p> <p>17-C Result of annual meeting and organization meeting, page 4 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%202017-C_Results%20of%20ASM%202019.pdf</p>	
Recommendation 3.2			
<p>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.</p>	<p>Compliant</p>	<p>17-C Result of annual meeting and organization meeting, page 4 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%202017-C_Results%20of%20ASM%202019.pdf</p> <p>CG Manual: ARTICLE 5: ACCOUNTABILITY AND AUDIT http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf</p>	

2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Non compliant	17-C Result of annual meeting and organization meeting, page 4 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2017-C Results%20of%20ASM%202019.pdf	Only the chairwoman is independent. However, the committee acts as an independent body when making its decision.
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	17-C Result of annual meeting and organization meeting, page 4 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2017-C Results%20of%20ASM%202019.pdf	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	20-IS Definitive, Pages 6-8 Profile of Directors and officers http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2020-IS ASM2019 Definitive%20Full%20Package2.pdf	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	For 2019, the external auditor did not provide non-audit services for the company	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Non compliant		Management is present also when discussing the financial audit with the external auditor. The independence of Audit Committee is not impaired even if there is a representative from the management
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	17-C Result of annual meeting and organization meeting, page 4 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2017-C_Results%20of%20ASM%202019.pdf	The Nomination and Remuneration Committee is still the one in-charge of this function. However, the management will establish one if the need arises
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non compliant		Currently there are only 2 independent directors of the company due to its minimal activities. The Company will add more independent directors if it becomes necessary
3. Chairman of the Corporate Governance Committee is an independent director.	Non compliant		Nomination and Remuneration Committee is still the one in-charge of this function. However, the management will establish one if the need arises
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	Company's Enterprise Risk Management System http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/Enterprise%20Risk%20Management.pdf	This function is handled by the Audit Committee since the Company has only few business activities for the past years. However, the board will establish one if the need arises.
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Non compliant		This function is handled by the Audit Committee since the Company has only few business activities for the past years. However, the board will establish one if the need arises.
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Non Compliant		This function is handled by the Audit Committee since the Company has only few business activities for the past years. However, the board will establish one if the need arises.
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Non compliant		This function is handled by the Audit Committee since the Company has only few business activities for the past years. However, the board will establish one if the need arises.
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		The Company does not currently have Related Party Transactions Committee. However, all related party transactions, if any, are reviewed by the board and ensures that all these transactions are done at arm's length transactions and to the benefit of the company and its stakeholders. Moreover, the board will establish one if the need arises.
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Non compliant		
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.	Non compliant	CG Manual: K: Board Committee, page 10 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	Some established committees had no Committee Charters. However, the Revised Manual on Corporate Governance prescribed the purpose, objectives, composition, and other relevant information.
2. Committee Charters provide standards for evaluating the performance of the Committees.	Non compliant		Performance evaluation is done by the board, if it's not stated in the charter.
3. Committee Charters were fully disclosed on the company's website.	Non compliant	Company's audit charter at: http://supercity.com.ph/Disclosures/SEC%20Form%2017- C_Audit%20Committee%20Charter%202012%20Final.pdf	Some established committees had no Committee Charters. However, the Revised Manual on Corporate Governance prescribed the purpose, objectives, composition, and other relevant information.

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.	Compliant	There is no tele/video conferencing conducted in the year 2019. Meetings were attended by the board in person.	
2. The directors review meeting materials for all Board and Committee meetings.	Complaint	Meetings attended by the board. http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/BODMeetingAttendance.pdf	

<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	<p>Complaint</p>	<p>Result of annual meeting http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2017-C_Results%20of%20ASM%202019.pdf Meetings attended by the board. http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/BODMeetingAttendance.pdf</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>CG Manual: B: Multiple Board Seats, page 3 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf</p>	
<p>Recommendation 4.3</p>			
<p>1. The directors notify the company's board before accepting a directorship in another company.</p>	<p>Compliant</p>	<p>There's no director that accepted directorship with another company in the year 2019</p>	
<p>Optional: Principle 4</p>			
<p>1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.</p>			
<p>2. Company schedules board of directors' meetings before the start of the financial year.</p> <p>3.</p>			

