



## LEVEL 1 continued...

## B. Equitable Treatment of Shareholders

Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
B.1	Shares and Voting Rights			
B.1.1	Do the company's ordinary or common shares have one vote for one share?	<p><b>OECD Principle III (A) All shareholders of the same series of a class should be treated equally.</b> (1) Within any series of a class, all shares should carry the same rights. All investors should be able to obtain information about the rights attached to all series and classes of shares before they purchase. Any changes in voting rights should be subject to approval by those classes of shares which are negatively affected.</p> <p><b>ICGN 8.3.1 Unequal voting rights</b> Companies' ordinary or common shares should feature one vote for one share. Divergence from a 'one-share, one-vote' standard which gives certain shareholders power which is disproportionate to their equity ownership should be both disclosed and justified.</p>	YES	<p>Globe's common shares have one vote for one share. This is stated in the Company's By-Laws and identified in the ACGR, Annual Information Statement (20-IS) submitted to the SEC and PSE, and publicly-released to all shareholders together with the Notice and Agenda of the ASM:</p> <p><u>GLO By-Laws, p. 2 (Article I, Section 5)</u> <a href="http://www.globe.com.ph/documents/7122541/7171061/GLOBE+-+Amended+By-Laws+2011.pdf">http://www.globe.com.ph/documents/7122541/7171061/GLOBE+-+Amended+By-Laws+2011.pdf</a></p> <p><u>GLO ACGR Y2014-07April2015, p. 75 (Part J(1)(f)(iii))</u> <a href="http://www.globe.com.ph/documents/50301/ced87085-6f7e-4102-b455-187372903256">http://www.globe.com.ph/documents/50301/ced87085-6f7e-4102-b455-187372903256</a></p> <p><u>GLO 2014 Information Statement, p. 10 (Item B, 1) b)</u> <a href="http://www.globe.com.ph/documents/7122541/2cba714b-3bfc-4182-b55e-a66ce72ab5bb">http://www.globe.com.ph/documents/7122541/2cba714b-3bfc-4182-b55e-a66ce72ab5bb</a></p> <p><u>GLO 2015 Notice and Agenda of the ASM, p. 2 (Explanation of Agenda Items, Item 2 (iii))</u> <a href="http://www.globe.com.ph/documents/50301/a30b5b37-6128-48b2-9eaa-9dc57a431807">http://www.globe.com.ph/documents/50301/a30b5b37-6128-48b2-9eaa-9dc57a431807</a></p>
B.1.2	Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g.		YES	<p>Globe has three (3) classes of shares, which are Common, Voting Preferred and Non-Voting Preferred. Rights attached to each class of shares are publicly disclosed and made available through the Company's AOI</p>

Note: Where applicable and for convenient reading, PDF pages (pp.) are used as reference.



	<p>through the company website/reports/the stock exchange/the regulator’s website)?</p>		<p>and company website. The same are reiterated in regulatory reports including the Annual Information Statement (20-IS) and the Annual Report (17-A), which are submitted and disclosed to the SEC and PSE:</p> <p>GLO Articles of Incorporation (Article VII)  <a href="http://www.globe.com.ph/documents/50301/5df37dab-a009-4c3d-a295-534fbbb314e0">http://www.globe.com.ph/documents/50301/5df37dab-a009-4c3d-a295-534fbbb314e0</a></p> <p>GLO 2014 Information Statement, pp. 76-77  <a href="http://www.globe.com.ph/documents/7122541/2cba714b-3bfc-4182-b55e-a66ce72ab5bb">http://www.globe.com.ph/documents/7122541/2cba714b-3bfc-4182-b55e-a66ce72ab5bb</a></p> <p>GLO 2014 SEC Form 17-A, PDF pp. 349-350 (“Part II – Operational and Financial Information”)  <a href="http://www.globe.com.ph/documents/50301/836ff856-837c-44ed-9e49-115a17536901">http://www.globe.com.ph/documents/50301/836ff856-837c-44ed-9e49-115a17536901</a></p>
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Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
<b>B.2</b>	<b>Notice of AGM</b>			
B.2.1	<p>Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?</p>	<p><b>OECD Principle II</b>                      (C) Shareholders should have the opportunity to participate effectively and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern shareholder meetings:                      (1) Shareholders should be furnished with sufficient and timely information concerning</p>	<b>YES</b>	<p>Each resolution in the most recent ASM deals with only one item. Globe does not practice bundling of several items into one resolution as reflected in its Notice and Agenda of the ASM and voting results during the ASM:</p> <p>GLO 2015 Notice and Agenda of the ASM  <a href="http://www.globe.com.ph/documents/50301/a30b5b37-6128-48b2-9eaa-9dc57a431807">http://www.globe.com.ph/documents/50301/a30b5b37-6128-48b2-9eaa-9dc57a431807</a></p> <p>GLO 2015 Results of the ASM and Organizational Board Meeting</p>

