

COVER SHEET

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SEC Registration No.

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(Company's Full Name)

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

Atty. Nestor S. Romulo																								
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Contact Person

(632) 8706-7888																								
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Contact Telephone No.

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Fiscal Year

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FORM TYPE

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Month Day

Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

789

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, 2021**
2. SEC Identification Number **296**
3. BIR Tax Identification No. **000-130-411**
4. Exact name of issuer as specified in its charter **METRO ALLIANCE HOLDINGS & EQUITIES CORP.**
5. **METRO MANILA, PHILIPPINES**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **35F ONE CORPORATE CENTRE, DONA JULIA VARGAS COR.**
MERALCO AVES. ORTIGAS CENTER, PASIG CITY **1605**
Address of principal office Postal Code
8. **(632) 8706-7888**
Issuer's telephone number, including area code
9. **N/A**
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Annual Report • 2021 Information Statement • 2017 Revised Manual on Corporate Governance 	
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		
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Annual Report • 2021 Information Statement 	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance • Board of Director's Charter 	
2. Company has an orientation program for first time directors.	COMPLIANT		
3. Company has relevant annual continuing training for all directors.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Advisement Letter on Corporate Governance Seminar 	
Recommendation 1.4			

1. Board has a policy on board diversity.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance 	
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.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance • Board of Director's Charter 	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Annual Report • 2021 Information Statement • 2017 Revised Manual on Corporate Governance • 2021 Results of Organizational Meeting of the Board of Directors • 2021 General Information Sheet 	
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 Company's Corporate Secretary is currently a member of the Board of Directors. The Company is still in the process of looking for a Corporate Secretary. In compliance to the principle, the Corporate Secretary is competent and works in the best interest of the shareholders and other stakeholders.
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Advisement Letter on Corporate Governance Seminar 	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	NON-COMPLIANT		Materials for board meeting are distributed as necessary. In some instances, urgency of the matters to be discussed require immediate attention.
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Results of Organizational Meeting of the Board of Directors • 2017 Revised Manual on Corporate Governance 	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT		

3. Compliance Officer is not a member of the board.	NON-COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 General Information Sheet • 2021 Results of Organizational Meeting of the Board of Director 	Same as the case with Corporate Secretary. Please see remarks IN recommendation 1.5 above.
4. Compliance Officer attends training/s on corporate governance.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Advisement Letter on Corporate Governance Seminar 	

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	Website: www.metroalliance.com <ul style="list-style-type: none"> • Board of Director's Charter • 2017 Revised Manual on Corporate Governance • Minutes of Meetings • 2021 Results of Annual Stockholders' Meeting • 2021 Results of Organizational Meeting of the Board of Directors 	
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Recommendation 2.2

1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • Board of Director's Charter • 2017 Revised Manual on Corporate Governance • Minutes of Meetings <p><i>The Board annually reviews the business objectives and strategy of the Company.</i></p>	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	COMPLIANT		

Supplement to Recommendation 2.2

1. Board has a clearly defined and updated vision, mission and core values.	COMPLIANT	Website: www.metroalliance.com <p><i>The Board annually reviews the vision, mission and core values of the Company.</i></p>	
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2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> Board of Director's Charter 	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2021 Annual Report 2021 Information Statement 2021 General Information Sheet 2021 Results of Organizational Meeting of the Board of Director 	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> Board of Director's Charter 2017 Revised Manual on Corporate Governance Nomination Committee Charter 2016 Amended By-Laws 	
2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT		
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> Board of Director's Charter Compensation Committee Charter 2017 Revised Manual on Corporate Governance 	
2. Board adopts a policy specifying the relationship between remuneration and performance.	COMPLIANT		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT		
Optional: Recommendation 2.5			
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.			
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Recommendation 2.6

1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance • Nomination Committee Charter • 2021 Information Statement • 2021 Results of Annual Stockholders' Meeting 	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	COMPLIANT		
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.	NON-COMPLIANT		The board members are screened by members of the nomination committee.
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Recommendation 2.7

1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance • 2019 Material Related Party Transaction Policy • 2021 Annual Report 	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, and risk profile and complexity of operations.	COMPLIANT	<i>The Company has RPT for the year 2021, which was disclosed in the financial statements and annual report.</i>	
Supplement to Recommendations 2.7			
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.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance • 2019 Material Related Party Transaction Policy 	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Information Statement • 2021 Results of Annual Stockholders' Meeting 	
Recommendation 2.8			