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		There are only 2 independent directors out of the total 7 directors which is 28%. The company will increase its independent directors if the need arises.
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Recommendation 5.2

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	20-IS Definitive, Profile of Independent Directors, page 7 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2020-IS_ASM2017_Definitive%20with%20signature%20v2.pdf	
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Supplement to Recommendation 5.2

1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	CG Manual: Article 6: Stockholder's rights http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	
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Recommendation 5.3

1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Nine (9) years limit is not yet reached	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	Nine (9) years limit is not yet reached	

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	Nine (9) years limit is not yet reached	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Non compliant	The Chairman and CEO of the company is Engr. Ferdinand Soliman.	Presently, the Company has only few business transactions that can be handled by the Chairman himself. Moreover, the Board acts as one body in case when there are issues to be resolved. Moving forward when the Company expands into real estate activities, a separate person shall be appointed as CEO of the Company
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	CG Manual: Article 3.C. The Chair and Chief Executive Officer, page 3 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	CG Manual: Article 3.A. Composition of the Board, pages 2-3 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf Chairman is not an independent but the company has two independent directors, one of them is designated as the lead director.	
Recommendation 5.6			

1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	There was no transactions regarding this case in 2019	
Recommendation 5.7			
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	Full compliance with this recommendation is not met due to the size, structure, risk profile and few business transactions for the year 2019. However, committee meetings, if any, where chaired by an independent director.	The Company had only few business transactions for the past years that the non-executive directors was prompted to call for a meeting with external auditor and heads of the internal audit, compliance and risk functions, without any executive presence. If it's necessary the NEDs are allowed to call a meeting without executive presence.
2. The meetings are chaired by the lead independent director.	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.	Non compliant		No written performance evaluation was in place however, the Board performs a self-evaluation in which their annual performance is evaluated
2. The Chairman conducts a self-assessment of his performance.	Non compliant		No written performance evaluation was in place however, the Board performs a self-evaluation in which their annual performance is evaluated
3. The individual members conduct a self-assessment of their performance.	Non compliant		No written performance evaluation was in place however, the Board performs a self-evaluation in which their annual performance is evaluated

4. Each committee conducts a self-assessment of its performance.	Non compliant		No written performance evaluation was in place however, the Board performs a self-evaluation in which their annual performance is evaluated
5. Every three years, the assessments are supported by an external facilitator.	Non compliant		No written performance evaluation was in place however, the Board performs a self-evaluation in which their annual performance is evaluated
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.	Non compliance		No written performance evaluation was in Place. However, the Board performs a self-evaluation in which their annual performance is evaluated, usually this is done during the review of the financial statements
2. The system allows for a feedback mechanism from the shareholders.	Non compliant		
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	The Company's Code of Ethics and rules of Conduct prescribed the standards for professional and ethical behavior in dealing with internal and external transactions of the Company.	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	For the proper implementation and monitoring of the Code of Ethics and rules of Conduct, these were distributed to the employee or directors upon employment or election	

3. The Code is disclosed and made available to the public through the company website.	Compliant	Company's Code of Business Conduct and Ethics http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/Code%20of%20Business%20Conduct%20and%20Ethics.pdf	
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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	The Company prohibits the offering, paying and receiving bribes as stated in its Company's Code of Business Conduct and Ethics	
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Recommendation 7.2

1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	All directors and employees of the company are covered by the Code. The Board reviews the compliance from time to time.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant		

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	CG Manual: Article 8. Disclosure and Transparency, page 15 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	
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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>Non Compliant</p>		<p>Annual Financial Reports were filed within the 90 days from the end of the fiscal year. However for 2019, the AFS were filed on June 30, 2020 which is within the extended deadline. The quarterly reports were filed ahead or on time which is 45 days after the end of each quarter as required by the standard.</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>SEC 17-A Pages 12,14, 88 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2017-A FY%202019%20and%20SR.pdf</p> <p>There are no cross-holdings among company affiliates</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>CG Manual: Article 3. M. The Compliance Officer, Page 2 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf</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>There's no dealing made by any stockholders in 2019</p>	
<p>Supplement to Recommendation 8.2</p>			

