

SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended: **31 December 2017**
2. SEC Identification Number: **77487**
3. BIR Tax Identification No.: **000-388-771**
4. Exact name of issuer as specified in its charter: **JOLLIBEE FOODS CORPORATION**
5. **PHILIPPINES**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **10/F JOLLIBEE PLAZA BUILDING, 10 F. ORTIGAS JR. AVENUE, ORTIGAS CENTER, PASIG CITY
1605**
Address of principal office Postal Code
8. **(632) 634-1111**
Issuer's telephone number, including area code
9. **N/A**
Former name, former address, and former fiscal year, if changed since last report.

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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	<p>2017 JFC Annual Report, filed with the Securities and Exchange Commission (the "Commission") on April 12, 2018, provides information about the list of directors of the Company, including their qualifications, professional expertise and list of directorships.</p> <p>Please refer to the 2017 Annual Report, starting page 85, on the discussion <i>Directors and Executive Officers of the Issuer</i> per the link below.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF</p>	
2. Board has an appropriate mix of competence and expertise.			
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles			

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and responsibilities and respond to the needs of the organization.			
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	<p>The Board of Directors of the Company is composed of 9 directors, 5 of which are non-executive directors.</p> <p>Please refer to Annex A for the details on the <i>Board of Directors</i> of the Company.</p>	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>Please refer to Article IV.5.b of the Manual on Corporate Governance on Policies, procedures and programs.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
2. Company has an orientation program for first time directors.	Compliant	Consistent with onboarding requirements of the Company's Human Resources Team, first time directors shall complete an orientation program that includes an introduction to the history of the Company, nature of its business and existing company policies.	

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		<p>Please also refer to Article IV.6.b of the Manual on Corporate Governance on the <i>Duties and Functions of a Director</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
3. Company has relevant annual continuing training for all directors.	Compliant	<p>The Company provides relevant annual continuing training for all its directors and key officers. For 2017, the Company conducted its corporate governance seminar on August 11, 2017, facilitated by the Institute of Corporate Directors.</p> <p>Please refer to the link below on the Company's submission of certificates of attendance of its directors and officers.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/August_18_2017.pdf</p>	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	<p>Please refer to Article IV.5.b of the Manual on Corporate Governance on <i>Policies, procedures and programs</i>:</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>Please refer to 2017 Annual Report, starting page 85, providing information about the Company's Board of Directors.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF</p>	

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		<p>Please also refer to Annex A for the details on the <i>Board of Directors</i> of the Company which includes information on gender composition and Annex B for the <i>List of Directorships in Other Publicly-Listed Companies</i>.</p> <p>The Company's current Board composition shows the professional and business expertise of its members that allow them to provide valuable insights to the Company.</p>	
Optional: Recommendation 1.4			
1. The Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.			
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary	Compliant	Mr. William Tan Untiong is the Company's Corporate Secretary. He is concurrent director and Chief Real Estate Officer of the Company. He is assisted by an Assistant Corporate Secretary, Atty. Valerie F. Amante.	

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		<p>Please refer to the 2017 Annual Report, page 86-87, for the description about Mr. Tan Untiong.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF</p> <p>Please also refer to Article V of the By-Laws, as amended, particularly Section 6 on list of qualifications and duties of the Corporate Secretary.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/JFC-By-Laws.August-18-2010.pdf</p>	
2. Corporate Secretary is separate individual from the Compliance Officer	Compliant	<p>Mr. William Tan Untiong is the Company's Corporate Secretary whereas Mr. Ysmael V. Baysa is the Company's Compliance Officer.</p> <p>Please refer to 2017 Annual Report, particularly pages 86 and 92, for the description about Mr. Tan Untiong and Mr. Baysa, respectively.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF</p>	
3. Corporate Secretary is not a member of the Board of Directors.	Non-Compliant		<p>The Corporate Secretary, Mr. Tan Untiong, is a concurrent member of the Board of Directors.</p> <p>His years of experience as director has provided him with the</p>

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			necessary knowledge of Company policies and records that allows him to efficiently perform the role as the Company's Corporate Secretary.
4. Corporate Secretary attends training/s on corporate governance.	Compliant	Please refer to Annex C for the <i>List of Seminars Attended by the Corporate Secretary</i> .	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least 5 business days before scheduled meeting.			
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	Mr. Baysa, Vice President and Chief Financial Officer, is the Compliance Officer of the Company. He is not a member of the Board of Directors.	

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		Please refer to the 2017 Annual Report , page 92, for the description about Mr. Baysa. https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF	
2. Compliance Officer has a rank of Senior Vice President or equivalent position with adequate stature and authority in the corporation.	Compliant	Mr. Baysa's position in the Company as Chief Financial Officer and Compliance Officer is of such adequate stature and authority that allows him to initiate, collaborate and implement strategic business decisions of the Company.	
3. Compliance Officer is not a member of the board.	Compliant	Mr. Baysa is not a member of the Board of Directors. Please refer to Annex A for the details on the <i>Board of Directors</i> of the Company.	
4. Compliance Officer attends training/s on corporate governance.	Compliant	Please refer to the link on the Company's submission of certificates of attendance of its directors and officers. https://www.jollibee.com.ph/wp-content/uploads/August_18_2017.pdf	

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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. The Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	<p>The Company's Board of Directors conduct regular board meetings which include among its agenda items business updates from its various business units, presentation and approval of financial results, presentation and approval on various corporate transactions in accordance with the approval limits set by the Company.</p> <p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p> <p>Please also refer to the Company's 2017 Definitive Information Statement, Annex B on the Summary of Resolutions of the Board of Directors and Executive Committee since the last Annual Stockholders' Meeting for the period July 2016 to April 2017.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/Definitive-Information-Statement-May-15-2017.pdf</p> <p>For the summary of resolutions for the period June 2017 to April 2018, this shall be included in the Company's 2018 Definitive Information Statement due for submission in May 2018 and will be made available in the Company's website.</p>	

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Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Please see response to Recommendation 2.1.	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>During the November 9, 2015 Board meeting, Mr. Baysa presented to the Board of Directors the Jollibee Group Vision, Goals and Strategies, its current status and the targets and goals to be achieved.</p> <p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p> <p>Please refer to the corporate website particularly on the sections pertaining to Mission and Vision and Core Values.</p> <p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p>	
2. Board has a strategy execution process that facilitates effective	Compliant	During Board meetings where business units present business updates, execution of strategies are included in the discussion. Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i> for details on updates from business units and other significant updates made to the Board.	

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management performance and is attuned to the company's business environment, and culture.		<p>The designation of key management people to ensure execution of the identified business goals and strategies are evident in Organizational Announcements circulated in the Company.</p> <p>The designation of key posts considered instrumental to support the Company's vision to be one of the top 5 restaurant companies in the world include the following:</p> <ul style="list-style-type: none"> a. for corporate strategy and business development - head of corporate strategy and business development, business development head for foreign franchised brands. b. for the Company's digital transformation – chief digital officer, international business, digital innovation and insights director, digital process and adoption director. 	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key offices and management.	Compliant	<p>There are development programs available for talents at all levels of the Company in support of succession planning.</p> <p>The Corporate Leadership & Organizational Effectiveness unit of Corporate Human Resources oversee the following aspects for the implementation of the Company's effective succession planning program: Organizational Effectiveness, Total Rewards and Talent Development.</p> <p>Corporate Human Resources applies personnel management tools in conducting talent review, identifying key talents in the organization and ensuring continued progressive talent development. Both external and internal trainings are provided for all levels of the organization. Programs</p>	
2. Board adopts a policy on the retirement for	Compliant		

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directors and key officers.		<p>target both soft and technical skills development. The Company engages external partners to develop and support internal training programs.</p> <p>During the March 10, 2015 Board meeting, Corporate Human Resources presented to the Board the JFC 2020 Talent Stream.</p> <p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p> <p>Please also refer to Article IV.5.b of the Manual on Corporate Governance on <i>Management team and performance assessment</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>The Company complies with statutory requirements on maximum term limits of its independent directors. As regards its executive directors, the Company complies with statutory requirements for retirement.</p>	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	<p>Please refer to Article IV.5 of the Manual on Corporate Governance on <i>Management team and performance assessment</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>The Company's Senior Management Stock Option and Incentive Plan has the Executive Long-Term Incentive Program (ELTIP) which is designed to achieve</p>	

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		the following objectives: (a) provide stock ownership as an incentive that will reinforce entrepreneurial and long-term ownership behavior for the participants and (b) provide a program that rewards superior performance in achieving medium to long-term goals.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	<p>The Board of Directors constituted the Compensation Committee for purposes of establishing a formal and transparent procedure for developing a policy on executive remuneration and ensuring that compensation and benefit programs of corporate officers, directors, senior management and other key personnel are consistent with the Company's culture, strategy and control environment.</p> <p>Please also refer to Article IV.5.b of the Manual on Corporate Governance on Management team and performance assessment.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf</p>	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	<p>Deliberations on remuneration of directors are conducted by the Compensation Committee pursuant to its functions.</p> <p>For the duties and responsibilities of the Compensation Committee, please refer to Article IV.8.e of the Manual on Corporate Governance on Compensation Committee.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf</p>	

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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.			
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	The Board of Directors constituted the Nomination Committee for purposes of installing and institutionalizing a process to pre-screen and shortlist all candidates nominated to become a member of the Board of Directors in accordance with the qualifications and/or disqualifications as described in	

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		<p>the Company's Manual on Corporate Governance, By-Laws, and all applicable laws.</p> <p>Please refer to Article III of the By-Laws, as amended, particularly Section 12 on <i>Nomination of Directors</i> and Section 13 on <i>Election of Directors</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/JFC-By-Laws.August-18-2010.pdf</p>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	<p>Please refer to Article IV.5.b of the Manual on Corporate Governance on <i>Policies, procedures and programs</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf</p>	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	<p>Article III of the By-Laws, as amended, particularly the 4th paragraph of Section 13 on <i>Election of Directors</i> provides as follows:</p> <p>At each election for directors every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares equal, or by distributing such votes as the same principle among any number of candidates.</p>	

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		Protection to the rights of minority shareholders is given due protection by the By-Laws of the Company.	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	Please refer to Article III of the By-Laws , as amended, particularly Section 12 on <i>Nomination of Directors</i> . https://www.jollibee.com.ph/wp-content/uploads/JFC-By-Laws.August-18-2010.pdf	
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	Please refer to Article IV.8.d of the Manual on Corporate Governance on <i>Nomination Committee</i> . https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf	
6. Board has a process for identifying the quality of directors that is aligned with the strategic	Compliant	Please refer to the following: 1. Response in Recommendation 2.6.1. 2. By-Laws , as amended, particularly Article IV, Section 2 on <i>Qualifications and Disqualifications of Directors</i> .	