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		<p>the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting.</p> <p>(3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated.</p> <p><b>OECD Principle II</b> (A) All shareholders of the same series of a class should be treated equally.</p>		<p><a href="http://www.globe.com.ph/documents/50301/10005546/SEC+Form+17-C+Results+of+Annual+Stockholders+-+FINAL+-+040715.pdf">http://www.globe.com.ph/documents/50301/10005546/SEC+Form+17-C+Results+of+Annual+Stockholders+-+FINAL+-+040715.pdf</a></p> <p>GLO 2015 Voting Results during the ASM <a href="http://www.globe.com.ph/documents/50301/10005546/GLOBE+-+Voting+Results+of+the+Annual+Stockholders+Meeting-040715.pdf">http://www.globe.com.ph/documents/50301/10005546/GLOBE+-+Voting+Results+of+the+Annual+Stockholders+Meeting-040715.pdf</a></p> <p>GLO 2015 Minutes of the ASM <a href="http://www.globe.com.ph/documents/50301/10005546/Minutes+of+the+Annual+Meeting+of+Stockholders+April+7%2C+2015.pdf">http://www.globe.com.ph/documents/50301/10005546/Minutes+of+the+Annual+Meeting+of+Stockholders+April+7%2C+2015.pdf</a></p>
B.2.2	Are the company's notices of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?	<p>(4) Impediments to cross border voting should be eliminated.</p> <p><b>ICGN 8.3.2 Shareholder participation in governance</b> Shareholders should have the right to participate in key corporate governance decisions, such as the right to nominate, appoint and remove directors in an individual basis and also the right to appoint external auditor.</p>	YES	<p>All Globe notices, announcements and press releases are published in the English language, including the Notice of the most recent ASM:</p> <p>GLO 2015 Notice and Agenda of the ASM <a href="http://www.globe.com.ph/documents/50301/a30b5b37-6128-48b2-9eaa-9dc57a431807">http://www.globe.com.ph/documents/50301/a30b5b37-6128-48b2-9eaa-9dc57a431807</a></p> <p>Annual Stockholders' Meeting (Company website) <a href="http://www.globe.com.ph/corporate-governance/annual-stockholders-meetings">http://www.globe.com.ph/corporate-governance/annual-stockholders-meetings</a></p>
	<b><i>Does the notice of AGM/circulars have the following details:</i></b>			
B.2.3	Are the profiles of directors/commissioners (at least age, academic qualification, date of first appointment, experience, and directorships in	<p><b>ICGN 8.4.1 Shareholder ownership rights</b></p>	YES	<p>Profiles of directors for election and re-election are included in the Annual Information Statement (20-IS) which accompanies the Notice and Agenda of the ASM. They are likewise reflected in the Annual and</p>

Note: Where applicable and for convenient reading, PDF pages (pp.) are used as reference.