<p>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).</p>	<p>Compliant</p>	<p>Top 100 stockholders http://www.supercity.com.ph/Disclosures/Top%20100%20stockholder%20of%20SRDC%202019%20q4.pdf Public ownership report http://www.supercity.com.ph/Disclosures/Top%20100%20Stockholder%20of%20SRDC%202019%20q4.pdf</p> <p>There is no company's Conglomerate Map since the company has no affiliates.</p>	
Recommendation 8.3			
<p>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.</p>	<p>Compliant</p>	<p>20-IS Definitive, Pages 6-8 Profile of Directors and officers http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2020-IS ASM2019 Definitive%20Full%20Package2.pdf</p>	
<p>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.</p>	<p>Compliant</p>	<p>20-IS Definitive, Pages 6-8 Profile of Directors and officers http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2020-IS ASM2019 Definitive%20Full%20Package2.pdf</p>	
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	CG Manual: Article 3. J: Remuneration of Directors and Officers Page 9 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant		
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	SEC Form 17-A Remuneration, Page 28 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2017-A%20FY%202019%20and%20SR.pdf	
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	CG Manual: Article 8. Disclosure and Transparency http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf No related party transaction with subject/ director/ officer, other than the per diem received for attendance in the meeting	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	No related party transaction with subject/ director/ officer, other than the per diem received for attendance in the meeting	

Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Complaint	No related party transaction with subject/ director/ officer, other than the per diem received for attendance in the meeting	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.		Provide link or reference where this is disclosed, if any	
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	No instances for this transaction occurred in 2019	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	No instances for this transaction occurred in 2019	
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	Company will disclose the existence justification and all the necessary details that may impact on the control ownership and strategic direction of the company, if any.	
Recommendation 8.7			

1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	CG Manual: http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf		
2. Company's MCG is submitted to the SEC and PSE.	Compliant			
3. Company's MCG is posted on its company website.	Compliant			
Supplement to Recommendation 8.7				
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	CG Manual: http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf		
Optional: Principle 8				
1. Does the company's Annual Report disclose the following information:	Compliant	SEC 17-A http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%202017-A_FY%202019%20and%20SR.pdf		
a. Corporate Objectives	Compliant		Page 3-4	
b. Financial performance indicators	Compliant		Page 84	
c. Non-financial performance indicators	Non compliant			Non financial indicators were not included. However, the report includes business objectives, risk assessment and other non-financial transactions.

d. Dividend Policy	Compliant	Page 15, no dividends declared	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	Page 26-27	
f. Attendance details of each director in all directors meetings held during the year	Non compliant		This is reported under the 20-IS Definitive Statement and in other reports
g. Total remuneration of each member of the board of directors	Compliant	Page 28	
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	SEC 17-A Page 32 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2017-A%20FY%202019%20and%20SR.pdf	
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	SEC 17-A Page 32 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2017-A%20FY%202017%20Full%20Package.pdf	
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.	Non compliant	Provide link or reference to where this is contained in the Annual Report	The report does not include a statement of the adequacy of the internal control/risk management system. The external auditor evaluates the internal control of the company. The annual reports include a statement of management responsibility.

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	SEC 17-A Page 12 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2017-A_FY%202019%20and%20SR.pdf	
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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. A7udit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Audit committee charter page 4 http://www.supercity.com.ph/Disclosures/SEC%20Form%2017-C_Audit%20Committee%20Charter%202012%20Final.pdf	
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	Reappointment was approved by stockholders owning 75.34% of the total outstanding share. Result of ASM http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2017-C_Results%20of%20ASM%202019.pdf	
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.	Compliant	The company's auditor is retained by the company.	

Supplement to Recommendation 9.1

1. Company has a policy of rotating the lead audit partner every five years.	Compliant	CG Manual: Article 5 Page 13 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	
Recommendation 9.2			
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.	Compliant	Audit Committee Charter: http://www.supercity.com.ph/Disclosures/SEC%20Form%2017-C_Audit%20Committee%20Charter%202012%20Final.pdf	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	Audit Committee Charter: http://www.supercity.com.ph/Disclosures/SEC%20Form%2017-C_Audit%20Committee%20Charter%202012%20Final.pdf	
Supplement to Recommendations 9.2			