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direction of the company.		https://www.jollibee.com.ph/wp-content/uploads/JFC-By-Laws.August-18-2010.pdf 3. Manual on Corporate Governance , particularly Article IV.2 on <i>Qualifications of Directors</i> , Article IV.3 on <i>Disqualifications of Directors</i> , Article IV.8.d on functions of the <i>Nomination Committee</i> . https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf	
Optional: Recommendation 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.			

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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	Please refer to Article IV.5.b of the Manual on Corporate Governance on <i>Policies, procedures and programs</i> . https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	Enterprises and individuals that directly or indirectly, through one or more intermediaries, control or are controlled by, or under common control with the Company (which is the Parent Company in the Jollibee Group of Companies), including holding companies, subsidiaries and fellow subsidiaries are related entities of the Parent Company. Individuals owning, directly or indirectly, an interest in the voting power of the Parent Company that give them significant influence over the enterprise; key management personnel, including directors and officers of the Parent Company, and close members of the family of these individuals and companies associated with these individuals also constitute related entities.	
3. RPT policy encompasses all	Compliant	In the normal course of business, the Parent Company engages in transactions with its subsidiaries and other related parties.	

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entities within the group, taking into account their size, structure, risk profile and complexity of operations.		<p>The Parent Company sells and purchases food items, processed inventories, packaging and other store supplies to/from related parties, at normal market prices. Purchased items temporarily stored at the Company are charged for logistics and warehousing/storage costs. In addition, the Company receives management fees for services rendered under an existing Management Services Agreement and service fees for various services rendered by the Company's personnel.</p> <p>Pass-on charges pertain to advances made by a related party for another. These include payments for various expenditures incurred.</p> <p>The Company receives from and provides to related parties, interest-bearing cash advances for working capital requirements and operations.</p> <p>Transactions with related parties are made at normal market prices. The Company does not make any provision for impairment losses on receivables from related parties. An assessment is undertaken at each financial year by evaluating the financial position of the related party and the market in which the related party operates.</p>	
Supplement to Recommendation 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes	Compliant	During the March 10, 2015 Board meeting, the Board approved the Updates to the Standard Approval Limits. Included among matters expressly reserved for Board approval are "transactions of any nature of the Corporation where the transaction amount (single or aggregate) is above Php500Million (or the equivalent)."	

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such transactions according to those that are considered de minimis 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>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p> <p>The Company complies with disclosure requirements as provided under the Securities Regulation Code and other relevant laws and regulations.</p>	

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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	<p>All actions by the Board of Directors and officers of the Company are approved/ratified by stockholders during the annual stockholders' meeting of the Company. This ratification covers all transactions, related party transactions or otherwise.</p> <p>Please refer to Article III of the By-Laws, as amended, more particularly Section 10 on <i>Vote</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/JFC-By-Laws.August-18-2010.pdf</p>	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>Please refer to Article IV.5.b of the Manual on Corporate Governance on Management team and performance assessment.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>Please refer to the 2017 Annual Report, pages 92 to 94, for the list of officers pertaining to heads of local units, heads of international units and heads of corporate units.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF</p>	

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2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>Please refer to Article IV.5.b of the Manual on Corporate Governance on <i>Management team and performance assessment</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf</p> <p>The Board, with the support of Corporate Human Resources, implements performance management systems that function as assessment tools in determining and aligning the performance of Management and personnel with the long-term goals of the Company.</p>	
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	Compliant	<p>Please refer to Article IV.5.b of the Manual on Corporate Governance on <i>Management team and performance assessment</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf</p>	

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Senior Management.			
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	<p>Please refer to Article IV.5.b of the Manual on Corporate Governance on Management team and performance assessment and Policies, procedures and programs.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf</p> <p>The Board, with the support of Corporate Human Resources, implement performance management systems that function as assessment tools in determining and aligning the performance of Management and personnel with the long-term goals of the Company.</p>	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 2.10.1 and 2.10.2.</p> <p>Please refer to Article IV.5.b of the Manual on Corporate Governance on Internal control and risk management.</p>	
2. The internal control system includes a mechanism for	Compliant	<p>https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf</p>	

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monitoring and managing potential conflict of interest of the Management, members and shareholders.			
3. Board approves the Internal Audit Charter.	Compliant	The Company has an Internal Audit Charter duly signed by the Chairman of the Board and the Audit Committee Chairman.	
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	<p>Please refer to Article IV.5.b of the Manual on Corporate Governance on <i>Internal control and risk management</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>During the May 12, 2015 Board meeting, the Top 10 Risks of the Company was presented to the Board of Directors.</p> <p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p>	
2. The risk management framework guides	Compliant	Risk Management in various critical business operations is in place to identify, evaluate and prioritize risk to monitor and control the probability of unfortunate events.	

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the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.		<p>The identified risks are being reviewed and priority is given to risk with greatest probability of occurrence and greatest loss impact on the business. Risks with lower probability of occurrence and lower loss value are handled in descending order.</p> <p>The top priority risks are regularly presented to the Board for discussion, highlighting possible mitigation or solutions of risk using available technological, human and organizational resources.</p> <p>Please refer to the corporate website particularly on the section pertaining to Risk Management.</p> <p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p> <p>The Company maintains its Business Continuity Management Policy and Business Continuity Plan in compliance with ISO 22301 Societal security – Business Continuity Management Systems as part of the Company’s risk management procedures.</p>	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 2.12.</p> <p>The list of responsibilities, duties, functions and accountabilities of the Board of Directors and individual directors is found in the Company By-Laws (Article IV) and Manual on Corporate Governance (Article IV.5 and IV.6) which are available in the corporate website.</p>	

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accountabilities in carrying out its fiduciary role.		https://www.jollibee.com.ph/wp-content/uploads/JFC-By-Laws.August-18-2010.pdf	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf	
3. Board Charter is publicly available and posted on the company’s website.	Compliant		
Additional Recommendation to Principle 2			
1. The Board has a clear insider trading policy	Compliant	Please refer to the corporate website particularly on the section pertaining to Company’s Policies on <i>Insider Trading Policy</i> . https://www.jollibee.com.ph/investors/jollibee-foods-corporation/	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or			

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ensuring that the transaction is conducted at arm's length basis and at market rates.			
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	<p>During the March 10, 2015 Board meeting, the Board approved the Updates to the Standard Approval Limits. Included among matters expressly reserved for Board approval are "transactions of any nature of the Corporation where the transaction amount (single or aggregate) is above Php500Million (or the equivalent)."</p> <p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p> <p>The Company complies with disclosure requirements as provided under the Securities Regulation Code and other relevant laws and regulations.</p>	
<p>Principle 3: Board committees should 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.</p>			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board	Compliant	The Board has the following committees: Executive Committee, Audit Committee, Nomination Committee, Compensation Committee and Corporate Governance Committee.	

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functions to aid in the optimal performance of its roles and responsibilities.		<p>Please refer to the following:</p> <ol style="list-style-type: none"> 1. SEC 17C – Current Report, dated June 30, 2017, on <i>Election of Directors and Officers for Year 2017; Appointment of Committee Members</i>. https://www.jollibee.com.ph/wp-content/uploads/June_30_2017 - Election of Directors and Officers for year 2017 Appointment of Committee Members.pdf 2. By-Laws, as amended, more particularly Article IV Section 9 on <i>Committees</i>, 10 on <i>Executive Committee</i> and 11 on <i>Other Committees</i>. https://www.jollibee.com.ph/wp-content/uploads/JFC-By-Laws.August-18-2010.pdf 3. Manual on Corporate Governance, particularly Article IV.8 on <i>Board Committees</i>. https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf 	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight	Compliant	<p>Please refer to the following:</p> <ol style="list-style-type: none"> 1. SEC 17C – Current Report, dated June 30, 2017, on <i>Election of Directors and Officers for Year 2017; Appointment of Committee Members</i>. 	

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capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.		https://www.jollibee.com.ph/wp-content/uploads/June_30_2017 - Election of Directors and Officers for year 2017 Appointment of C ommittee Members.pdf 2. By-Laws , as amended, particularly Article IV, Section 9.b on <i>Audit Committee</i> https://www.jollibee.com.ph/wp-content/uploads/JFC-By-Laws.August-18-2010.pdf 3. Manual on Corporate Governance , particularly Article IV.8.f on <i>Audit Committee</i> . https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	<p>The Audit Committee is composed of 4 members, of which 3 are non-executive directors. The Chairman of the Audit Committee is Mr. Monico V. Jacob, an independent director, who is not a concurrent chairman of the Board or of any committees of the Company.</p> <p>Please refer to the SEC 17C – Current Report, dated June 30, 2017, on <i>Election of Directors and Officers for Year 2017; Appointment of Committee Members</i>.</p> https://www.jollibee.com.ph/wp-content/uploads/June_30_2017 - Election of Directors and Officers for year 2017 Appointment of Co mmittee Members.pdf	

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		Please also refer to Annex A on the <i>Board of Directors</i> which includes types of directorships.	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p>Please refer to 2017 Annual Report, starting page 85, for the description of the directors including memberships in board committees.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF</p>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	<p>The Chairman of the Audit Committee is Mr. Monico V. Jacob, an independent director, who is not a concurrent chairman of the Board or of any committees of the Company.</p> <p>Please also see response in Recommendation 3.2.2.</p>	

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Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Please refer to Article IV.8.f of the Manual on Corporate Governance on <i>Audit Committee</i> . https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	Current meetings of the Audit Committee with the external audit team are attended by the following: Chief Financial Officer, members of the Comptrollership Team, Investor Relations Director, members of the Internal Audit team.	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	Audit Committee meets six (6) times during the year, as follows: every December or January for approval of external auditor's proposed plans, every April for year-end audit requirements, every quarter for the review of quarterly financial results.	
2. Audit Committee approves the appointment and	Compliant	Please refer to Article IV.8.f of the Manual on Corporate Governance on <i>Audit Committee</i> .	