	<p>other listed companies) in seeking election/re-election included?</p>	<p>The exercise of ownership rights by all shareholders should be facilitated, including giving shareholders timely and adequate notice of all matters proposed for shareholder vote.</p>	<p>Sustainability Report. The ACGR discloses the profiles of directors and the same is uploaded on the company website for stakeholders' easy reference:</p> <p>GLO 2014 Information Statement, PDF pp. 33-37 (Annex "A")  <a href="http://www.globe.com.ph/documents/7122541/2cba714b-3bfc-4182-b55e-a66ce72ab5bb">http://www.globe.com.ph/documents/7122541/2cba714b-3bfc-4182-b55e-a66ce72ab5bb</a>, OR  <a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=908f75ba2c42f463b15effbf9088d1ab#sthash.gjpEZ7VY.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=908f75ba2c42f463b15effbf9088d1ab#sthash.gjpEZ7VY.dpbs</a></p> <p>GLO ACGR Y2014-07April2015, p. 77 (Part J(1)(j))  <a href="http://www.globe.com.ph/documents/50301/ced87085-6f7e-4102-b455-187372903256">http://www.globe.com.ph/documents/50301/ced87085-6f7e-4102-b455-187372903256</a></p> <p>GLO 2014 SEC Form 17-A, PDF pp. 434-438 (Part III, Item 7)  <a href="http://www.globe.com.ph/documents/50301/836ff856-837c-44ed-9e49-115a17536901">http://www.globe.com.ph/documents/50301/836ff856-837c-44ed-9e49-115a17536901</a></p> <p>GLO 2015 Notice and Agenda of the ASM  <a href="http://www.globe.com.ph/documents/50301/a30b5b37-6128-48b2-9eaa-9dc57a431807">http://www.globe.com.ph/documents/50301/a30b5b37-6128-48b2-9eaa-9dc57a431807</a></p>
<p>B.2.4</p>	<p>Are the auditors seeking appointment/re-appointment clearly defined?</p>		<p><b>YES</b></p> <p>External auditors seeking appointment or re-appointment are clearly defined in the 20-IS submitted to the SEC and the PSE as well as in the notice and agenda of the ASM. The same are available in the company website:</p> <p>GLO 2014 Information Statement, pp. 27, 30 (Part B, 4, a; Part D, 1,a, vi &amp; Part D, 4)</p>

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			<p><a href="http://www.globe.com.ph/documents/7122541/2cba714b-3bfc-4182-b55e-a66ce72ab5bb">http://www.globe.com.ph/documents/7122541/2cba714b-3bfc-4182-b55e-a66ce72ab5bb</a>, OR  <a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=908f75ba2c42f463b15effbf9088d1ab#sthash.gjpEZ7VY.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=908f75ba2c42f463b15effbf9088d1ab#sthash.gjpEZ7VY.dpbs</a></p> <p><u>GLO 2015 Notice and Agenda of the ASM</u>  <a href="http://www.globe.com.ph/documents/50301/a30b5b37-6128-48b2-9eaa-9dc57a431807">http://www.globe.com.ph/documents/50301/a30b5b37-6128-48b2-9eaa-9dc57a431807</a></p>
B.2.5	Has an explanation of the dividend policy been provided?		<p><b>YES</b></p> <p>The Company returns to its shareholders, dividends equivalent to 75%-90% of its prior year's core net income. Dividends declared by the Company on its stocks are payable in cash or in additional shares of stock.</p> <p>The Board of Directors (BOD) of Globe Telecom regularly reviews the dividend policy, including the frequency of its distribution, taking into account the Company's operating results, cash flows, debt covenants, capital expenditure levels and liquidity. The payment of dividends in the future will depend upon the earnings, cash flow and financial condition of the Company and other factors.</p> <p>As much as practicable, dividends are paid to stockholders of record within thirty (30) days upon declaration date.</p> <p>Globe's dividend policy is provided in its 20-IS, ACGR and Annual and Sustainability Report submitted to the SEC and the PSE. The same are available in the company website:</p> <p>GLO ACGR Y2014-07April2015, p. 77 (Part J(1)(j))</p>