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.	Compliant	Audit Committee Charter: http://www.supercity.com.ph/Disclosures/SEC%20Form%2017-C_Audit%20Committee%20Charter%202012%20Final.pdf	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Audit Committee Charter: http://www.supercity.com.ph/Disclosures/SEC%20Form%2017-C_Audit%20Committee%20Charter%202012%20Final.pdf	
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.	Compliant	For the year 2019, there was non-audit services performed by the external auditor.	
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.	Compliant	Audit Committee Charter: External Audit, Pages 6-7 http://www.supercity.com.ph/Disclosures/SEC%20Form%2017-C_Audit%20Committee%20Charter%202012%20Final.pdf	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	For the year 2019, there was non-audit services performed by the external auditor.	
Additional Recommendation to Principle 9			

1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	Jessie C. Carpio Accreditation No: 0057831 Valid Date of accreditation: March 25, 2019 Date of expiration: March 25, 2022 Firm Name: Punongbayan ang Araullo Address: 19th & 20th Floor Tower 1, The Enterprise Center, 6766 Ayala Ave, Makati City	
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).	Compliant	The Company's auditor is not subjected to the SOAR inspection program.	

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.	Compliant	17-A Annex on Sustainability Report http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2017-A_FY%202019%20and%20SR.pdf	For the year 2019, there's no EESG critical issues. Otherwise, these issues will be reported to the stakeholders as need.
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	17-A Annex on Sustainability Report http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2017-A_FY%202019%20and%20SR.pdf	

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

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.	Compliant	The company uses its websites to disclose its annual, quarterly and other reports. Company web site, SEC Filing: http://www.supercity.com.ph/SEC%20Filing.aspx	The company had few business transactions for the past several years.
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Supplemental to Principle 11

1. Company has a website disclosing up-to-date information on the following:	Compliant	Company website, SEC Filing: http://www.supercity.com.ph	
a. Financial statements/reports (latest quarterly)	Compliant		
b. Materials provided in briefings to analysts and media	Non compliant		There were no briefings to analysts and media conducted in the year 2019
c. Downloadable annual report	Compliant		
d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		

Additional Recommendation to Principle 11

1. Company complies with SEC-prescribed website template.	Compliant	Company website http://www.supercity.com.ph	
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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

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>Compliant</p>	<p>Code of Business Conduct and Ethics http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/Code%20of%20Business%20Conduct%20and%20Ethics.pdf</p>	<p>The company had few business transactions for the past several years. There are no quality service programs for the internal audit functions conducted in the year 2019. The audit committee reviews and discussed internal controls with the board as the need arises.</p>
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Compliant</p>	<p>Enterprise Risk Management System http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/Enterprise%20Risk%20Management.pdf</p>	<p>The company had few business transactions for the past several years. There are no quality service programs for the internal audit functions conducted in the year 2019. The audit committee reviews and discussed internal controls with the board as the need arises. Moreover, risks of the company are disclosed annually on its Audited Financial Statements.</p>

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>Enterprise Risk Management System http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/Enterprise%20Risk%20Management.pdf</p>	
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Optional: Recommendation 12.1

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.	Non compliant		There is no IT governance in place. However, the company has adequate measures relating to IT related risks. Backups are regularly made and kept on a safe place.
Recommendation 12.2			
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.	Non compliant		The internal audit function is done by the Audit Committee as needed.
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Non compliant		The company had no appointed CAE. However, it has Audit Committee that oversees the internal controls of the company
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		The internal audit function is done by the Audit Committee as needed.
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		The internal audit function is done by the audit committee as needed.
Recommendation 12.4			

1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Non compliant		The is no separate risk management committee, this function is done by the audit committee as needed.
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Non compliance		The company had not seek external technical support. However, if this company finds it necessary, it will seek technical support from external sources.
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 compliance		The company had no CRO. However, if this company finds it necessary, it will establish a separate Risk Management Committee. This function is currently done by the Audit Committee.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Non Compliance		
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 compliance		There was no formal attestation specifically made that a sound internal audit is in place. However, the audit committee and the external auditor evaluate the company's internal control during the annual financial audit. Moreover, Statement of Management Responsibility is issued as part of the AFS.
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	CG Manual ARTICLE 6 : STOCKHOLDERS' RIGHTS AND PROTECTION OF MINORITY STOCKHOLDERS' INTERESTS	