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removal of the internal auditor.		https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf	
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	<p>The Board has the following committees: Executive Committee, Audit Committee, Nomination Committee, Compensation Committee and Corporate Governance Committee.</p> <p>Please refer to the following:</p> <ol style="list-style-type: none"> SEC 17C – Current Report, dated June 30, 2017, on <i>Election of Directors and Officers for Year 2017; Appointment of Committee Members</i>. <p>https://www.jollibee.com.ph/wp-content/uploads/June 30 2017 - Election of Directors and Officers for year 2017 Appointment of Committee Members.pdf</p> <ol style="list-style-type: none"> By-Laws, as amended, more particularly Article IV, Section 11 on <i>Other Committees</i>. <p>https://www.jollibee.com.ph/wp-content/uploads/JFC-By-Laws.August-18-2010.pdf</p> <ol style="list-style-type: none"> Manual on Corporate Governance, particularly Article IV.8.g on <i>Corporate Governance Committee</i>. <p>https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf</p>	

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2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non-Compliant		<p>The Corporate Governance Committee is composed of 3 members, 2 of whom are independent directors. The Company has 2 independent directors only.</p> <p>The Corporate Governance Committee of the Company with its current composition is able to effectively perform its duties and functions.</p>
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	The Chairman of the Corporate Governance Committee is Mr. Cezar P. Consing, an independent director.	
Optional: Recommendation 3.3			
1. Corporate Governance Committee meet at least twice a year.			

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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		<p>This serves as the explanation for this section pertaining to Recommendation 3.4.</p> <p>The duties and responsibilities of a BROC are performed by the Company's Audit Committee.</p> <p>The Enterprise Risk Management (ERM) framework of the Company is currently existing and performed by the Corporate Risk Management and Insurance Department of the Company.</p>
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Non-Compliant		<p>The director for Corporate Risk Management and Insurance gives regular reports to the Board on current risks. During the May 12, 2015 Board meeting, the Top 10 Risks of the Company was presented to the Board of Directors.</p>
3. The Chairman of the BROC is not	Non-Compliant		<p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p>

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the Chairman of the Board or of any other committee.			Please also refer to Article IV.8.f of the Manual on Corporate Governance on <i>Audit Committee</i> .
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	Non-Compliant		https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transaction of the company.	Non-compliant		This serves as the explanation for this section pertaining to Recommendation 3.5. The Company has a Conflict of Interest Policy, and all material transactions, whether or not considered a related party transaction, go through either the Executive Committee or the Board for approval depending on the transaction value.
2. RPT Committee is composed of at least three non-			

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executive directors, two of whom should be independent, including the Chairman.			<p>Please refer to the corporate website on the section pertaining to Company's Policies on <i>Related Party Transactions Policy</i>.</p> <p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p> <p>The duties and responsibilities of an RPT Committee are performed by the Company's Corporate Governance Committee.</p> <p>Please refer to Article IV.8.g of the Manual on Corporate Governance on <i>Corporate Governance Committee</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>
Recommendation 3.6			
1. All established committees have a Committee Charter stating in	Compliant	This serves as the explanation for this section pertaining to Recommendation 3.6.	

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plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.		<p>The purposes, membership, responsibilities of the board committees are found in the Manual on Corporate Governance, Article IV.8 on <i>Board Committees</i>, which is available in the corporate website.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		
3. Committee Charters were fully disclosed on the company's website.			

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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 corporations' 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	<p>This serves as the explanation for this section pertaining to Recommendation 4.1.</p> <p>Please refer to the SEC 17C – Current Report, dated December 29, 2017, on <i>2017 Board Meeting Attendance Advisement Letter</i>. This submission is included as part of the 2017 Annual Report (Part V. Exhibits and Schedules, re: SEC Form 17-C filed for the year 2017).</p> <p>https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF</p> <p>The following paragraph shall be included in the 2018 Definitive Information Statement of the Company.</p> <p>In 2017, the Board of Directors met eleven (11) times during the period from January to December. Mr. Cezar Consing had three (3) absences; Messrs. Joseph Tanbuntiong, Ang Cho Sit and Antonio Chua Poe Eng had two (2) absences each; Messrs. William Tan Untiong and Monico Jacob had one (1) absence each.</p>	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	<p>The directors actively participate during the board meetings, providing their inputs and comments on matters presented for Board approval and presentation of the Company's business units, among others.</p>	

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3. The directors ask the necessary questions or seek clarification and explanation during the Board and Committee meetings.	Compliant	<p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p> <p>During meetings, discussions are thorough wherein directors ask their questions and provide their inputs on the presented topics.</p>	
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	<p>Among the non-executive directors (NED) of the Company, there are 3 directors who concurrently serve in other publicly-listed companies.</p> <p>Please refer to Annex B for the <i>List of Directorships in Other Publicly-Listed Companies</i>.</p> <p>Please also refer to the 2017 Annual Report, pages 89 to 91, for the description and list of directorships of Ret. Chief Justice Panganiban, Mr. Jacob and Mr. Consing.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF</p> <p><i>Note: Ret. Chief Justice Panganiban concurrently sits in more than 5 publicly-listed companies. Such fact does not deter him from actively participating and effectively performing his duties as director of the Company as can be seen from his attendance record and corporate records during board meetings. For the year 2017, Ret. Chief Justice Panganiban was present during all board</i></p>	

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		<p><i>meetings</i>. Please refer to the SEC 17C – Current Report, dated December 29, 2017, on <i>2017 Board Meeting Attendance Advisement Letter</i>, an attachment to the 2017 Annual Report.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF</p>	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	<p>Please refer to Article IV.6.b of the Manual on Corporate Governance on Duties and Functions of a Director.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf</p>	
Optional: Principle 4			
1. The Company does not have any executive directors who serve in more than two boards of listed companies outside the group.			
2. Company schedules board of directors'	Compliant	In practice, during the last quarter of the year, the Company schedules the meetings of the Board of Directors for the following year. The respective	

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meetings before the start of the financial year.		offices of the members of the Board are informed of the schedule via electronic mail correspondence. For the 2017 Board meeting schedule, the email was sent on January 10, 2017.	
3. Board of directors meet at least six times during the year.	Compliant	For the year 2017, the Board met eleven (11) times. Please refer to the SEC 17C – Current Report , dated December 29, 2017, on <i>2017 Board Meeting Attendance Advisement Letter</i> . This submission is included as part of the 2017 Annual Report (Part V. Exhibits and Schedules, re: SEC Form 17-C filed for the year 2017). https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF	
4. Company requires as minimum quorum of at least 2/3 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	Non-Compliant		The Company has a 9-seat board, 2 of which are independent directors.

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number as to constitute one-third of the board, whichever is higher.			<p>The Company is compliant with Rule 38(7) of the Amended Implementing Rules and Regulations of the Securities Regulation Code which provides that issuers of registered securities and public companies are required to have at least two (2) independent directors or at least twenty percent (20%) of its board size, whichever is lesser.</p> <p>With the current composition of the Company's Board of Directors, considering the qualifications and professional background of its members, the Board is able to exercise objective and independent judgment on all corporate affairs.</p>
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications	Compliant	<p>Please refer to the 2017 Definitive Information Statement, Annex D for the Certification and Curriculum Vitae of the Independent Directors.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/Definitive-Information-Statement-May-15-2017.pdf</p>	

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to hold the positions.			
Supplement to Recommendation 5.2			
1. The Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	The ability of directors to vote independently is not constrained by any provision in the By-Laws or any agreements.	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Pursuant to SEC Memorandum Circular No. 4, series of 2017, a company's independent director shall serve for a maximum cumulative term of nine (9) years. It further provides that the reckoning of the cumulative nine-year term is from 2012. The independent directors of the Company have not yet exceeded the maximum term limit.	
2. The company bars an independent director from serving in such capacity after the	Compliant	The Company shall continue to comply with statutory requirements vis-à-vis corporate governance best practices to ensure that its independent directors are qualified to serve as such pursuant to law and relevant regulations.	

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term limit of nine years.			
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	The Company shall continue to comply with statutory requirements vis-à-vis corporate governance best practices to ensure that its independent directors are qualified to serve as such pursuant to law and relevant regulations.	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by	Compliant	Mr. Tony Tan Caktiong is the Chairman of the Board whereas Mr. Ernesto Tanmantiong is the Chief Executive Officer. Please refer to the 2017 Annual Report , filed on April 12, 2018, starting page 85, on the discussion <i>Directors and Executive Officers of the Issuer</i> per the link below.	

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separate individuals.		https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF Please also refer to SEC 17C – Current Report , dated June 30, 2017, on <i>Election of Directors and Officers for Year 2017; Appointment of Committee Members</i> . https://www.jollibee.com.ph/wp-content/uploads/June_30_2017 - Election of Directors and Officers for year 2017 Appointment of C ommittee Members.pdf	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Please refer to Article V of the By-Laws , as amended, more particularly Section 2 on <i>Chairman of the Board</i> and Section 3 on <i>President</i> . https://www.jollibee.com.ph/wp-content/uploads/JFC-By-Laws.August-18-2010.pdf	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among	Non-Compliant		The Chairman of the Board, Mr. Tony Tan Caktiong, is not an independent director. While the lead independent director has not yet been designated, the Company's

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the independent directors.			independent directors are members of and have been given chairmanships of key committees i.e. Audit Committee and Corporate Governance Committee.
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	<p>For board meetings that pertain to approval of loan transactions that may involve Bank of the Philippine Islands, Mr. Consing abstains from participating in such transactions.</p> <p>Directors with material interest in transactions affecting the Company abstain from taking part in the deliberations on such transactions.</p> <p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p>	
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	Compliant	Non-executive directors who are members of the Audit Committee, have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions. These are done when quarterly and year-end financial results are presented during Audit Committee meetings. Non-executive directors who are not members of the Audit Committee have direct access to these persons, as they may require.	