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			<p><a href="http://www.globe.com.ph/documents/50301/ced87085-6f7e-4102-b455-187372903256">http://www.globe.com.ph/documents/50301/ced87085-6f7e-4102-b455-187372903256</a></p> <p>GLO 2014 Annual &amp; Sustainability Report, pp. 68-69 <a href="http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d">http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d</a></p> <p>GLO 2014 Information Statement, pp. 76-78 (Annex "C", Consolidated Net Cash Flows; pp. 120-121 (Annex "D", Part C) <a href="http://www.globe.com.ph/documents/7122541/2cba714b-3bfc-4182-b55e-a66ce72ab5bb">http://www.globe.com.ph/documents/7122541/2cba714b-3bfc-4182-b55e-a66ce72ab5bb</a>, OR <a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=908f75ba2c42f463b15effbf9088d1ab#sthash.gjpEZ7VY.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=908f75ba2c42f463b15effbf9088d1ab#sthash.gjpEZ7VY.dpbs</a></p> <p>GLO 2014 SEC Form 17-A, pp. 73-74, 159 <a href="http://www.globe.com.ph/documents/50301/836ff856-837c-44ed-9e49-115a17536901">http://www.globe.com.ph/documents/50301/836ff856-837c-44ed-9e49-115a17536901</a>, OR <a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=595a88b74d542559b15effbf9088d1ab#sthash.drmB7Ai0.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=595a88b74d542559b15effbf9088d1ab#sthash.drmB7Ai0.dpbs</a></p> <p>Company Policies (Company website) <a href="http://www.globe.com.ph/corporate-governance/company-policies/">http://www.globe.com.ph/corporate-governance/company-policies/</a></p>
B.2.6	Is the amount payable for final dividends disclosed?		<p><b>YES</b></p> <p>Globe discloses the amount payable for dividends through Current Reports (SEC Form 17-C) that are submitted to the SEC and PSE. The same are also included in the ACGR and Annual and Sustainability Report. These are also accessible through the company website:</p>

Note: Where applicable and for convenient reading, PDF pages (pp.) are used as reference.



			<p>GLO ACGR Y2014-07April2015, p. 77 (Part J(1)(j))  <a href="http://www.globe.com.ph/documents/50301/ced87085-6f7e-4102-b455-187372903256">http://www.globe.com.ph/documents/50301/ced87085-6f7e-4102-b455-187372903256</a></p> <p>Historical Dividends (Company website)  <a href="http://www.globe.com.ph/investor-relations/stock-info/historical-dividends">http://www.globe.com.ph/investor-relations/stock-info/historical-dividends</a></p> <p>Dividends, Declarations &amp; Notices (Company website)  <a href="http://www.globe.com.ph/investor-relations/sec-filings/dividends">http://www.globe.com.ph/investor-relations/sec-filings/dividends</a></p> <p>A summary of dividends given out throughout the year is also included in the company’s financial statements and Annual and Sustainability Report, which are also available through the company website:</p> <p>GLO 2014 SEC Form 17-A, Notes to Consolidated Financial Statements (Notes 12 &amp; 17)  <a href="http://www.globe.com.ph/documents/50301/836ff856-837c-44ed-9e49-115a17536901">http://www.globe.com.ph/documents/50301/836ff856-837c-44ed-9e49-115a17536901</a>, OR  <a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=595a88b74d542559b15effbf9088d1ab#sthash.drmB7Ai0.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=595a88b74d542559b15effbf9088d1ab#sthash.drmB7Ai0.dpbs</a></p> <p>GLO 2014 Annual &amp; Sustainability Report, pp. 243-246  <a href="http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d">http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d</a></p>
B.2.7	Were the proxy documents made easily available?		<p><b>YES</b></p> <p>The Proxy Form is included in the notice and agenda sent out to all shareholders prior to the ASM, and in the Information Statement. The same is stated in the ACGR</p>