2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf http://www.supercity.com.ph/	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	CG Manual ARTICLE 6 : STOCKHOLDERS' RIGHTS AND PROTECTION OF MINORITY STOCKHOLDERS' INTERESTS http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf Company by-laws Section 7 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/Articles%20and%20Bylaws%20SRDC.pdf	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	Provide information on all classes of shares, including their voting rights if any.	
3. Board has an effective, secure, and efficient voting system.	Compliant	20-IS Definitive, Page 13 Voting Procedures http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2020-IS ASM2019 Definitive%20Full%20Package2.pdf Voting is by poll. Show of hands can also be used for other matters to be acted upon as needed.	

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 majority of minority are required to vote on certain matters. However, in 2019, there was no such case raised.	
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	In 2019, there was such case raised where shareholders called a special meeting	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	CG Manual ARTICLE 6 : STOCKHOLDERS' RIGHTS AND PROTECTION OF MINORITY STOCKHOLDERS' INTERESTS http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	
7. Company has a transparent and specific dividend policy.	Compliant	Company by-laws Article VII: Dividends and Finance http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/Articles%20and%20Bylaws%20SRDC.pdf In 2019, there was no dividends declared	
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			

<p>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.</p>	<p>Non compliant</p>	<p>20-IS Definitive, http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2020-IS_ASM2019_Definitive%20Full%20Package2.pdf</p>	<p>Final Notice of meeting was given only 25 days before the meeting. However, preliminary notice was given earlier.</p> <p>No changes in the remuneration package for 2019 and therefore not included in the agenda</p>
Supplemental to Recommendation 13.2			
<p>1. Company's Notice of Annual Stockholders' Meeting contains the following information:</p>		<p>Notice of Annual Meeting http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/NoticeOfMeeting_ASM_2020.pdf</p>	
<p>a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)</p>	<p>Compliant</p>	<p>20-IS Definitive, Profile of Directors Pages 6-8 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2020-IS_ASM2019_Definitive%20Full%20Package2.pdf</p>	
<p>b. Auditors seeking appointment/re-appointment</p>	<p>Compliant</p>	<p>20-IS Definitive, Independent Public Accountant Page 10 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2020-IS_ASM2019_Definitive%20Full%20Package2.pdf</p>	

c. Proxy documents	Compliant	20-IS Definitive, Page 14 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2020-IS_ASM2019_Definitive%20Full%20Package2.pdf	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	20-IS Definitive, Action with Respect to Reports, Pages 11-12 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2020-IS_ASM2017_Definitive%20with%20signature%20v2.pdf	
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	Result of the last ASM http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%202017-C_Results%20of%20ASM%202019.pdf	
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	Result of the last ASM http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%202017-C_Results%20of%20ASM%202019.pdf All agenda which need voting approval were approved by poll. At the end of the listed agenda, stockholders were given an opportunity to ask questions. No further questions were raised.	

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	Result of the last ASM http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/SEC%20Form%2017-C Results%20of%20ASM%202019.pdf External Auditor was present during the meeting	
Recommendation 13.4			
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.	Non compliant	CG Manual Page 7 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	There was no intra-company disputes among and between stockholders and the company.
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Non compliant	CG Manual Page 7 http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	The company has no prescribed ADR system. However, in case of disputes the company will offer alternative to amicably settle any conflicts or differences between the company and its stockholders.
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	The Corporate Secretary is the acting IRO: Name: Emelita Mangosing Tele/fax: 8638-7779 Email: helpdesk@supercity.com.ph	
2. IRO is present at every shareholder's meeting.	Compliant	The Corporate Secretary is the acting IRO and was present during the meeting	
Supplemental Recommendations to Principle 13			

1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	The company avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group. For 2019, there's no instance of this nature.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	The company's public float is 48.89%. http://www.supercity.com.ph/Disclosures/Public%20Ownership%20Report%202019%20Q4.pdf	

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	CG Manual Article 1. Definition of Terms Corporate Governance. http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	
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Recommendation 14.2

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	CG Manual http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	
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	Name: Emelita Mangosing Tele/fax: 8638-7779 Address: helpdesk@supercity.com.ph CG Manual http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf	
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.	Non compliant		The company has no established ADR system. However, in case of disputes the company will offer alternative to amicably settle any conflicts or differences between the company and its stockholders.
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	No request for exemption was made by the Company in the year 2019	
2. Company respects intellectual property rights.	Compliant	Company respects IPR and no instances of violation was reported.	