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).	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance • 2021 Results of Annual Stockholders' Meeting • 2021 Results of Organizational Meeting of the Board of Directors 	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance • Board of Director's Charter 	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance 	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT		
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance • Board of Director's Charter • Audit Committee Charter 	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT		
3. Board approves the Internal Audit Charter.	COMPLIANT		
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	Website: www.metroalliance.com <ul style="list-style-type: none"> 2017 Revised Manual on Corporate Governance 	
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		

Recommendation 2.12

1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> Board of Director's Charter 	
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT		
3. Board Charter is publicly available and posted on the company's website.	COMPLIANT		

Additional Recommendation to Principle 2

1. Board has a clear insider trading policy.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> Insider Trading Policy 	
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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.	COMPLIANT	Website: www.metroalliance.com The Company has a policy in place for Related Party Transactions.	
2. Company discloses the types of decision requiring board of directors' approval.			

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

Recommendation 3.1

1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2017 Revised Manual on Corporate Governance 	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2017 Revised Manual on Corporate Governance Audit Committee Charter 	
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	Website: www.metroalliance.com <ul style="list-style-type: none"> Audit Committee Charter 2021 Results of Organizational Meeting of the Board of Directors 	Due to minimal operation of the Company, the Committee is composed of an Independent Director and two members of the Board of directors. In compliance to the principle, the Chairman is an Independent Director to ensure effective performance of the Board's functions.
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2021 Annual Report 	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	NON-COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2021 Annual Report 2021 Results of Organizational Meeting of the Board of Directors 	The Chairman of the Audit Committee is also the Chairman of Risk Management/ Corporate Governance Committee. In compliance to the principle, the Chairman is competent and works in the best interest of the shareholders and other stakeholders.
Supplement to Recommendation 3.2			

1. Audit Committee approves all non-audit services conducted by the external auditor.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • Audit Committee Charter • 2021 Information Statement • 2021 Results of Annual Stockholders' Meeting 	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • Audit Committee Charter • 2021 Information Statement 	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	NON-COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • Audit Committee Charter • 2021 Information Statement • Minutes of Meetings 	The Audit Committee members held meetings when necessary specifically during approval of financial statements
2. Audit Committee approves the appointment and removal of the internal auditor.	COMPLIANT		
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.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance 	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	NON-COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Results of Organizational Meeting of the Board of Directors 	Due to minimal operations of the Company, the Committee is composed of two (2) independent directors and one (1) member of the board. In compliance with the principle, the Committee's Chairman and majority of whom are independent directors to ensure effective performance of the Board's functions.
3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT		

Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.			
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	Website: www.metroalliance.com • 2017 Revised Manual on Corporate Governance	Due to minimal operations of the Company, the Chairman of BROC is the same as with the Chairman of Audit Committee. In compliance with the principle, the Committee's Chairman is an independent director to ensure effective performance of the Board's functions.
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	NON-COMPLIANT		
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	NON-COMPLIANT		
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	NON-COMPLIANT		
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	Website: www.metroalliance.com • 2017 Revised Manual on Corporate Governance	Same as the case with Audit Committee. Please see remarks above.
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	NON-COMPLIANT		Same as the case with Audit Committee. Please see remarks above.
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	Website: www.metroalliance.com • 2017 Revised Manual on Corporate Governance	

2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT	
3. Committee Charters were fully disclosed on the company's website.	COMPLIANT	

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	Website: www.metroalliance.com <ul style="list-style-type: none"> Minutes of Meetings 	
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2017 Revised Manual on Corporate Governance 	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> Minutes of Meetings 	

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 prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2017 Revised Manual on Corporate Governance 	
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Recommendation 4.3

1. The directors notify the company's board before accepting a directorship in another company.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2017 Revised Manual on Corporate Governance <p><i>No new directorship in another company occurred during 2021.</i></p>	
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Optional: Principle 4

1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	NON-COMPLIANT		
2. Company schedules board of directors' meetings before the start of the financial year.	NON-COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> Minutes of Meetings 	The board meetings are called as necessary.
3. Board of directors meets at least six times during the year.	NON-COMPLIANT		
4. Company requires as minimum quorum of at least 2/3 for board decisions.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2021 Information Statement 	