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				<p>submitted to the SEC and PSE. All of which are available through the company website:</p> <p>GLO 2014 Information Statement, PDF p. 6  <a href="http://www.globe.com.ph/documents/7122541/2cba714b-3bfc-4182-b55e-a66ce72ab5bb">http://www.globe.com.ph/documents/7122541/2cba714b-3bfc-4182-b55e-a66ce72ab5bb</a>, OR  <a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=908f75ba2c42f463b15effbf9088d1ab#sthash.gjpEZ7VY.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=908f75ba2c42f463b15effbf9088d1ab#sthash.gjpEZ7VY.dpbs</a></p> <p>GLO ACGR Y2014-07April2015, p. 77 (Part J(1)(j))  <a href="http://www.globe.com.ph/documents/50301/ced87085-6f7e-4102-b455-187372903256">http://www.globe.com.ph/documents/50301/ced87085-6f7e-4102-b455-187372903256</a></p>
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Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
B.3	Insider trading and abusive self-dealing should be prohibited.			
B.3.1	Does the company have policies and/or rules prohibiting directors/commissioners and employees to benefit from knowledge which is not generally available to the market?	<p><b>OECD Principle III (B) Insider trading and abusive dealing should be prohibited</b></p> <p><b>ICGN 3.5 Employee share dealing</b>                      Companies should have clear rules regarding any trading by directors and employees in the company's own securities. Among other issues, these must seek to ensure individuals do not benefit from knowledge</p>	<b>YES</b>	<p>The prohibition of any director, officer and employee to benefit from knowledge which is not generally available to the market is embedded in Globe's Code of Business Conduct &amp; Ethics under the policies for conflict of interest and prohibited practices, as well as in the Company's policy on insider trading. These are publicly-available through the company website and included in Globe's Annual and Sustainability Report:</p> <p>Company Policies (Company website)  <a href="http://www.globe.com.ph/corporate-governance/company-policies/">http://www.globe.com.ph/corporate-governance/company-policies/</a></p> <p>Insider Trading Policy (Company website)</p>

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		<p>which is not generally available to the market.</p> <p><b>ICGN 8.5 Shareholder rights of action</b> ...Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.</p>	<p><a href="http://www.globe.com.ph/documents/50301/12184264/POLICY+ON+INSIDER+TRADING.pdf">http://www.globe.com.ph/documents/50301/12184264/POLICY+ON+INSIDER+TRADING.pdf</a></p> <p>GLO Code of Conduct, pp. 31-32, 48-62, 71-73, 77-81 <a href="http://www.globe.com.ph/documents/7122541/94ded150-1606-4424-aef8-a6120d8867a8">http://www.globe.com.ph/documents/7122541/94ded150-1606-4424-aef8-a6120d8867a8</a></p> <p>Conflict of Interest Policy (Company website) <a href="http://www.globe.com.ph/corporate-governance/company-policies/conflict-of-interest">http://www.globe.com.ph/corporate-governance/company-policies/conflict-of-interest</a></p> <p>GLO 2014 Annual &amp; Sustainability Report, pp. 65, 67 <a href="http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d">http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d</a></p>
A.3.2	Are the directors/commissioners required to report their dealings in company shares within 3 business days?		<p><b>YES</b></p> <p>Directors are required to report dealings in company shares within three (3) business days as specified in Globe’s insider trading policy, and policy on dealings in securities as identified in the 2014 Annual and Sustainability Report:</p> <p>Insider Trading Policy, Section 2.2 (Company website) <a href="http://www.globe.com.ph/documents/50301/12184264/POLICY+ON+INSIDER+TRADING.pdf">http://www.globe.com.ph/documents/50301/12184264/POLICY+ON+INSIDER+TRADING.pdf</a></p> <p>GLO 2014 Annual &amp; Sustainability Report, p. 69 <a href="http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d">http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d</a></p>



Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
B.4	Related party transactions by directors and key executives.			
B.4.1	Does the company have a policy requiring directors/commissioners to disclose their interest in transactions and any other conflicts of interest?	<p><b>OECD Principle III</b> (C) Members of the board and key executives should be required to disclose to the board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the corporation.</p> <p><b>ICGN 2.11.1 Related party transactions</b> Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.</p> <p><b>ICGN 2.11.2 Director conflicts of interest</b> Companies should have a process for identifying and managing conflicts of interest</p>	YES	<p>Globe’s conflict of interest policy states that “it is the obligation of every employee, including key officer and director, to declare and divulge in writing to the Company his own involvement in any conflict of interest with the Company. Failure on the part of an employee to divulge the same to the Company shall be penalized with DISMISSAL.” The policy further provides a Disclosure Form, which is accomplished by all employees, including the board and key officers, an annual basis to ensure proper disclosure of related party/ies and avoid possible conflict of interest.</p> <p>The Company’s conflict of interest policy also provides for the procedures and parameters to identify a possible conflict of interest among all regular employees, officers, directors and subsidiaries, including consultants/project hires seconded to or engaged on a full-time basis.</p> <p>Globe’s conflict of interest policy is publicly-available through the Code of Conduct and company website:   <a href="#">GLO Code of Conduct, pp. 77-81, 97</a>  <a href="http://www.globe.com.ph/documents/7122541/94ded150-1606-4424-aef8-a6120d8867a8">http://www.globe.com.ph/documents/7122541/94ded150-1606-4424-aef8-a6120d8867a8</a>   <a href="#">Conflict of Interest Policy (Company website)</a>  <a href="http://www.globe.com.ph/corporate-governance/company-policies/conflict-of-interest">http://www.globe.com.ph/corporate-governance/company-policies/conflict-of-interest</a></p>

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<p>B.4.2</p>	<p>Does the company have a policy requiring a committee of independent directors/commissioners to review material/significant RPTs to determine whether they are in the best interests of the company and shareholders?</p>	<p>directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.</p>	<p><b>YES</b></p>	<p>Independent directors form the independent committee that is tasked to review and monitor Globe’s material RPTs to ensure the best interest of the Company, its shareholders and all other stakeholders, and that the RPTs are executed with fair and transparent terms.</p> <p>This is stated in Globe’s RPTs policy, which is included in the ACGR and Annual and Sustainability Report. All of which are available through the company website:</p> <p><u>GLO ACGR Y2014-07April2015, p. 67 (Part B(4)(a), Annex “C” &amp; Part I(7))</u>  <a href="http://www.globe.com.ph/documents/50301/ced87085-6f7e-4102-b455-187372903256">http://www.globe.com.ph/documents/50301/ced87085-6f7e-4102-b455-187372903256</a></p> <p><u>GLO 2014 Annual &amp; Sustainability Report, p. 67</u>  <a href="http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d">http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d</a></p> <p><u>Policy on Related Party Transactions (Company website)</u>  <a href="http://www.globe.com.ph/corporate-governance/related-party-transactions">http://www.globe.com.ph/corporate-governance/related-party-transactions</a></p>
<p>B.4.3</p>	<p>Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?</p>		<p><b>YES</b></p>	<p>Globe’s MCG states the policy requiring board members to abstain from participating in the board discussion on a particular agenda when they are conflicted. One of the specific responsibilities of each Director is to “<i>conduct fair business transactions with the Corporation and ensure that personal interest does not bias Board decisions.</i> A director shall not use his position to make profit or to acquire benefit or advantage for himself and/or his related interests. He should avoid situations that may compromise his impartiality. He should observe the</p>