Optional: Principle 14			
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.	Compliant	CG Manual http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/CG%20Manual%20Revised%202017.pdf Company's vision, mission, goals and budgets are also discuss with the employees during meetings	
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 company has no employee stock option plan (ESOP). However, the company acknowledges and promotes deserving employees and giving financial rewards.
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	Company promotes health, safety and welfare of its employees. Some employees attended trainings on safety and other related seminars in 2019 as required by PCAB.	

3. Company has policies and practices on training and development of its employees.	Compliant	Employees are encouraged to take seminars and training to improve their skills and knowledge. The company's safety engineer/s is required to attend seminars as prescribed by PCAB	
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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.	Compliant	Code of business conducts and ethics http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/Code%20of%20Business%20Conduct%20and%20Ethics.pdf	
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2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	The board disseminates programs that encourage employees to help achieve its mission and vision. Employees are encourage to attend training seminars Code of business conducts and ethics http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/Code%20of%20Business%20Conduct%20and%20Ethics.pdf	
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Supplement to Recommendation 15.2

<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>	<p>Compliant</p>	<p>Code of business conducts and ethics http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/Code%20of%20Business%20Conduct%20and%20Ethics.pdf No violations of the company policy was reported in 2019.</p>	
Recommendation 15.3			
<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>Compliant</p>	<p>Code of business conducts and ethics http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/Code%20of%20Business%20Conduct%20and%20Ethics.pdf Employees are encourage to inform their immediate superior for any violations who, in turn, will report to the company's president. Any violation will be dealt accordingly. For the year 2019, there was no reported incident of violation.</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>Compliant</p>	<p>Code of business conducts and ethics http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/Code%20of%20Business%20Conduct%20and%20Ethics.pdf Employees at their discretion may report directly to the audit committee or to the independent directors, any violations. For the year 2019, there was no incident violating the code of conduct.</p>	


3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Code of business conducts and ethics http://www.supercity.com.ph/PdfViewer.aspx?filename=Disclosures/Code%20of%20Business%20Conduct%20and%20Ethics.pdf The board will conduct the necessary investigation for any reported incident. If a member of the board is involved, the case may be forwarded to the audit committee to handle the investigation.	
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.	Non compliant		For the year 2019, the company has not engaged in promotional activities. The company is willing to promote growth in the communities its operates whenever possible.
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.	
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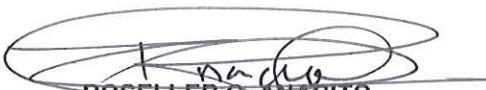
SIGNATURES

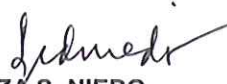
Pursuant to the requirements of Security and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Pasig on July 28, 2020.

By:



FERDINAND Z. SOLIMAN
Chairman of the Board


FERNANDO MAMUYAC
Principal Operating Officer


ROSELLER C. ANACITO
Independent Director


LIZA S. NIEDO
Independent Director


EMELITA MANGOSING
Corporate Secretary



ENRIQUE C. CUNANAN
Compliance Officer

JUL 28 2020

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2020 affiant(s) exhibiting to me his/their Residence Certificates/TIN, as follows:

NAMES	TIN
Ferdinand Soliman	106-835-141
Roseller Anacito	157-467-745
Emelita Mangosing	106-962-707
Enrique Cunanan	116-426-195
Liza S. Niedo	115-883-241
Fernando B. Mamuyac	108-785-502

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Series No: 0000


ATTY. JOSEFA P. LAPUZ
Notary Public for Makati City
Appointment #11-66 until 12/31/2021
PTR No. 8116016- Jan. 2, 2020, Makati City
Roll No. 45790, IBP Lifetime #0489717-3-03
MCLE No. VI-0916565/Jan. 14, 2019
G/F Fedman Suites, 199 Salcedo Street
Legaspi Village, Makati City