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without any executive present.			
2. The meetings are chaired by the lead independent director.	Compliant	These meetings are chaired by the chairman of the Audit Committee who is an independent director.	
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.	Compliant	This serves as the explanation for this section pertaining to Recommendation 6.1.1 to 6.1.4. The Assessment Form for Board Performance for the Year 2017 was circulated during the May 9, 2018 Board meeting. The assessment form included performance assessment questions pertaining to the Board, Board and Committee Meetings, Chairman of the Board and Board Committees, Members of the Board.	
2. The Chairman conducts a self-	Compliant		

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assessment of his performance.			
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Compliant	To uphold corporate governance best practices, the Company shall engage the services of an external service provider to facilitate the assessments every three years.	
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,	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 6.2.</p> <p>The criteria to determine performance of the Board, its individual directors and committees are based on their respective duties and functions. Please refer to the Manual on Corporate Governance, Article IV.5.b on <i>Duties and Functions of the Board</i>, Article IV.6.b on the <i>Duties and Functions of Directors</i> and Article IV.8 on <i>Board Committees</i>.</p>	

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individual directors and committees.		https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<p>Please also refer to response in Recommendation 6.1.1 to 6.1.4.</p> <p>All reportorial submissions, including disclosures, are publicly available and easily accessible via the corporate website.</p> <p>Feedback mechanisms are in place via correspondence through the Office of the Investor Relations.</p> <p>Please refer to the link below pertaining to the sections on Company Disclosures and Investor Contact.</p> <p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p>	
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	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 7.1.</p> <p>During the February 9, 2016 Board meeting, the following matters were approved by the Board: approval of the Ethics Program, 2016 Code of Business Ethics and establishment of the Corporate Ethics Department.</p>	

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as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.		<p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p> <p>In June 2016, the Company issued an Organizational Announcement on Corporate Ethics to inform the organization of the following: creation of the JFC Ethics Committee and its composition, creation of the Corporate Ethics Department and its composition and the re-launch of the Code of Business Ethics including policies anchored on the Code of Business Ethics, namely, Policy on Gifts and Policy on Conflict of Interest.</p>	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	<p>The Code of Business Ethics is publicly-available through the corporate website. Please refer to the corporate website particularly on the section Code of Business Ethics and Business Conduct.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/COBE-Booklet-March-2017.pdf</p>	
3. The Code is disclosed and made available to the public through the company website.	Compliant	<p>The Corporate Ethics Department, with the support of the Corporate Talent Development groups under Corporate Human Resources, have developed and are continuously developing e-learning sessions as a tool to disseminate the different programs and policies anchored on the Code of Business Ethics throughout the entire organization.</p>	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on	Compliant	<p>In June 2016, in line with the approval of the Ethics Program and the creation of the Corporate Ethics Department, the Company re-launched its Policy on Gifts. The various contracts and agreements of the Company include as part of its standard terms and conditions an undertaking for the counterparty to</p>	

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curbing and penalizing company involvement in offering, paying and receiving bribes.		immediately report to Jollibee Foods Corporation – Corporate Ethics Department any such employee soliciting favors or gifts, whether in cash or in kind, in consideration of or as a reward for this Contract.	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 7.2.</p> <p>The Board is able to implement and monitor compliance with the Code of Business Ethics through the following: creation of the JFC Ethics Committee to which the Audit Committee has oversight role and the creation of the Corporate Ethics Department.</p> <p>The implementation of supporting policies, i.e. Policy on Gifts and Conflict of Interest Policy, include accomplishment on an annual basis of the following forms: Conflict of Interest Disclosure Form and Declaration of Compliance to the Policy on Gifts.</p>	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant		

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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	<p>The Company complies with statutory requirements on disclosure as provided under the Securities Regulation Code and its Implementing Rules and Regulations, The Listing and Disclosure Rules of The Philippine Stock Exchange and other applicable rules and regulations.</p> <p>Please refer to the corporate website particularly on the section pertaining to Company Disclosures that include SEC Filings: <i>SEC Form 17-A (Annual Report)</i>, <i>SEC Form 17-Q (Quarterly Report)</i>, <i>SEC Form 17-C (Current Report)</i>, <i>SEC Form 20-IS (Information Statement)</i>, <i>SEC Form 23-A/B (Statement of Beneficial Ownership)</i>, <i>General Information Sheet</i>, <i>Audited Financial Statements and Annual Report- Glossy</i>.</p> <p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p> <p>Please also refer to Article IV.5.b of the Manual on Corporate Governance on Policies, procedures and programs.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
Supplement to Recommendation 8.1			
1. Company distributes or makes available	Compliant	The Company complies with the statutory requirements for the submission of its consolidated financial statements and interim reports pursuant to the provisions of the Securities Regulation Code.	

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annual and quarterly consolidate 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>Please refer to the corporate website particularly on the section pertaining to Company Disclosures on <i>SEC Form 17-A (Annual Report)</i>, <i>SEC Form 17-Q (Quarterly Report)</i> and <i>Audited Financial Statements</i>.</p> <p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p>	
2. Company discloses in its annual report the principal risks associated with the identity of the	Compliant	Please refer to the 2017 Annual Report on the following sections pertaining to discussions re: Top 20 shareholders (page 54), Security Ownership of Certain Beneficial Owners and Management (page 96), the absence of any voting trust agreement and arrangements which may result in change in control of the Company. These discussions in the Annual Report provide appropriate information to the shareholders (including minority	

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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.		shareholders) of the Company regarding shareholding ownership and any associated risks thereto. https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF	
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	<p>This serves as the explanation for this section pertaining to Recommendation 8.2.</p> <p>The Company complies with the statutory requirements on disclosures pertaining to dealings in the Company's shares and correspondingly has policies in place to ensure compliance by its directors and covered officers.</p> <p>Please refer to the corporate website particularly on the section pertaining to Company's Policies on Insider Trading Policy.</p>	

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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	https://www.jollibee.com.ph/investors/jollibee-foods-corporation/ Please refer to Article IV.3.c.5 of the Manual on Corporate Governance on <i>Grounds for Temporary Disqualification of Directors</i> . https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf	
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	Compliant	The Company complies with statutory requirements on disclosures pertaining to dealings in the Company's shares (by its directors, officers or persons performing similar functions and controlling shareholders). Please refer to the corporate website particularly on the section pertaining to Company's Disclosures on <i>SEC Form 23-A/B (Statement of Beneficial Ownership)</i> . https://www.jollibee.com.ph/investors/jollibee-foods-corporation/	

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buy-back program).			
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	Please refer to the 2017 Annual Report , pages 85 to 91, on the disclosure on material information pertaining to individual board members. https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and	Compliant	Please refer to the 2017 Annual Report , pages 92 to 94, on the disclosure on material information pertaining to key executives (i.e. corporate officers, heads of local units, heads of international units and heads of corporate units). https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF	

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qualifications, and assess any potential conflicts of interest that might affect their judgment.			
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	<p>Please refer to Article IV.8.e of the Manual on Corporate Governance on Compensation Committee.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>Please refer to the 2017 Annual Report, page 96, on <i>Compensation of Directors</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF</p>	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level	Compliant	<p>Please refer to Article IV.8.e of the Manual on Corporate Governance on Compensation Committee.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	

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and mix of the same.			
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-Compliant	<p>For confidentiality and security reasons, executive compensation/remuneration is disclosed on a group basis.</p> <p>Please refer to the 2017 Annual Report, page 95, on <i>Executive Compensation</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF</p>	
Recommendation 8.5			
1. Company discloses policies governing Related Party Transactions (RPTs) and other unusual infrequently occurring transaction in their Manual on Corporate Governance.	Compliant	<p>Please refer to Article IV.5.b of the Manual on Corporate Governance on <i>Policies, procedures and programs</i> and Article IV.8.g on <i>Corporate Governance Committee</i>. The duties and responsibilities of an RPT Committee is performed by the Company's Corporate Governance Committee.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf</p>	

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2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	<p>Please refer to the corporate website on the section pertaining to Company's Policies on <i>Conflict of Interest Policy</i>.</p> <p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p> <p>Moreover, all material transactions (whether or not considered a related party transaction) go through either the Executive Committee or the Board for approval depending on the transaction value and are disclosed in compliance with statutory requirements on disclosure.</p>	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transaction or any other conflict of interests.	Compliant	<p>The Company has its Conflict of Interest Policy which include the requirement of accomplishment, on an annual basis, of the Conflict of Interest Disclosure Form.</p> <p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i> where directors disclose, and correspondingly abstain from participating, in transactions where they have conflict of interests.</p>	
Optional: Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arm's length.			

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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	<p>The Company complies with statutory requirements on disclosure of material information as provided under the Consolidated Listing and Disclosure Rules of The Philippine Stock Exchange.</p> <p>Please refer to the corporate website on the section pertaining to Company Disclosures on <i>SEC Form 17-C (Current Report)</i>.</p> <p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	<p>The Board appoints independent party, third party appraisers, to evaluate the fairness of the transaction price in acquisitions or disposals of assets.</p> <p>For the sale of the property to DoubleDragon Properties Inc. that was approved by the Board on August 11, 2017, the property valuation was based on comparative appraisals made by Tan-Gatue Appraisal Associates, Inc. (in 2014) and Asian Appraisal Co., Inc. (in 2017).</p>	

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		Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</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	<p>The Company complies with statutory requirements on disclosure of material information as provided under the Consolidated Listing and Disclosure Rules of The Philippine Stock Exchange.</p> <p>Please refer to the corporate website on the section pertaining to Company Disclosures on <i>SEC Form 17-C (Current Report)</i>.</p> <p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p>	
Recommendation 8.7			
1. Company's corporate governance policies, programs	Compliant	This serves as the explanation for this section pertaining to Recommendation 8.7.	