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			<p>conflict of interest policy stated in this Manual. He shall accomplish an annual conflict of interest disclosure and voluntarily disclose any conflict of interest that may arise within the year after the submission of the disclosure. If an actual or potential conflict of interest may arise on the part of a director, he should fully and immediately disclose it and should not participate in the decision-making process. A director who has a continuing material conflict of interest should seriously consider resigning from his position. A conflict of interest shall be considered material if the director’s personal or business interest is antagonistic to that of the Corporation, or he stands to acquire or gain financial advantage at the expense of the Corporation.”</p> <p>GLO MCG, p. 14 (Article II, Sec. 1.10, (a))  <a href="http://www.globe.com.ph/documents/50301/16764017/17C_Revised+Manual+of+Corporate+Governance_12May2015.pdf">http://www.globe.com.ph/documents/50301/16764017/17C_Revised+Manual+of+Corporate+Governance_12May2015.pdf</a></p> <p>Such policies are made publicly-available through the company website and Annual Report:</p> <p>Conflict of Interest Policy (Company website)  <a href="http://www.globe.com.ph/corporate-governance/company-policies/conflict-of-interest">http://www.globe.com.ph/corporate-governance/company-policies/conflict-of-interest</a></p> <p>GLO 2014 Annual &amp; Sustainability Report, p. 65  <a href="http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d">http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d</a></p>
B.4.4	Does the company have policies on loans to directors and commissioners either forbidding this		<p><b>YES</b></p> <p>The Company does not allow loans to its directors. Globe’s policy on RPTs is disclosed in its website and</p>

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	<p>practice or ensuring that they are being conducted at arm's length basis and at market rates?</p>		<p>Annual and Sustainability Report. Historical RPTs are likewise publicly-available through the company website:</p> <p>Policy on RPTs and Historical RPTs (Company website) <a href="http://www.globe.com.ph/corporate-governance/related-party-transactions">http://www.globe.com.ph/corporate-governance/related-party-transactions</a></p> <p>GLO 2014 Annual &amp; Sustainability Report, pp. 67, 235 <a href="http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d">http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d</a></p>
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Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
<b>B.5</b>	<b>Protecting minority shareholders from abusive actions</b>			
B.5.1	<p>Were there any RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies?</p>	<p><b>OECD Principle III (A) All shareholders of the same series of a class should be treated equally.</b> (2) Minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and should have effective means of redress.</p> <p><b>ICGN 2.11.1 Related party transactions</b> Companies should have a process for reviewing and monitoring any related party</p>	<b>NONE</b>	<p>None of Globe's RPTs can be classified as financial assistance to entities other than wholly-owned subsidiary companies. Globe's RPTs are disclosed through its Annual and Sustainability Report, financial statements, ACGR and company website:</p> <p>GLO 2014 Annual &amp; Sustainability Report, pp. 235-242 <a href="http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d">http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d</a></p> <p>GLO 2014 SEC Form 17-A, PDF pp. 324-330, 425 &amp; Note 16 of Consolidated Financial Statements (PDF pp. 569-576) <a href="http://www.globe.com.ph/documents/50301/836ff856-837c-44ed-9e49-115a17536901">http://www.globe.com.ph/documents/50301/836ff856-837c-44ed-9e49-115a17536901</a></p> <p>GLO ACGR Y2014-07April2015, p. 22 (Part B(4), Annex C)</p>

Note: Where applicable and for convenient reading, PDF pages (pp.) are used as reference.



		<p>transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.</p>		<p><a href="http://www.globe.com.ph/documents/50301/ced87085-6f7e-4102-b455-187372903256">http://www.globe.com.ph/documents/50301/ced87085-6f7e-4102-b455-187372903256</a></p> <p>Related Party Transactions (Company website) <a href="http://www.globe.com.ph/corporate-governance/related-party-transactions">http://www.globe.com.ph/corporate-governance/related-party-transactions</a></p>
B.5.2	<p>Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms’ length?</p>	<p><b>ICGN 2.11.2 Director conflicts of interest</b> Companies should have a process for identifying and managing conflicts of interest directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.</p> <p><b>ICGN 8.5 Shareholder rights of action</b> Shareholders should be afforded rights of action and remedies which are readily accessible in order to redress</p>	<p><b>YES</b></p>	<p>Globe discloses, reviews, and approves related party transactions, in accordance with the principles of transparency and fairness, to ensure that they are at arm’s length, the terms are fair, and they will inure to the best interest of the company and its subsidiaries or affiliates and their shareholders.</p> <p>The RPTs are disclosed in the company’s financial statements, annual reports, and other applicable filings in accordance with the relevant rules and issuance of the SEC and other applicable regulatory bodies. The disclosure includes, but is not limited to, the name of the related party, relationship with the company for each RPT, the nature, and value for each RPT. Such disclosure is also made publicly available by the company, for the benefit of all shareholders and other stakeholders, through the company website and such other media channels as applicable.</p> <p>The independent directors form the independent committee tasked to review and monitor material RPTs to ensure the best interest of the company, its shareholders, and all other stakeholders, and that the RPTs are executed with fair and transparent terms prior to endorsement to the Board for approval:</p>