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	Website: www.metroalliance.com <ul style="list-style-type: none"> 2021 Information Statement 2021 Annual Report 2021 Results of Organizational Meeting of the Board of Directors 	The Board comprises of two (2) independent directors only. In compliance with the principle, the independent directors sit in various committees to exercise an objective and independent judgment on all corporate affairs. The Company is still in the process of looking for additional independent directors.
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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	Website: www.metroalliance.com <ul style="list-style-type: none"> 2017 Revised Manual on Corporate Governance 2021 Information Statement 	
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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	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance • 2021 Information Statement 	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance • 2021 Information Statement <p><i>No such instance occurred during 2021.</i></p>	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	COMPLIANT		
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		
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Results of Organizational Meeting of the Board of Directors 	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance 	
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	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance • Board of Director's Charter The Chairman of the board designated Atty. Aristeo R. Cruz as lead independent 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	<i>No transaction involving a director with material interest at such occurred during 2021.</i>	
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		Due to minimal operations of the Company, the NEDs have not found cause or reason to conduct a separate meeting with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.
2. The meetings are chaired by the lead independent director.	NON-COMPLIANT		In compliance to the principle, NEDs regularly attend board meetings to exercise an objective and independent judgment on all corporate affairs.
Optional: Principle 5			
1. None of the directors is a former CEO of the company in 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	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate 	The principle is indicated in the Company's Revised Manual on Corporate Governance

2. The Chairman conducts a self-assessment of his performance.	NON-COMPLIANT	Governance	but there was no written self-assessment of each individual or committee's performance. This program is still being developed by the Board of directors. In compliance to the principle, during the Annual Corporate Governance Seminar, the Board was able to revisit and assess again the requirements and demands of their position.
3. The individual members conduct a self-assessment of their performance.	NON-COMPLIANT		
4. Each committee conducts a self-assessment of its performance.	NON-COMPLIANT		
5. Every three years, the assessments are supported by an external facilitator.	NON-COMPLIANT		
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2017 Revised Manual on Corporate Governance Board of Director's Charter 	
2. The system allows for a feedback mechanism from the shareholders.	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	Website: www.metroalliance.com <ul style="list-style-type: none"> Code of Business Conduct and Ethics 	
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT	Website: www.metroalliance.com <i>The board, senior management and employees were given copies of the Code and are made available to the Company's official website.</i>	

3. The Code is disclosed and made available to the public through the company website.	COMPLIANT	Website: www.metroalliance.com	
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	Website: www.metroalliance.com <ul style="list-style-type: none"> Code of Business Conduct and Ethics 	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> Code of Business Conduct and Ethics 	
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	Website: www.metroalliance.com <ul style="list-style-type: none"> 2017 Revised Manual on Corporate Governance 	
Supplement to Recommendations 8.1			

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.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Annual Report • 2021 Quarterly Reports <i>Annual and quarterly reports were filed to SEC and PSE within the prescribed time, with the required extension allowed by both regulatory sectors.</i>	
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.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Annual Report 	
Recommendation 8.2			
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.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance 	
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.	COMPLIANT		
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Annual Report • Top 100 Stockholders • Corporate Structure 	
Recommendation 8.3			

1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Annual Report • 2021 Information Sheet 	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT		
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	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance 	
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	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance • 2021 Information Statement • 2021 Annual Report 	
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	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance • 2019 Material Related Party Transaction Policy 	
2. Company discloses material or significant RPTs reviewed and approved during the year.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Annual Report 	

Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2017 Revised Manual on Corporate Governance <p><i>No such transactions or conflict of interest occurred during 2021.</i></p>	
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.	COMPLIANT	Website: www.metroalliance.com <p>The Company has a policy in place for Related Party Transactions.</p>	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2021 Annual Report 2021 Quarterly Reports 	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	COMPLIANT	<i>No material acquisition or disposal of assets that could adversely affect the viability or the interest of the Company's shareholders and other stakeholders occurred during 2021.</i>	
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	Website: www.metroalliance.com <ul style="list-style-type: none"> 2021 Information Statement 2021 Annual Report 	
Recommendation 8.7			

1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2017 Revised Manual on Corporate Governance 	
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	Website: www.metroalliance.com <ul style="list-style-type: none"> 2017 Revised Manual on Corporate Governance 	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2021 Annual Report 	
a. Corporate Objectives	COMPLIANT		
b. Financial performance indicators	COMPLIANT		
c. Non-financial performance indicators	COMPLIANT		
d. Dividend Policy	COMPLIANT		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	COMPLIANT		
f. Attendance details of each director in all directors meetings held during the year	COMPLIANT		
g. Total remuneration of each member of the board of directors	COMPLIANT		
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	COMPLIANT		