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and procedures are contained in its Manual on Corporate Governance.		Please refer to the Manual on Corporate Governance which was submitted to the SEC and uploaded via PSE EDGE on May 30, 2017 and is available in the corporate website pertaining to the section on Corporate Governance particularly <i>Manual on Corporate Governance</i> . https://www.jollibee.com.ph/investors/jollibee-foods-corporation/	
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	Please refer to the corporate website pertaining to the section on Corporate Governance which reflect the Company’s submissions of its <i>Manual on Corporate Governance</i> made on the following dates: August 2002, July 2014 and May 2017. https://www.jollibee.com.ph/investors/jollibee-foods-corporation/	
Optional: Principle 8			
1. Does the company’s Annual Report disclose		The Company’s 2017 Annual Report is publicly available in the corporate website.	

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the following information:		https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF	
a. Corporate Objectives	Compliant	Discussion on corporate objectives is found in Part I on Business and General Information of the 2017 Annual Report .	
b. Financial performance indicators	Compliant	Financial and non-financial performance indicators are discussed in the Notes to the financial statements which are annexed to the 2017 Annual Report .	
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant	Please refer to 2017 Annual Report , page 54, on the discussion pertaining to the Dividends.	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in	Compliant	Please refer to 2017 Annual Report , page 85 to 91, on the description of the directors of the Company.	

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listed companies) of all directors			
f. Attendance details of each director in all directors' meetings held during the year	Compliant	<i>Advisement letter on 2017 Board Meeting Attendance</i> is included in the 2017 Annual Report , Exhibits and Schedules via SEC Form 17C, dated December 29, 2017.	
g. Total remuneration of each member of the board of directors	Non- Compliant	For confidentiality and security reasons, executive compensation/ remuneration is disclosed on a group basis. Please refer to the 2017 Annual Report , page 95, on <i>Executive Compensation</i> .	
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	Compliant	Please refer to 2017 Annual Report , page 100, on discussion pertaining to the Company's Corporate Governance compliance.	

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for each such issue.			
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	Please refer to 2017 Annual Report , page 7, on discussion pertaining to risks the Company is exposed to and the business continuity management policy maintained by the Company.	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on			

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the adequacy of the company's internal controls/risk management systems.			
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Please refer to 2017 Annual Report , page 7, on discussion pertaining to risks the Company is exposed.	
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	Compliant	This serves as the explanation for this section pertaining to Recommendation 9.1.	

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recommending the appointment, reappointment, removal and fees of the external auditors.		<p>Please refer to Article IV.8.f of the Manual on Corporate Governance on <i>Audit Committee</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf</p>	
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	<p>Please refer to the Notice of Annual Stockholders' Meeting for 2017 which includes in its agenda the appointment of External Auditors.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/2017-Notice and Proxy Form.pdf</p> <p>During the 2017 Annual Stockholders' Meeting, based on the tabulation of votes from stockholders, attending in person or by proxy, stockholders owning 99.5% approved the re-appointment of SyCip Gorres Velayo & Company as the Company's independent external auditor for the fiscal year ending 2017.</p>	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company	Compliant	The Company complies with statutory requirements on disclosure of material information as provided under the Consolidated Listing and Disclosure Rules of The Philippine Stock Exchange.	

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website and required disclosures.			
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	<p>The Company complies with the statutory requirements provided under SRC Rule 68, as amended.</p> <p>The current audit engagement partner is Ms. Barbaso. The previous audit engagement partner was Ms. Miguel (for the period 2013 to 2016).</p>	
Recommendation 9.2			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <p>(i) assessing the integrity and independence of external auditors;</p> <p>(ii) exercising effective oversight to review and monitor the external auditor's independence and objectivity;</p>	Compliant	<p>The composition, responsibilities, duties and functions of the Audit Committee is found in the By-Laws (Article IV, Section 9.b on <i>Audit Committee</i>) and Manual on Corporate Governance (Article IV.8.f on <i>Audit Committee</i>) which are available in the corporate website.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/JFC-By-Laws.August-18-2010.pdf</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf</p>	

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and exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.			
Supplement to Recommendation 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	<p>This serves as the explanation for this section pertaining to Supplement to Recommendation 9.2.</p> <p>The composition, responsibilities, duties and functions of the Audit Committee is found in the By-Laws (Article IV, Section 9.b on <i>Audit Committee</i>) and Manual on Corporate Governance (Article IV.8.f on <i>Audit Committee</i>) which are available in the corporate website.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/JFC-By-Laws.August-18-2010.pdf</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf</p>	

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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 potential conflict of interest.	Compliant	Please refer to the 2017 Annual Report , page 58, for the discussion on <i>External Audit Fees</i> . https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be	Compliant	Please refer to the 2017 Annual Report , page 58, for the discussion on <i>External Audit Fees</i> . The Audit Committee reviews and approves the audit and non-audit services rendered by the Company's external auditors to ensure that the Company does not engage the external auditors for certain non-audit services expressly prohibited by regulations of the Securities and Exchange Commission to be performed by an external auditor for its audit clients.	

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viewed as impairing the external auditor's objectivity.		https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	Please refer to the 2017 Annual Report , page 58, for the discussion on <i>External Audit Fees</i> . https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	Please refer to the following information: 1. Name of audit engagement partner – Ms. Mariecris N. Barbaso 2. Accreditation number – 1513-A 3. Date accredited – October 6, 2015 4. Expiry date of accreditation – October 5, 2018 5. Name, address, contract number of audit firm – SyCip Gorres Velayo & Co., 6760 Ayala Avenue, 1226 Makati City, Philippines	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review	Compliant	The Company's external auditor, SyCip Gorres Velayo & Co. has not been subjected to SOAR inspection as of date of this report.	

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(SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).			
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	<p>This serves as the explanation for this section pertaining to Recommendation 10.1.</p> <p>Please refer to the 2017 Annual Report, for discussions re: Environmental Laws (page 6), Risks (page 7), Jollibee Group Foundation, Inc. the Company's corporate social responsibility arm (page 14), Corporate Governance compliance (page 100).</p> <p>https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF</p> <p>Please refer to Article VII of the Manual on Corporate Governance on Disclosure and Transparency.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf</p>	
2. Company adopts a globally	Compliant		

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recognized standard/framework in reporting sustainability and non-financial issues.		<p>The Company is committed to its customers, employees, shareholders and business partners. To ensure the effective availability of essential and critical services, the Company maintains its Business Continuity Management Policy in support of a comprehensive program for business continuity, limiting the impact and losses caused by major incidents, and business recovery.</p> <p>The Company maintains its Business Continuity Management Policy and Business Continuity Plan in compliance with ISO 22301 Societal security – Business Continuity Management Systems as part of its risk management procedures.</p> <p>The Company follows below Risk Management Methodology in general:</p> <ol style="list-style-type: none"> 1. Risk Identification: Identify all possible risks related eventualities 2. Risk Assessment & Business Impact Analysis: <ol style="list-style-type: none"> a. Conduct Risk Assessment/Evaluation and prioritization of risks b. Identify ways of reducing the likelihood and impact of disruption to business operation c. Review of business operations including type of assets and processes supporting them d. Identify vital or critical functions and interdependencies that must continue for an organization to survive or fulfil its objectives e. Perform gap analysis of requirement against current ability to recover 3. Identify and develop risk prevention and mitigation controls <ul style="list-style-type: none"> • Risk Treatment (reduction, optimize or mitigate) • Risk Acceptance (accept and budget) • Risk Transfer (sharing - outsource or insure) • Risk Avoidance (eliminate, withdraw from or not become involved) 	

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		<p>4. Implement – Selected Control and Procedure to mitigate the risk</p> <p>5. Monitor and control the risks</p>	
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>	Compliant	<p>The Company has its corporate website via the following link: https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p> <p>All public, material and relevant information are accessible and publicly available via the website which has the section on Company Disclosures that include SEC Filings: <i>SEC Form 17-A (Annual Report)</i>, <i>SEC Form 17-Q (Quarterly Report)</i>, <i>SEC Form 17-C (Current Report)</i>, <i>SEC Form 20-IS (Information Statement)</i>, <i>SEC Form 23-A/B (Statement of Beneficial Ownership)</i>, <i>General Information Sheet</i>, <i>Audited Financial Statements and Annual Report- Glossy</i>.</p> <p>Media briefings are held immediately after the Company's annual stockholders' meeting. Media briefings are attended by the Company's Chairman of the Board, Chief Executive Officer and Chief Financial Officer.</p> <p>In lieu of analysts' briefings, the Company, through its Investor Relations Office, holds one-on-one meetings and conference calls with analysts.</p>	

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Supplement to Principle 11			
1. Company has a website disclosing up-to-date information on the following:		The corporate website can be accessed via the following link: https://www.jollibee.com.ph/investors/jollibee-foods-corporation/	
a. Financial statements/reports (latest quarterly)	Compliant	Please refer to the section pertaining to Company Disclosures on <i>SEC Form 17-Q (Quarterly Report)</i> for the latest quarterly report.	
b. Materials provided in briefings to analysts and media c. Downloadable annual report	Compliant	Please refer to the section pertaining to Investor Relations which include the following: Annual Reports, Financial Highlights, Financial Updates, Share Information (Total Outstanding Shares, Top 20 Stockholders, Public Ownership, Foreign Ownership, Historical Stock Price, Historical Dividends Declaration, Additional Stocks and Dividends Information) and Investor Contact.	
d. Notice of ASM and/or SSM	Compliant	Please refer to the section pertaining to Notice of Annual or Special Stockholders' Meetings.	
e. Minutes of ASM and/or SSM	Compliant	Please refer to the section pertaining to Minutes of all General or Special Stockholders' Meetings.	
f. Company's Articles of	Compliant	Please refer to the section pertaining to Articles of Incorporation and By-Laws.	