Note: Where applicable and for convenient reading, PDF pages (pp.) are used as reference.



		conduct of company which treats them inequitably. Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.		<p>GLO ACGR Y2014-07April2015, p. 22 (Part B(4)(a)) <a href="http://www.globe.com.ph/documents/50301/ced87085-6f7e-4102-b455-187372903256">http://www.globe.com.ph/documents/50301/ced87085-6f7e-4102-b455-187372903256</a></p> <p>GLO 2014 Annual &amp; Sustainability Report, p. 67 <a href="http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d">http://www.globe.com.ph/documents/50301/d1455b6d-7aef-41f5-a3a5-3436f1aa230d</a></p> <p>Policy on RPTs (Company website) <a href="http://www.globe.com.ph/corporate-governance/related-party-transactions">http://www.globe.com.ph/corporate-governance/related-party-transactions</a></p>
B.5.3	In case of related party transactions requiring shareholders' approval, is the decision made by disinterested shareholders?	<b>OECD Principles III.A(2):</b> Minority shareholders must be protected from abusive actions by, or in the interest of controlling shareholders acting either directly or indirectly, and should have effective means of redress.	<b>NO</b>	<p>Rights of minority shareholders are protected at all times, especially from abusive actions by, or in the interest of controlling shareholders. Globe ensures that its policies and processes cater to the best interest of all its shareholders, including minority shareholders, and other stakeholders. As such, all transactions including related-party transactions that require shareholders' approval are submitted to all shareholders, including minority shareholders, for approval.</p> <p>Further, Globe's Revised Manual of Corporate Governance (MCG) provides that one of the duties of the Company's Board of Directors is to "encourage the exercise of shareholders' voting rights and the solution of collective action problems through appropriate mechanisms. They shall be instrumental in removing excessive costs and other administrative or practical impediments to shareholders participating in meetings and/or voting in person. The directors shall pave the way for the electronic filing and distribution of shareholder information necessary to make informed decisions subject</p>

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			<p>to legal constraints". To this effect, Globe ensures that its shareholders remain interested, protected and well-represented.</p> <p>Shareholders, including minority shareholders and other stakeholders, are provided with proper guidelines and procedures for right of action and remedies that are readily accessible in order to redress the conduct of the company (e.g., Facebook page, Twitter account, E-mail account, and Hotline numbers), as necessary:</p> <p><u>Policy on RPTs and Annual Stockholders' Meetings (Company website)</u>  <a href="http://www.globe.com.ph/corporate-governance/related-party-transactions">http://www.globe.com.ph/corporate-governance/related-party-transactions</a>, OR  <a href="http://www.globe.com.ph/corporate-governance/annual-stockholders-meetings">http://www.globe.com.ph/corporate-governance/annual-stockholders-meetings</a></p> <p>GLO By-Laws, p. 2 (Article I, Section 5)  <a href="http://www.globe.com.ph/documents/7122541/7171061/GLOBE+-+Amended+By-Laws+2011.pdf">http://www.globe.com.ph/documents/7122541/7171061/GLOBE+-+Amended+By-Laws+2011.pdf</a></p> <p>GLO Revised MCG, pp. 35-36 (Article VII, Section 2)  <a href="http://www.globe.com.ph/documents/50301/16764017/17C_Revised+Manual+of+Corporate+Governance_12May2015.pdf">http://www.globe.com.ph/documents/50301/16764017/17C_Revised+Manual+of+Corporate+Governance_12May2015.pdf</a></p>
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