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		
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	COMPLIANT		
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		

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance • 2021 Information Statement • 2021 Results of Annual Stockholders' Meeting 	
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	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Results of Annual Stockholders' Meeting 	

3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	COMPLIANT	<i>No removal of external auditor occurred during 2021.</i>	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	COMPLIANT	Website: www.metroalliance.com • 2021 Information Statement	
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	Website: www.metroalliance.com • Audit Committee Charter	
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		
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	Website: www.metroalliance.com • Audit Committee Charter	

2. Audit Committee ensures that the external auditor has adequate quality control procedures.	COMPLIANT		
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	<i>No non-audit services were performed by the Company's external auditor during 2021.</i>	
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	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance 	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	COMPLIANT	<i>No non-audit services were performed by the Company's external auditor during 2021.</i>	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	COMPLIANT	<i>External Auditor: Felicidad A. Abad SEC Accreditation No. 25184-SEC, Group A Issued on February 23, 2022</i> <i>Valdes Abad and Company SEC Accreditation No. 0314-SEC, Group A Issued on February 23, 2022</i> <i>CJV Building 108 Aguirre Street, Legaspi Village, Makati City Philippines (632) 8892-5931 to 35</i>	
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	<i>The external auditor has not been subjected to SOAR Inspection Program.</i>	

Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

Recommendation 10.1

<p>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.</p>	<p>COMPLIANT</p>	<p>Website: www.metroalliance.com</p> <ul style="list-style-type: none"> • Policies: Whistle-blowing Policy Conflict of Interest Policy Insider Trading Policy Related Party Transaction Policy Health and Safety Policy 2019 Material Related Party Transaction Party 	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>COMPLIANT</p>	<p>Website: www.metroalliance.com</p> <ul style="list-style-type: none"> • Policies same as above. 	

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

Recommendation 11.1

<p>1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p>	<p>COMPLIANT</p>	<p>Website: www.metroalliance.com</p>	
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Supplemental to Principle 11

<p>1. Company has a website disclosing up-to-date information on the following:</p>	<p>COMPLIANT</p>	<p>Website: www.metroalliance.com</p>	
<p>a. Financial statements/reports (latest quarterly)</p>	<p>COMPLIANT</p>		
<p>b. Materials provided in briefings to analysts and media</p>	<p>COMPLIANT</p>		
<p>c. Downloadable annual report</p>	<p>COMPLIANT</p>		
<p>d. Notice of ASM and/or SSM</p>	<p>COMPLIANT</p>		
<p>e. Minutes of ASM and/or SSM</p>	<p>COMPLIANT</p>		

f. Company's Articles of Incorporation and By-Laws	COMPLIANT		
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	COMPLIANT	Website: www.metroalliance.com	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • Audit Committee Charter • 2017 Revised Manual on Corporate Governance 	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	COMPLIANT		
Supplement to Recommendations 12.1			
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.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance 	
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.	COMPLIANT	Website: www.metroalliance.com The Company has a policy on IT issues and has appointed an IT head.	
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.	COMPLIANT	<i>The Company's internal audit function is in-house.</i>	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2021 Results of Organizational Meeting of Board of Directors 	
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.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> Audit Committee Charter 	
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.	COMPLIANT	<i>The Company does not have a fully outsource internal audit activity.</i>	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2017 Revised Manual on Corporate Governance 	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	COMPLIANT	<i>The Company does not engage in any external technical support in risk management.</i>	
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).	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2021 Results of Organizational Meeting of Board of Directors 	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	COMPLIANT		

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.	COMPLIANT	Website: www.metroalliance.com	
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	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance 	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • Investor Relations Program 	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Information Statement • 2021 Annual Report 	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Information Statement • 2021 Annual Report • 2017 Revised Manual on Corporate Governance 	
3. Board has an effective, secure, and efficient voting system.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Information Statement 	
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		
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	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance 	

6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	COMPLIANT		
7. Company has a transparent and specific dividend policy.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance • 2021 Information Statement • 2021 Annual Report 	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	NON-COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Information Statement • Minutes of Meetings 	The board has declared that voting be held by voice and the Corporate Secretary counts the votes at each meeting
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Notice of Annual Stockholders' Meeting • 2021 Information Statement 	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Notice of Annual Stockholders' Meeting • 2021 Information Statement 	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	COMPLIANT		
b. Auditors seeking appointment/re-appointment	COMPLIANT		
c. Proxy documents	COMPLIANT		
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Notice of Annual Stockholders' Meeting 	
Recommendation 13.3			