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Incorporation and By Laws			
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	The Company complies with the applicable regulatory requirements pertaining to the mandatory contents of its website, including but not limited to SEC Memorandum Circular No. 11, series of 2014 and SEC Notice dated June 2, 2014.	
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	Please refer to Article VI of the Manual on Corporate Governance on Audit and Compliance . https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	The Company is committed to its customers, employees, shareholders and business partners. To ensure the effective availability of essential and critical services, the Company maintains its Business Continuity Management Policy in support of a comprehensive program for business continuity, limiting the impact and losses caused by major incidents, and business recovery. The Company maintains its Business Continuity Management Policy and Business Continuity Plan in compliance with ISO 22301 Societal security –	

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		<p>Business Continuity Management Systems as part of its risk management procedures.</p> <p>Please refer to Annex E for the <i>Enterprise Risk Management Framework</i> of the Company.</p> <p>Please refer to Article VI.3 of the Manual on Corporate Governance on <i>Risk Management</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
Supplement to Recommendation 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	Compliant	<p>The Company's various units monitor and ensure the Company's compliance with laws and relevant regulations.</p> <p>Please refer to Article VI of the Manual on Corporate Governance on <i>Audit and Compliance</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	

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initiatives to facilitate understanding, acceptance and compliance with the said issuances.			
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.			
Recommendation 12.2			
1. Company has in place an independent internal audit function that	Compliant	The Company has its Corporate Audit unit that performs internal audit functions. Its charter document upholds its independence and mandates that it shall be free from control and undue influence in the following matters: selection and application of audit techniques, procedures and programs, determination of facts revealed by the examination or in the development of	

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provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.		<p>recommendations or opinions as a result of the examination and selection of areas, activities and policies to be examined.</p> <p>Please refer to Article VI.1.c of the Manual on Corporate Governance on the functions of internal audit.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	<p>This serves as the explanation for this section pertaining to Recommendation 12.3.</p> <p>The head of the Company's Corporate Audit unit is Ms. Lorna Atun. Although there is no designation of CAE in the organizational structure of the Company, the duties and responsibilities of the CAE is currently performed by the Corporate Audit Head with the rank of Assistant Vice President.</p>	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant	<p>Please refer to Article VI.1.d of the Manual on Corporate Governance on the responsibilities of the Internal Auditor.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	

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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.			
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	<p>The Enterprise Risk Management (ERM) framework of the Company is currently existing and performed by the Corporate Risk Management and Insurance Department of the Company.</p> <p>The director for Corporate Risk Management and Insurance gives regular reports to the Board on current risks. During the May 12, 2015 Board meeting, the Top 10 Risks of the Company was presented to the Board of Directors.</p> <p>Please refer to Annex D for the <i>Summary of Significant Matters Presented during Board Meetings</i>.</p>	

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		The duties and responsibilities of a BROC are performed by the Company's Audit Committee.	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	<p>The Company appointed an international insurance broker to assist the Company in the placement and administration of insurance both local and international.</p> <p>The appointed insurance broker also serves us consultant on the Company's Risk Management Initiatives to design and deliver innovative solutions to better quantify and manage risk.</p>	
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	<p>This serves as the explanation for this section pertaining to Recommendation 12.5.</p> <p>Although there is no designation of CRO in the organizational structure of the Company, the champion of the Company's ERM is its Compliance Officer. The Corporate Risk Management and Insurance Department of the Company reports to the Compliance Officer.</p>	

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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.	Non-Compliant		Although there is currently no separate attestation document issued by the Company's Chief Executive Officer and Chief Audit Executive, the reportorial submissions of the Company are compliant with disclosure rules and requirements, including requirements on notarization.
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	Compliant	This serves as the explanation for this section pertaining to Recommendation 13.1.	

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the Manual on Corporate Governance.		Please refer to Article VIII of the Manual on Corporate Governance on Stockholders' Rights and Protection on Minority Stockholders' Interests . The Manual on Corporate Governance is available in the corporate website.	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	<p>This serves as the explanation for this section pertaining to Supplement to Recommendation 13.1.1 to 13.1.6.</p> <p>The Company complies with applicable laws and regulations upholding the rights of its shareholders, minority or otherwise.</p>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	<p>Please refer to the Company's Articles of Incorporation, By-Laws and the Manual on Corporate Governance (Article VIII on <i>Stockholders' Rights and Protection on Minority Stockholders' Interests</i>). These documents are available in the corporate website with the following links:</p> <p>https://www.jollibee.com.ph/wp-content/uploads/2014/12/Amended-Articles-of-Incorporation-August-11-2014.pdf</p> <p>https://www.jollibee.com.ph/wp-content/uploads/JFC-By-Laws.August-18-2010.pdf</p>	

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3. Board has an effective, secure and efficient voting system.	Compliant	https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf Details are as follows: <ol style="list-style-type: none"> 1. Articles of Incorporation <ol style="list-style-type: none"> a. Article Seventh on no pre-emptive right on the part of any stockholder to subscribe to any or all issues or other disposition of shares from the Corporation. b. Article Tenth on transfer rights of stockholders 2. By-Laws <ol style="list-style-type: none"> a. Article III, Section 6 on the rights of stockholders to call for special meetings. b. Article III, Section 10 on voting rights of stockholders and voting mechanism, Section 12 and 13 on the process for nomination and election of directors, respectively. 	
4. Board has an effective shareholding 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	Compliant		

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the AGM or special meeting.			
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	<p>The Company declares dividends on a semi-annual basis and upon approval by the Board of Directors. The Company has a cash dividend policy of declaring one-third of the Company's net income for the year as cash dividends. It uses best estimate of its net income as basis for declaring cash dividends.</p> <p>Please refer to the corporate website particularly on the section pertaining to Company's Policies on <i>Dividend Policy</i>.</p> <p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p>	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the	Compliant	The Rizal Commercial Banking Corporation Stock Transfer Office validates the votes at the Company's annual stockholders' meeting.	

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Annual Stockholders' Meeting.			
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Stockholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	For the 2017 annual stockholders' meeting scheduled on June 30, 2017, the Notice was sent to stockholders on June 2, 2017.	
Supplement to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	<p>This serves as the explanation for this section pertaining to Supplement to Recommendation 13.2.</p> <p>Please refer to the 2017 Definitive Information Statement which is available in the corporate website.</p>	

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		https://www.jollibee.com.ph/wp-content/uploads/Definitive-Information-Statement-May-15-2017.pdf	
a. The profiles of directors (i.e. age, academic qualifications, date of first appointment, experience, and directorship in other listed companies).	Compliant	Please refer to the 2017 Definitive Information Statement , pages 7 to 14, on <i>Directors and Executive Officers</i> .	
b. Auditors seeking appointment/ re-appointment	Compliant	Please refer to the 2017 Definitive Information Statement , page 21, on <i>Independent Public Accountants</i> .	
c. Proxy documents	Compliant	Please refer to the 2017 Definitive Information Statement . The proxy form is found immediately after the signed Notice.	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting.	Compliant	Please refer to the 2017 Definitive Information Statement , page 23, on <i>Action with Respect to Reports</i> . https://www.jollibee.com.ph/wp-content/uploads/Definitive-Information-Statement-May-15-2017.pdf	

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Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Stockholders' Meeting publicly available the next working day.	Compliant	<p>This serves as the explanation for this section pertaining to Supplement to Recommendation 13.3.</p> <p>Please refer to the Minutes of the Annual Meeting of the Stockholders of Jollibee Foods Corporation dated June 30, 2017 which was made publicly available through the corporate website within five business days from end of the meeting.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/JFC.Draft-Minutes-of-Annual-Stockholders-Meeting.June-30-2017.pdf</p>	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from end of the meeting.	Compliant		

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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	Please refer to item 3 of the Minutes of the Annual Meeting of the Stockholders of Jollibee Foods Corporation dated June 30, 2017 indicating the attendees and guests, which include the Company's external auditor, SyCip Gorres Velayo & Co.	
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	<p>This serves as the explanation for this section pertaining to Recommendation 13.4.</p> <p>Please refer to the Manual on Corporate Governance, particularly Article IV.5.b on <i>Internal control and risk management</i> and Article IX on <i>Duties to Stakeholders</i>. The Manual on Corporate Governance is available in the corporate website.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
2. The alternative dispute mechanism is	Compliant		

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included in the company's Manual on Corporate Governance.			
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<p>The Company has an Investor Relations Office, details are found in the corporate website particularly on the section pertaining to Investor's Contact which include contact details of the Company's Investor Relations Director, Ms. Cossette B. Palomar.</p> <p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p> <p>Please refer to Article VIII of the Manual on Corporate Governance on Stockholders' Rights and Protection of Minority Stockholders' Interests.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	
2. IRO is present at every shareholders' meeting.	Compliant	The Investor Relations Directors is present at every shareholders' meeting.	
Supplemental Recommendation to Principle 13			
1. Board avoids anti-takeover	Compliant	Please refer to Article III of the By-Laws , as amended, particularly Section 10 on <i>Vote</i> whereby each share is entitled to one vote.	

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measures or similar devices that may entrench ineffective management or the existing controlling shareholder group.		https://www.jollibee.com.ph/wp-content/uploads/JFC-By-Laws.August-18-2010.pdf	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	<p>In the Company's Public Ownership Report as of March 31, 2018, 43.53% is owned by the public.</p> <p>Please refer to the Company's Public Ownership Report as of March 31, 2018 as available in the corporate website.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/Public_Ownership_Report_March_31_2018.pdf</p>	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual	Compliant	<p>Please refer to Article VIII of the Manual on Corporate Governance on <i>Stockholders' Rights and Protection of Minority Stockholders' Interests</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	

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Stockholders' Meeting.			
2. Company practices secure electronic voting in absentia at the Annual Stockholders' Meeting.			
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	<p>Please refer to Article IX of the Manual on Corporate Governance on <i>Duties to Stakeholders</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>Please refer to the 2017 Annual Report on Part I Business and General Information which includes discussion on the different stakeholders of the Company, namely: its customers, suppliers, employees, community.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF</p>	

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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	<p>Please refer to the Manual on Corporate Governance, particularly Article IV.5 on <i>Policies, procedures and programs</i> and Article IX on <i>Duties to Stakeholders</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>Policies and programs on the fair treatment and protection of stakeholders include periodic performance assessment and merit-based recognition programs to its employees, appropriate feedback mechanisms available to the Company's customers through its customer hotlines, feedback mechanisms available to the Company's stockholders, investors and analysts through the Investor Relations Office and accreditation process for the Company's suppliers and service providers.</p> <p>Please also refer to the corporate website particularly on the section pertaining to Company's Policies on <i>Employee-related welfare and benefits policy</i>.</p> <p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p>	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to	Compliant	<p>Please refer to Article IV.5 of the Manual on Corporate Governance on <i>Policies, procedures and programs</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p>	