1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2021 Results of Annual Stockholders' Meeting 	
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		
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	Website: www.metroalliance.com <ul style="list-style-type: none"> 2021 Results of Annual Stockholders' Meeting <p><i>During the Company's 2021 Annual Stockholders' Meeting, its external auditor and legal counsels are in attendance.</i></p>	
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.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> 2017 Revised Manual on Corporate Governance 	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	COMPLIANT		
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	COMPLIANT	INVESTOR RELATIONS OFFICER: Name: <i>Richard L. Ricardo</i> Telephone No.: <i>8706-7888</i> Fax No.: <i>8706-5982</i> Email Address: <i>rickyrics2005@yahoo.com</i>	

2. IRO is present at every shareholder's meeting.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2021 Results of Annual Stockholders' Meeting <i>The IRO was present at every shareholder's meeting.</i>	
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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	<i>Anti-takeover measure of the Company is the sufficiency of independent directors in the board seat.</i>	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	NON-COMPLIANT	<i>The Company's public float is 24.84%.</i>	

Optional: Principle 13

1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	COMPLIANT	The Company respects shareholder rights and matters that need clarification may be discussed at ASM.	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	COMPLIANT	The Company practices the required procedures under ASM teleconferencing rules of the SEC	

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	Website: www.metroalliance.com <ul style="list-style-type: none"> • Top 20 Stockholders • Top 100 Stockholders • 2017 Revised Manual on Corporate Governance 	
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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	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance • Investor Relations Program 	
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	Website: www.metroalliance.com <ul style="list-style-type: none"> • Whistle-blowing Policy • 2017 Revised Manual on Corporate Governance • Investor Relations Program <p><i>As discussed above, Mr. Richard L. Ricardo is the Company's Investor Relations Officer.</i></p>	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • 2017 Revised Manual on Corporate Governance 	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	COMPLIANT	<i>The Company does not seek any exemption from the application of a law, rule or regulation.</i>	
2. Company respects intellectual property rights.	COMPLIANT	<i>The Company respects intellectual property rights.</i>	
Optional: Principle 14			

1. Company discloses its policies and practices that address customers' welfare	COMPLIANT	Website: www.metroalliance.com The Company has a feedback mechanism to address customer issues.	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	COMPLIANT	Website: www.metroalliance.com The Company has rules and guidelines in the supplier selection process.	

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	Website: www.metroalliance.com <ul style="list-style-type: none"> • Policies: Whistle-blowing Policy Conflict of Interest Policy Insider Trading Policy Related Party Transaction Policy Health and Safety Policy 2019 Material Related Party Transaction Policy 	
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Supplement to Recommendation 15.1

1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	COMPLIANT	Website: www.metroalliance.com	
2. Company has policies and practices on health, safety and welfare of its employees.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> • Health and Safety Policy 	
3. Company has policies and practices on training and development of its employees.	COMPLIANT	Website: www.metroalliance.com	

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	Website: www.metroalliance.com <ul style="list-style-type: none"> • Code of Business Conduct and Ethics 	
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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	Website: www.metroalliance.com <i>A copy of the policy and program was given to employees across the organization and can be viewed through the Company's official website.</i>	
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Supplement to Recommendation 15.2

1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> Code of Business Conduct and Ethics 	
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Recommendation 15.3

1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> Code of Business Conduct and Ethics Whistle-blowing Policy 	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	COMPLIANT		
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	Website: www.metroalliance.com <ul style="list-style-type: none"> Board of Director's Charter Code of Business Conduct and Ethics Whistle-blowing Policy 	

Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

Recommendation 16.1

<p>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.</p>	<p>COMPLIANT</p>	<p>Website: www.metroalliance.com</p> <ul style="list-style-type: none"> • Corporate Social Responsibility 	
<p>Optional: Principle 16</p>			
<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>	<p>COMPLIANT</p>	<p>Website: www.metroalliance.com</p> <p>The Company has a policy to abide by rules and procedures promoting sustainable development.</p>	
<p>2. Company exerts effort to interact positively with the communities in which it operates</p>	<p>COMPLIANT</p>	<p>Website: www.metroalliance.com</p> <p>The Company has a policy to interact particularly with stakeholders communities in its areas of operation.</p>	