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communicate with the company and to obtain redress for the violation of their rights.		<p>Please also refer to the corporate website particularly on the section pertaining to Company's Policies on <i>Whistle-blowing policy</i> and Code of Business Ethics and Business Conduct on the <i>Code of Business Ethics</i>.</p> <p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p> <p>https://www.jollibee.com.ph/wp-content/uploads/COBE-Booklet-March-2017.pdf</p> <p>Under the Company's Code of Business Ethics, there is a duty to report actual or perceived violations of the Code of Business Ethics. Reports to the Corporate Ethics Department, through the Ethics Manager, may be made anonymously and shall be kept confidential. The contact details of the Corporate Ethics Department are included in the link provided above. The Code of Business Ethics further explicitly provides that retaliation in any form against a person who has made a report in good faith, or has cooperated in good faith with an investigation of a report, is strictly prohibited.</p>	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and difference with key stakeholders is	Compliant	<p>Please refer to the Manual on Corporate Governance, particularly Article IV.5 on <i>Internal control and risk management</i> and Article IX on <i>Duties to Stakeholders</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf</p>	

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settled in a fair and expeditious manner.		<p>Please also refer to the corporate website on the section pertaining to Company's Policies on <i>Whistle-blowing policy</i> and Code of Business Ethics and Business Conduct on the <i>Code of Business Ethics</i>.</p> <p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p> <p>https://www.jollibee.com.ph/wp-content/uploads/COBE-Booklet-March-2017.pdf</p> <p>The various contracts and agreements of the Company have provisions on dispute resolution which may include good faith discussions between parties and arbitration.</p>	
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	Compliant	The Company complies with all applicable laws, rules and regulations and has not requested for exemption from application of said laws, rules and regulations.	

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such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.			
2. Company respects intellectual property rights.	Compliant	The Company has an existing Intellectual Property Policy (“IP Policy”) which establishes a comprehensive strategy in protecting the Company’s intellectual property as well as respecting the intellectual property rights of third parties. Pursuant to the IP Policy, the Company continuously develops guidelines to implement the strategies in the business operations of the Company.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers’ welfare.	Compliant	<p>This serves as the explanation for this section pertaining to Optional: Principle 14.</p> <p>Please refer to the 2017 Annual Report, page 7 on <i>Risks</i> which include discussion on the Company’s observance of stringent guidelines, processes and procedures in its food, service and cleanliness standards in its stores and commissaries.</p>	
2. Company discloses its policies and practices that	Compliant	https://www.jollibee.com.ph/wp-content/uploads/Annual-Report-2017-4.5%20(1).PDF	

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address supplier/contractor selection procedures.		<p>Please also refer to the corporate website on the sections pertaining to Code of Business Ethics on the discussion of disclosure requirements if there is conflict of interest with suppliers, contractors, etc. and Company's Policies on Related Party Transactions Policy.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/COBE-Booklet-March-2017.pdf</p> <p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p>	
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	<p>The Company has the following policies and programs to encourage employee participation in the realization of Company's goals: policy on setting of objectives, goals, strategies and measures includes employee participation, the performance management system provides for regular superior-subordinate discussions, regular employee engagement surveys are conducted and employees are aligned with the Company's values, mission, vision and goals through employee cascades and regular performance reviews.</p> <p>Please also refer to Article IV.5.b of the Manual on Corporate Governance on Policies, procedures and programs.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New Manual on Corporate Governance May 2017.pdf</p>	

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		<p>Moreover, the Company's Code of Business Ethics discusses how employees are encouraged to actively participate in the realization of the Company's goals and in protecting the interest of the Company.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/COBE-Booklet-March-2017.pdf</p>	
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	The Company's Senior Management Stock Option and Incentive Plan has the Executive Long-Term Incentive Program (ELTIP) which is designed to achieve the following objectives: (a) provide stock ownership as an incentive that will reinforce entrepreneurial and long-term ownership behavior for the participants and (b) provide a program that rewards superior performance in achieving medium to long-term goals.	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<p>The Company complies with government guidelines and reporting on safety. It also provides health plan, insurance coverage, medical check-up and other health-related benefits.</p> <p>The Company complies with existing labor standards under Occupational Safety and Health (OSH) and have in place OSH-related policies on sexual harassment, drug addition, HIV/AIDS prevention, tuberculosis control and prevention, hepatitis B and alcohol consumption.</p>	

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	COMPLIANT / Non- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		The Company also has wellness-related policies such as paid leaves, club membership, health and wellness reimbursement and breastfeeding stations.	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>Employees are required to undergo internal training. The Company offers internal trainings on various topics. External training, when related to an employee's functions, is also encouraged.</p> <p>Both external and internal trainings are provided for all levels of the organization. Programs target both soft and technical skills development. The Company engages external partners to develop and support internal training programs</p> <p>Among the various training programs made available to the Company's employees are Team Effectiveness Program, Workforce Effectiveness Program, First Line Leaders Curriculum and programs for middle management. These training programs are offered to all regular employees.</p> <p>In addition to the Company's internal training programs, the Company, in partnership with Ateneo Graduate School of Business, created and launched JFC University (JFCU) in July 2015. JFCU is the Company's strategic arm in the education and development of its employees. It is positioned to be the machinery that will help generate the needed critical talents in the leadership pipeline.</p> <p>Through its uniquely designed curriculum specifically targeted to develop and strengthen the leadership & functional competencies of our operations</p>	

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	COMPLIANT / Non- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>team members, JFCU is preparing its 1st Graduation ceremonies for 47 leaders, 35% were promoted to the next level within the program implementation. With more than 100 business-related projects successfully implemented within the last 7 quarters.</p> <p>Since JFCU opened its doors, it has delivered holistic learning experiences to around 200 Restaurant & Assistant Restaurant Managers. It is now gearing up to deliver programs to the rest of the Operations Teams from Area Managers, Operation Directors and Regional Business Unit Heads.</p>	
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	<p>This serves as the explanation for this section pertaining to Recommendation 15.2.</p> <p>Please refer to the Company's Code of Business Ethics, available through the corporate website, on the Company's stand against corrupt practices.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/COBE-Booklet-March-2017.pdf</p>	
2. Board disseminates the policy and program to employees across the organization through trainings	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT / Non- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
to embed them in the company's culture.			
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	<p>In June 2016, the Company issued an Organizational Announcement on Corporate Ethics to inform the organization of the following: creation of the JFC Ethics Committee and its composition, creation of the Corporate Ethics Department and its composition and the re-launch of the Code of Business Ethics including policies anchored on the Code of Business Ethics, namely, Policy on Gifts and Policy on Conflict of Interest.</p> <p>The Code of Business Ethics Manual is publicly-available through the corporate website. Please refer to the link below on the section Code of Business Ethics and Business Conduct.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/COBE-Booklet-March-2017.pdf</p> <p>The Corporate Ethics Department, with the support of the Corporate Talent Development groups under Corporate Human Resources, have developed and are continuously developing e-learning sessions as a tool to disseminate the different programs and policies anchored on the Code of Business Ethics throughout the entire organization.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT / Non- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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	<p>This serves as the explanation for this section pertaining to Recommendation 15.3.</p> <p>Please refer to Article IV.5.b of the Manual on Corporate Governance on <i>Policies, procedures and programs</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/New_Manual_on_Corporate_Governance_May_2017.pdf</p> <p>Please also refer to the corporate website on the sections pertaining to Code of Business Ethics, pages 42-44, on the framework for whistleblowing, duty to report any actual or perceived violation of the Code of Business Ethics and the prohibition on retaliation and Company's Policies on <i>Whistle-blowing Policy</i>.</p> <p>https://www.jollibee.com.ph/wp-content/uploads/COBE-Booklet-March-2017.pdf</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	Compliant	<p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p> <p>For whistleblowing concerns, the Corporate Ethics Department may be directly contacted. The Code of Business Ethics includes the contact details of the Corporate Ethics Department.</p> <p>The Audit Committee of the Board of Directors maintains oversight role over the Ethics Committee.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT / Non-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
whistleblowing concerns.			
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant		
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	Compliant	Please refer to the corporate website particularly on the section pertaining to Corporate Social Responsibility which includes a link to the website of Jollibee Group Foundation, Inc., the corporate social responsibility arm of the Company. https://www.jollibee.com.ph/investors/jollibee-foods-corporation/	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT / Non- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
advancement of the society where it operates.			
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development.	Compliant	<p>This serves as the explanation for this section pertaining to Optional: Principle 16.</p> <p>Please refer to the corporate website on the section pertaining to Corporate Social Responsibility which includes a link to the website of Jollibee Group Foundation, Inc., the corporate social responsibility arm of the Company.</p> <p>https://www.jollibee.com.ph/investors/jollibee-foods-corporation/</p>	
2. Company exerts effort to interact positively with the communities in which it operates.	Compliant		

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in Pasig City on 29 MAY 2018.

SIGNATURES



TONY TAN CAKTIONG
Chairman of the Board



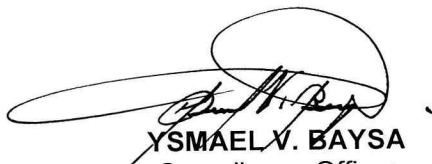
ERNESTO TANMANTIONG
Chief Executive Officer and
President



MONICO V. JACOB
Independent Director



CEZAR P. CONSING
Independent Director



YSMAEL V. BAYSA
Compliance Officer



WILLIAM TAN UNTIONG
Corporate Secretary

ANNEX A

BOARD OF DIRECTORS

Director's Name	M/F	Position (if applicable)	Directorship Type	Date first elected	Date last elected (if ID state the number of years served as ID)	Date of Last Election	No. of years served as director
Tony Tan Caktiong	M	Chairman of the Board	ED	1978	2017	June 30, 2017 (Annual Stockholders' Meeting)	39
Ernesto Tanmantiong		Chief Executive Officer and President	ED	1987			30
William Tan Untiong		Corporate Secretary	ED	1993			24
Joseph Tanbuntiong		Treasurer	ED	2013			4
Antonio Chua Poe Eng		none	NED	1978			39
Ang Cho Sit			NED	1978			39
Ret. Chief Justice Artemio V. Panganiban			NED	2012			5
Monico V. Jacob			ID	2001	2017 (5)		16
Cezar P. Consing			ID	2010	2017 (5)		7

Note: Executive Director (ED), Non-Executive Director (NED), Independent Director (ID)

Pursuant to SEC Memorandum Circular No. 4, series of 2017, a company's independent director shall serve for a maximum cumulative term of nine (9) years. It further provides that the reckoning of the cumulative nine-year term is from 2012. The independent directors of the Company have not yet exceeded the maximum term limit.

ANNEX B

LIST OF DIRECTORSHIPS IN OTHER PUBLICLY-LISTED COMPANIES

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Tony Tan Caktiong ¹	DoubleDragon Properties Corp.	Non-Executive
William Tan Untiong	DoubleDragon Properties Corp.	Non-Executive
Joseph Tanbuntiong	DoubleDragon Properties Corp.	Non-Executive
Monico V. Jacob	Asian Terminals, Inc.	Non-Executive
	Lopez Holdings Corp.	Independent
	Phoenix Petroleum Philippines, Inc.	Non-Executive
	Rockwell Land Corporation	Independent
	STI Education Systems Holdings, Inc.	Executive
Cezar P. Consing	Bank of the Philippine Islands	Executive
	National Reinsurance Corp. of the Philippines (PhilNare)	Non-Executive
Ret. Chief Justice Artemio V. Panganiban	MERALCO	Independent
	Petron Corporation	Independent
	First Philippine Holdings Corp.	Independent
	Philippine Long Distance Telephone Company	Independent
	Metro Pacific Investment Corp.	Independent
	Robinsons Land Corp.	Independent
	GMA Network, Inc.	Independent
	GMA Holdings, Inc.	Independent
	Asian Terminals, Inc.	Independent

¹ Mr. Tony Tan Caktiong ceased to be a member of the Board of Directors of First Gen Corporation as of May 9, 2018, date of Organizational Board Meeting.

ANNEX C

MR. WILLIAM TAN UNTIONG

CORPORATE SECRETARY

LIST OF SEMINARS ATTENDED (AS OF MARCH 2018)

DATE	SEMINAR TITLE	ORGANIZER
February 14, 2018	Family Business Workshop	Jollibee Foods Corporation (JFC)
January 27, 2018	Family Business Workshop	JFC
November 16-17, 2017	Boris Groysberg Workshop	Prof. Boris Groysberg
October 6, 2017	The JFC Way (Values Workshop)	JFC
September 27-29, 2017	One JFC Coaching Program	JFC
September 4, 2017	Family Business Workshop	JFC
August 11, 2017	Annual Corporate Governance Training	Institute of Corporate Governance
August 29-30, 2016	Boris Groysberg Workshop	Prof. Boris Groysberg
August 8, 2016	Corporate Governance	Institute of Corporate Directors
October 26-28, 2015	Boris Groysberg Workshop	Prof. Boris Groysberg
September 7, 2015	Annual Corporate Governance Training	Institute of Corporate Directors
January 25-27, 2015	Leadership Workshop	Prof. Boris Groysberg
August 12, 2014	Annual Corporate Governance Training	SGV
June 16-19, 2014	Leadership Workshop	Prof. Boris Groysberg
August 13, 2013	Negotiation Skills Seminar	Shapiro Negotiations Institute
September 14-24, 2011	Fundamentals of Fast food Design and Applications	Specialized Arts Center of the Philippines
December 13, 2011	Maximize Your Performance While Balancing Your Life	Master del Pe
December 12, 2011	8 Types of Leaders Every Leader Should Know	Master del Pe
January 17, 2011	Family Governance Planning Workshop	HSBC Family Office Services Limited
March 12, 2009	Blue Ocean Strategy Seminar	Blue Ocean Strategy Concept
September 11, 1996	Spirit of Enterprise	The Farrell Company
August 8, 1995	Six Thinking Hats	Franklin Covey Organization Services
1995 (no exact date)	The Effective Negotiating Course	Karrass Europe Limited

ANNEX D

SUMMARY OF SIGNIFICANT MATTERS PRESENTED DURING BOARD MEETINGS

DATE OF MEETING	MATTER
FOR THE YEAR 2015	
March 10, 2015	<ul style="list-style-type: none"> - Update to Jollibee Group of Companies' Standard Approval Limits - Presentation of Greenwich business unit - Presentation of Corporate Human Resources on JFC 2020 Talent Stream
May 12, 2015	<ul style="list-style-type: none"> - Presentation on Top 10 Risks of the Company - Presentation and updates on International Operations
July 13, 2015	<ul style="list-style-type: none"> - Approval of updated authorized Signatories per the Jollibee Group of Companies' Standard Approval Limits - Presentation of Corporate Audit update - Presentation of Jollibee Philippines business unit
August 4, 2015	<ul style="list-style-type: none"> - Presentation of Chowking Philippines business unit - Presentation of update on the implementation of the SAP
September 7, 2015	<ul style="list-style-type: none"> - Presentation of Red Ribbon business unit
October 1, 2015	<ul style="list-style-type: none"> - Presentation of Engagement Survey results
November 9, 2015	<ul style="list-style-type: none"> - Presentation of the Jollibee Group Vision, Goals and Strategies - Presentation and approval of 2016 budget
December 3, 2015	<ul style="list-style-type: none"> - Presentation from Jollibee Group Foundation, Inc.

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DATE OF MEETING	MATTER
FOR THE YEAR 2016	
January 15, 2016	- Presentation of Jollibee Philippines business unit
February 9, 2016	- Presentation and approval of the Code of Business Ethics
March 8, 2016	<ul style="list-style-type: none"> - Presentation of SuperFoods Vung Tau business unit - Presentation of Updates on Research and Development - Presentation of update on Dunkin' operations in China
April 6, 2016	- Business Presentation from Cargill
May 12, 2016	- Presentation of Chowking business unit
August 31, 2016	- Update presentation from Corporate Human Resources
November 18, 2016	- Approval of execution of Guarantee of a wholly-owned subsidiary involving a term loan facility to be obtained from Bank of the Philippine Islands.
December 9, 2016	<ul style="list-style-type: none"> - Presentation and approval of 2017 budget - Designation of Authorized Representatives on Sale of Property to DoubleDragon Properties, Inc.

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DATE OF MEETING	MATTER
FOR THE YEAR 2017	
March 14, 2017	- Presentation of the JFC Priorities - 2017 & 2022: Goals and Directions of the Company
May 11, 2017	- Presentation and approval of expansion projects of commissary facilities - Presentation of the Digital Strategy
August 11, 2017	- Designation of Authorized Representatives on Sale of Property to DoubleDragon Properties, Inc. - Designation of Data Protection Officer for Jollibee Foods Corporation and its subsidiaries (Jollibee Group of Companies)
September 5, 2017	- Presentation of Mang Inasal business unit
October 12, 2017	- Presentation of updates for United States of America business
December 7, 2017	- Presentation for approval of 2018 budget which included approval of execution of loan transactions. - Presentation of SuperFoods Business Unit

ANNEX E

ENTERPRISE RISK MANAGEMENT FRAMEWORK

The Company is committed to its customers, employees, shareholders and business partners. To ensure the effective availability of essential and critical services, the Company maintains its Business Continuity Management Policy in support of a comprehensive program for business continuity, limiting the impact and losses caused by major incidents, and business recovery.

The Company maintains its Business Continuity Management Policy and Business Continuity Plan in compliance with ISO 22301 Societal security – Business Continuity Management Systems as part of its risk management procedures.

The Company follows below Risk Management Methodology in general:

1. Risk Identification: Identify all possible risks related eventualities
2. Risk Assessment & Business Impact Analysis:
 - a. Conduct Risk Assessment/Evaluation and prioritization of risks
 - b. Identify ways of reducing the likelihood and impact of disruption to business operation
 - c. Review of business operations including type of assets and processes supporting them
 - d. Identify vital or critical functions and interdependencies that must continue for an organization to survive or fulfil its objectives
 - e. Perform gap analysis of requirement against current ability to recover
3. Identify and develop risk prevention and mitigation controls
 - a. Risk Treatment (reduction, optimize or mitigate)
 - b. Risk Acceptance (accept and budget)
 - c. Risk Transfer (sharing - outsource or insure)
 - d. Risk Avoidance (eliminate, withdraw from or not become involved)
4. Implement – Selected Control and Procedure to mitigate the risk
5. Monitor and control the risks

On financial risk, the Company identified the following risks: Credit Risk, Liquidity Risk, Foreign Currency Risk, Interest Rate Risk and Equity Price Risk.

On operational risk, the Company identified the following risks:

Risk Exposure	Risk Management Policy	Objective
Physical assets of the Company (bldg., equipment)	<ol style="list-style-type: none"> 1. Property Risk transfer via insurance 2. Conduct regular maintenance of systems and equipment 3. Regular audit of assets 4. Property Loss Control survey 	<p>To protect the physical assets of the Company against any convulsion of nature or defects that may interrupt the business operations of the Company.</p> <p>Regular inspection of assets to identify emerging risks or exposure that may affect the business.</p>
Third parties: customers, stakeholders, suppliers	<ol style="list-style-type: none"> 1. Risk Transfer liability exposure via insurance 2. Maintenance of high quality Food, Service, Cleanliness and safety standards 	To ensure that third parties (customers, stakeholders) will always feel safe when inside the store premises and great tasting food is served on time.
Employees, Directors and Officers	<ol style="list-style-type: none"> 1. Promote safety of the employees 2. Adherence on the core values of the company 3. Protect liability exposure, risk transfer via insurance 	<p>Protection of Company's greatest assets, its employees, is on the top of the Company's priority.</p> <p>Maintain integrity and respect to individuals</p> <p>Retain Key Assets of the Company</p>
IT Systems and Infrastructure	<ol style="list-style-type: none"> 1. Regular database backup 2. Disaster Recovery Center Architecture 3. Up-to-date Business Continuity Plan 	To ensure business continuity in the event of IT system and infrastructure failure.